



November 8, 2024

To whom it may concern

Company Name: Samty Holdings Co., Ltd.
Representative: Yasuhiro Ogawa,
Representative Director and President
(Code 187A Prime Market of the Tokyo Stock
Exchange)
Contact: Izumi Jouzuka,
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Company Name: Song Bidco G.K.
Representative Member Song Holdings G.K.
Executive Manager Colm John O'Connell

(Amendment) Notice Concerning Amendment of "Announcement of Commencement of Tender Offer by Song Bidco G.K. for Shares of Samty Holdings Co., Ltd. (Securities Code: 187A)" Following Submission of Amendment to the Tender Offer Registration Statement by Song Bidco G.K.

In connection with the Tender Offer Registration Statement dated October 15, 2024 regarding its tender offer for the common stock of Samty Holdings Co., Ltd. (including the amendments made by the Amendment to the Tender Offer Registration Statement submitted on October 17, 2024), Song Bidco G.K. submitted an Amendment to the Tender Offer Registration Statement to the Chief of the Kanto Local Finance Bureau on November 8, 2024 in accordance with Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Act. The Company hereby announces that following this, the "Announcement of Commencement of Tender Offer by Song Bidco G.K. for Shares of Samty Holdings Co., Ltd. (Securities Code: 187A)" dated October 11, 2024 is amended as set out in the attachment.

END

This disclosure material is published pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act at the request of Song Bidco G.K. (the Offeror) to Samty Holdings Co., Ltd. (the Target of the tender offer).

(Attachment)

"(Amendment) Notice Concerning Amendment of 'Announcement of Commencement of Tender Offer by Song Bidco G.K. for Shares of Samty Holdings Co., Ltd. (Securities Code: 187A)' Following Submission of Amendment to the Tender Offer Registration Statement by Song Bidco G.K." dated November 8, 2024

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To whom it may concern

Company Name:	Song Bidco G.K.	
Representative	Representative Member Executive Manager	Song Holdings G.K. Colm John O'Connell

(Amendment) Notice Concerning Amendment of "Announcement of Commencement of Tender Offer by Song Bidco G.K. for Shares of Samty Holdings Co., Ltd. (Securities Code: 187A)" Following Submission of Amendment to the Tender Offer Registration Statement by Song Bidco G.K.

On October 11, 2024, Song Bidco G.K. (the "Offeror") decided to acquire the shares of Samty Holdings Co., Ltd. (Prime Market of Tokyo Stock Exchange Inc., Securities Code: 187A; the "Target") through tender offer (the "Tender Offer") pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the "Act"), and it has implemented the Tender Offer from October 15, 2024. As a result of discussions between the Offeror and the Target, the policies regarding the holding of an extraordinary general meeting of shareholders of the Target and the dispatch of directors from the Offeror after the Tender Offer were changed. Accordingly, matters that should be amended in the Tender Offer Registration Statement for the Tender Offer submitted on October 15, 2024 arose, and the Offeror submitted the Amendment to the Tender Offer Registration Statement to the Chief of the Kanto Local Finance Bureau in accordance with Article 27-8, Paragraph 2 of the Act today in order to make such amendments.

In conjunction with this, the Offeror hereby announces that the "Announcement of Commencement of Tender Offer by Song Bidco G.K. for Shares of Samty Holdings Co., