



August 27, 2025

(Correction) Notice Regarding Partial Amendments to Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares

Company name: Freund Corporation Listing: Tokyo Stock Exchange

Securities code: 6312 URL: https://www.freund.co.jp

Representative: Iwao Fusejima, President & CEO

Contact: Hiroaki Sekiwa, Executive Officer, General Manager, Corporate Administration Division

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We (the "Company") hereby announce, as set forth below, that certain matters described in "Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares" and "(Correction) Notice Regarding Partial Amendments to Notice Regarding the Implementation of Management Buyout (MBO) and Recommendation to Tender Shares" released by the Company respectively on July 14, 2025 and on August 8, 2025 require amendments (such amendments, the "Corrections").

The Corrections are made to provide the Company's shareholders with additional opportunity for making decision and increase the likelihood of the completion of the Tender Offer, taking into account the status of tendering by the Company's shareholders into the Tender Offer, Yuu Corporation (the "Tender Offeror") has decided to extend the period of purchase, etc., for the Tender Offer until September 30, 2025, to be a total 52 business days. The Corrections also reflect the fact that the Tender Offeror has been continuing negotiations with Mr. Hiroyuki Maki toward the execution of a tendering agreement for the Company Shares held by him.

The underlines show the Corrections.

- 3. Details, Grounds, and Reasons for the Opinion Regarding the Tender Offer
- (2) Grounds and Reasons for the Opinion

The descriptions regarding the Tender Offeror set forth in "(2) Grounds and Reasons for the Opinion" below are based on explanations provided by the Tender Offeror.

(1) Overview of the Tender Offer

Pre-Amendment

preceding text omitted>

As of today, Non-Tendering Shareholders, K. K. Fusejima Yokosha ("Fusejima Yokosha") is an asset management company for the Company's founding family, with the primary purpose of the possession, management, and investment of real properties and securities, and mainly holding the Company Shares, and the Company's representative director, Mr. Iwao Fusejima, and his close relatives hold 100% of the total voting rights. He holds 1,648,000 Company Shares (ownership ratio:

9.73 %) and he is the largest shareholder of the Company. Mr. Yasutoyo Fusejima, as of today, holds 1,217,900 Company Shares (ownership ratio: 7.19 %).

<subsequent text omitted>

In implementing the Tender Offer, the Tender Offeror executed on July 14, 2025, a tendering agreement with JAVF, of which Kaname Capital, L.P. serves as the Investment Manager ("Tendering Agreement (JAVF)"), and reached an agreement that JAVF would tender the Company Shares it holds ("Agreed Tendering Shares") in the Tender Offer. Subsequently, on July 28, 2025, the Tender Offeror was informed by Kaname Capital, L.P. that Kaname Capital, L.P. had received a proposal from Mr. Hiroyuki Maki to acquire the Agreed Tendering Shares. On August 1, 2025, Kaname Capital, L.P. indicated its intention to cancel the Tendering Agreement (JAVF) according to the provisions thereof to sell the Agreed Tendring Shares to Mr. Hiroyuki Maki. After that, on August 4, 2025, the Tender Offeror confirmed in the report of the amendment submitted by Mr. Hiroyuki Maki the fact that JAVF had sold the Agreed Tendering Shares to Mr. Hiroyuki Maki. As of today, the number of shares of the Company Shares owned by Mr. Hiroyuki Maki is 5,164,100 shares (ownership ratio: 30.50%).

The Tender Offeror does not plan to raise the purchase price per Target Company Share in the Tender Offer ("Tender Offer Price") as of today, and on that condition, it <u>plans to proceed with</u> negotiations with Mr. Hiroyuki Maki to execute a tendering agreement for the Company Shares owned by him.

In addition, in implementing the Tender Offer, the Tender Offeror agreed in writing on July 14, 2025, with the Company's largest shareholder, Fusejima Yokosha (number of shares owned: 1,648,000 shares, ownership ratio: 9.73%), the Company's third largest shareholder, Mr. Yasutoyo Fusejima who is the founder of the Company and currently Senior Corporate Counsel, and also Mr. Iwao Fusejima's father (number of shares owned: 1,217,900 shares, ownership ratio: 7.19%), the Company's Representative DirectorMr. Iwao Fusejima (number of shares owned: 315,928 shares, ownership ratio: 1.87%), and the Company's sixth largest shareholder and Company's business alliance partner, Okawara Mfg. Co., Ltd. (number of shares owned: 673,600 shares, ownership ratio: 3.98%) (hereinafter, Fusejima Yokosha, Mr. Yasutoyo Fusejima, Mr. Iwao Fusejima, and Okawara Mfg. Co., Ltd. are collectively referred to as the "Non-Tendering Shareholders" or "the Fusejimas, etc.") that the Non-Tendering Shareholders will not tender any of the Company Shares they respectively hold (total number of shares owned: 3,855,428 shares, total ownership ratio: 22.77%; the "Non-Tendered Shares") in the Tender Offer, and that if the Tender Offer is completed, at the Extraordinary General Shareholders Meeting (defined in "(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)"; the same applies hereinafter), they will support resolutions relating to the Squeeze-out Procedures (defined below; the same applies hereinafter). Further, there is also an agreement in writing that, upon the Tender Offeror's decision, before the share consolidation of the Company Shares to be implemented as part of the Squeeze-out Procedures (the "Share Consolidation") comes into force, the Tender Offeror will execute with the respective Non-Tendering Shareholders a loan agreement for the Company Shares and conduct the Share Lending Transaction (defined below; the same applies hereinafter) (these agreements collectively referred to as the "Non-Tendering Agreements"). For further details of the Non-Tender Agreements, please refer to "4. Material Agreements Between the Tender Offeror and Shareholders of the Company Regarding Tendering in the Tender Offer" below.

With these agreements, if the Tender Offer is completed, the Company will have its shareholders as follows: (i) the Tender Offeror, which will hold at least 7,408,300 shares, or the minimum number of shares to be purchased below (ownership ratio: 43.76%), (ii) the Non-Tendering Shareholders (ownership ratio: 22.77%), and (iii) the Company's shareholders who did not tender their shares in the Tender Offer (excluding the Tender Offeror and the Non-Tendering Shareholders). Moreover, it is expected that, as a result of the Squeeze-out Procedures scheduled to be conducted after the Tender Offer's completion and of the subsequent unwinding of the Share Lending Transaction, only (i) the Tender Offeror and (ii) the Non-Tendering Shareholders will remain as the Company's shareholders.

The Tender Offeror has set the minimum number of shares to be purchased in the Tender Offer at 7,408,300 shares (ownership ratio: 43.76%), and, if the total number of Share Certificates tendered in the Tender Offer ("Tendered Share Certificates") does not reach the minimum number of shares to be purchased (7,408,300 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates Meanwhile, because the purpose of the Tender Offer is to delist the Company Shares, the Tender Offeror has not set the maximum number of shares to be purchased in the Tender Offer, and as long as the total number of the Tendered Share Certificates is at or above the minimum number of shares to be purchased (7,408,300 shares), all the Tendered Share Certificates will be purchased.

The minimum number of shares to be purchased (7,408,300 shares) is obtained by multiplying the number of voting rights (169,296) represented by the Number of Reference Shares (16,929,628) by two-thirds (resulting in 112,864, rounded up to the nearest whole number), subtracting from this product the total number of voting rights (227) represented by the number of the Restricted Shares held by the Company's directors (total of 22,803 shares; ownership ratio: 0.13%) (Note 4) and the total number of voting rights (38,554) represented by the Non-Tendered Shares held by the Non-Tendering Shareholders, and multiplying that result (74,083) by 100, which is the number of shares in one share unit of the Company. The minimum number of shares to be purchased also satisfies the requirements set forth in "Setting a minimum number of shares to be purchased that is greater than the number corresponding to the "Majority of Minority" from "(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest' below. The reason for setting such minimum number of shares to be purchased is as follows: the object of the Transactions is to delist the Company Shares, and given that implementation of the Share Consolidation procedures explained below in "(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)" will require a special resolution of a general shareholders meeting as specified in the Companies Act (Act No. 86 of 2005; as amended; "Companies Act"), Article 309, paragraph (2), the minimum number of shares to be purchased was set to make it certain that the Transactions can be implemented. Furthermore, the Tender Offeror and the Non-Tendering Shareholders have agreed that the Non-Tendering Shareholders will not tender their shares in the Tender Offer and that they will support the resolutions relating to the Squeeze-out Procedures at the Extraordinary General Shareholders Meeting if the Tender Offer is completed, therefore the Non-Tendered Shares are subtracted from the calculation of the number of voting rights above. Although at the time of the public announcement of the Tender Offer the minimum number of shares to be purchased was set at 7,499,301 shares in order to satisfy a "Majority of Minority" condition, due to the termination by JAVF of the Tendering Agreement (JAVF), the number of shares required to satisfy the "Majority of Minority" condition decreased to 6,537,101 shares (being a majority of the number of shares obtained by deducting the number of the Non-Tendered Shares (3,855,428 shares) from the Number of Reference Shares (16,929,628 shares)). As this number fell below the number of shares required for the Offeror and the Fushijimas, etc. to hold voting rights representing two-thirds or more of the total voting rights of the Company upon completion of the Tender Offer (7,408,300 shares), the minimum number of shares to be purchased has been changed to 7,408,300 shares so as to align with such number.

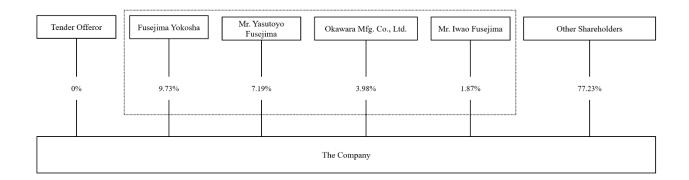
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The Company resolved at the meeting of its Board of Directors held today to express its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares in the Tender Offer.

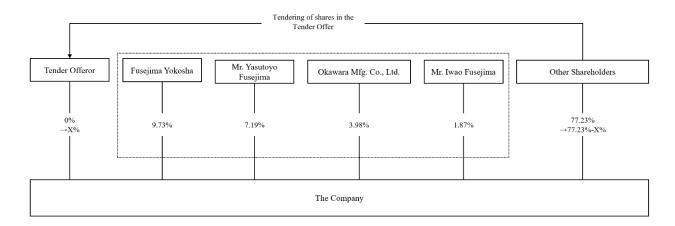
For further details regarding the resolution of the Board of Directors, please refer to ⑦ Opinion of All Disinterested Directors and Disinterested Statutory Auditors of the Company Stating No Objection" from "(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest".

The following is an illustrative overview of the Transactions.

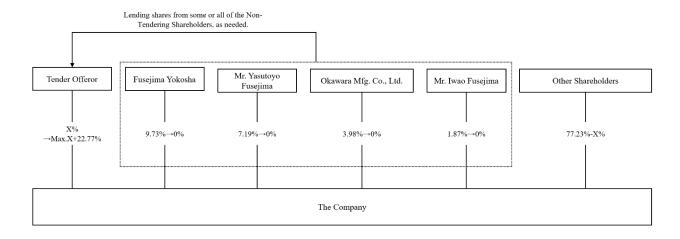
I. Current Situation



II. Settlement of the Tender Offer

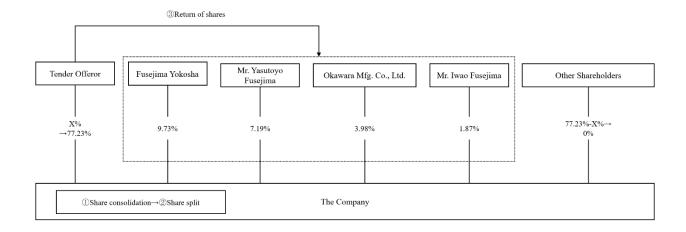


III. Execution of Share Lending Transaction before the Share Consolidation comes into effect, as needed (scheduled for late November to early <u>December</u> 2025)



IV. Implementation of the Squeeze-Out Procedures

If Share Lending Transactions were executed, it is expected that the shares will be returned after share split is conducted (scheduled for late <u>November</u> to early <u>December</u> 2025)



Post-Amendment

<preceding text omitted>

As of today, Non-Tendering Shareholders, K. K. Fusejima Yokosha ("Fusejima Yokosha") is an asset management company for the Company's founding family, with the primary purpose of the possession, management, and investment of real properties and securities, and mainly holding the Company Shares, and the Company's representative director, Mr. Iwao Fusejima, and his close relatives hold 100% of the total voting rights. He holds 1,648,000 Company Shares (ownership ratio: 9.73 %) and he is the second largest shareholder of the Company. Mr. Yasutoyo Fusejima, as of today, holds 1,217,900 Company Shares (ownership ratio: 7.19 %).

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In implementing the Tender Offer, the Tender Offeror executed on July 14, 2025, a tendering agreement with JAVF, of which Kaname Capital, L.P. serves as the Investment Manager ("Tendering Agreement (JAVF)"), and reached an agreement that JAVF would tender the Company Shares it holds ("Agreed Tendering Shares") in the Tender Offer. Subsequently, on July 29, 2025, the Tender Offeror was informed by Kaname Capital, L.P. that Kaname Capital, L.P. had received a proposal from Mr. Hiroyuki Maki to acquire the Agreed Tendering Shares. On August 1, 2025, Kaname Capital, L.P. indicated its intention to cancel the Tendering Agreement (JAVF) according to the provisions thereof to sell the Agreed Tendring Shares to Mr. Hiroyuki Maki. After that, on August 4, 2025, the Tender Offeror confirmed in the report of the amendment submitted by Mr. Hiroyuki Maki the fact that JAVF had sold the Agreed Tendering Shares to Mr. Hiroyuki Maki. As of today, the number of shares of the Company Shares owned by Mr. Hiroyuki Maki is 5,164,100 shares (ownership ratio: 30.50%).

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In addition, in implementing the Tender Offer, the Tender Offeror agreed in writing on July14, 2025, with the Company's second largest shareholder, Fusejima Yokosha (number of shares owned: 1,648,000 shares, ownership ratio: 9.73%), the Company's fourth largest shareholder, Mr. Yasutoyo Fusejima who is the founder of the Company and currently Senior Corporate Counsel, and also Mr. Iwao Fusejima's father (number of shares owned: 1,217,900 shares, ownership ratio: 7.19%), the Company's Representative DirectorMr. Iwao Fusejima (number of shares owned: 315,928 shares, ownership ratio: 1.87%), and the Company's seventh largest shareholder and Company's business alliance partner, Okawara Mfg. Co., Ltd. (number of shares owned: 673,600 shares, ownership ratio: 3.98%) (hereinafter, Fusejima Yokosha, Mr. Yasutoyo Fusejima, Mr. Iwao Fusejima, and Okawara Mfg. Co., Ltd. are collectively referred to as the "Non-Tendering Shareholders" or "the

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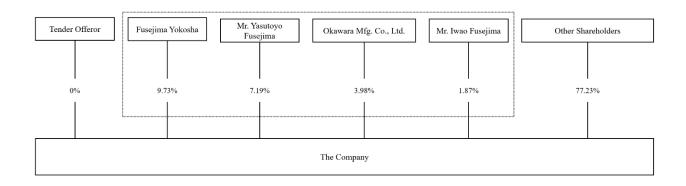
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The Company resolved at the meeting of its Board of Directors held today to express its opinion in support of the Tender Offer and to recommend that the Company's shareholders tender their shares in the Tender Offer.

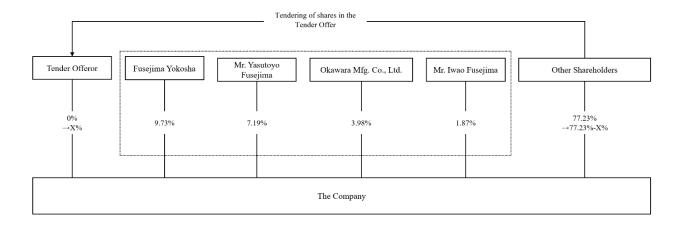
For further details regarding the resolution of the Board of Directors, please refer to ⑦ Opinion of All Disinterested Directors and Disinterested Statutory Auditors of the Company Stating No Objection" from "(6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest". Subsequently, on July 15, 2025, the Tender Offeror commenced the Tender Offer. However, after careful examination, taking into account the status of tendering by the Company's shareholders into the Tender Offer since the commencement of the Tender Offer and the future outlook of tendering, the Tender Offeror has decided on August 27, 2025, to extend the period of purchase, etc., for the Tender Offer until September 30, 2025 to be a total 52 business days to provide the Company's shareholders with additional opportunity for making decision and increase the likelihood of the completion of the Tender Offer. As of August 27, 2025, the Tender Offeror does not plan to raise the Tender Offer Price.

The following is an illustrative overview of the Transactions.

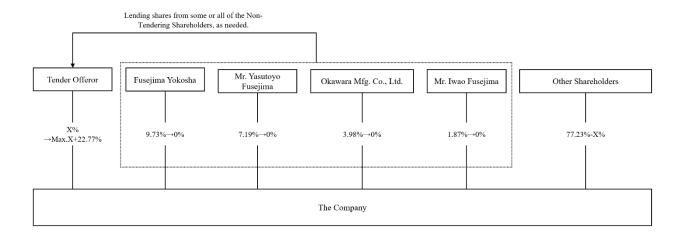
I. Current Situation



II. Settlement of the Tender Offer

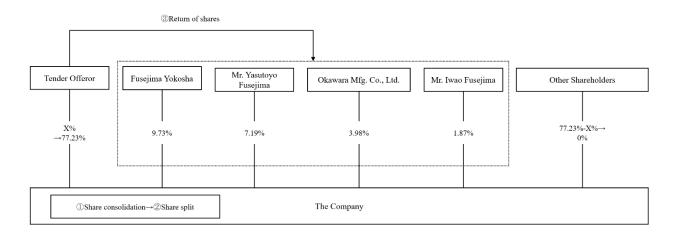


III. Execution of Share Lending Transaction before the Share Consolidation comes into effect, as needed (scheduled for late December 2025 to early January 2026)



IV. Implementation of the Squeeze-Out Procedures

If Share Lending Transactions were executed, it is expected that the shares will be returned after share split is conducted (scheduled for late <u>December 2025</u> to early <u>January 2026</u>)



(5) Post-Tender Offer reorganization policy (Matters relating to the "Two-Step" Acquisition)

Pre-Amendment

As explained in "(1) Overview of the Tender Offer" above, if the Tender Offeror cannot acquire all of the Company Shares (including the Restricted Shares but excluding treasury shares held by the Company and the Non-Tendered Shares) in the Tender Offer, after the completion of the Tender Offer, the Tender Offeror plans to carry out the Squeeze-out Procedures in order to acquire all of the Company Shares (including the Restricted Shares but excluding treasury shares held by the Company and the Non-Tendered Shares) using the following method.

Specifically, after the completion of the Tender Offer, the Tender Offeror plans to request the Company to convene an extraordinary general shareholders meeting that includes in its agenda items a resolution for the Share Consolidation in accordance with Article 180 of the Companies Act and an amendment to its articles of incorporation to eliminate the provisions for number of shares in a share unit, subject to the coming into effect of the Share Consolidation (the "Extraordinary General Shareholders Meeting"). The Tender Offeror and the Non-Tendering Shareholders plan to vote in favor of all of the agenda items at the Extraordinary General Shareholders Meeting. From the viewpoint of enhancing the Company's corporate value, believing that it is desirable to hold the Extraordinary General Shareholders Meeting at an earlier stage, the Tender Offeror plans to request the Company to make a public notice during the Tender Offer Period to set a record date for the Extraordinary General Shareholders Meeting after, but as close as possible to the commencement date of settlement of the Tender Offer. The Extraordinary General Shareholders Meeting is scheduled to be held around October 2025. The Company plans to respond to such request in good faith, should it be made by the Tender Offeror.

Post-Amendment

As explained in "(1) Overview of the Tender Offer" above, if the Tender Offeror cannot acquire all of the Company Shares (including the Restricted Shares but excluding treasury shares held by the Company and the Non-Tendered Shares) in the Tender Offer, after the completion of the Tender Offer, the Tender Offeror plans to carry out the Squeeze-out Procedures in order to acquire all of the Company Shares (including the Restricted Shares but excluding treasury shares held by the Company and the Non-Tendered Shares) using the following method.

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- (6) Measures to Ensure the Fairness of the Tender Offer, Including Measures to Ensure the Fairness of the Tender Offer Price and Measures to Avoid Conflicts of Interest
 - Securing an objective state where the fairness of the Tender Offer is ensured

Pre-Amendment

The minimum purchase period under laws and regulations is 20 Business Days, but the Tender Offeror has set the Tender Offer Period of 30 Business Days. This is a comparatively long period compared to the minimum period under laws and regulations; thus, such period ensures opportunities for all shareholders of the Company to appropriately determine whether or not to tender their shares in the Tender Offer, and for any competing offerors to make a competing purchase, or the like of the Company Shares. In this way, the Tender Offeror intends to ensure the fairness of the Tender Offer Price.

Additionally, the Tender Offeror and the Company have not entered into any agreement that restricts the Company's contact with any competing offeror, such as an agreement containing a deal protection clause that prohibits the Company from contacting a competing offeror. In this way, in addition to adjusting the Tender Offer Period as above, the Tender Offeror ensures an opportunity for competing purchase, or the like, thereby giving consideration to ensuring the fairness of the Tender Offer.

Post-Amendment

The minimum purchase period under laws and regulations is 20 Business Days, but the Tender Offeror has set the Tender Offer Period of <u>52</u> Business Days. This is a comparatively long period compared to the minimum period under laws and regulations; thus, such period ensures opportunities for all shareholders of the Company to appropriately determine whether or not to tender their shares in the Tender Offer, and for any competing offerors to make a competing purchase, or the like of the Company Shares. In this way, the Tender Offeror intends to ensure the fairness of the Tender Offer Price.

Additionally, the Tender Offeror and the Company have not entered into any agreement that restricts the Company's contact with any competing offeror, such as an agreement containing a deal protection clause that prohibits the Company from contacting a competing offeror. In this way, in addition to adjusting the Tender Offer Period as above, the Tender Offeror ensures an opportunity for competing purchase, or the like, thereby giving consideration to ensuring the fairness of the Tender Offer.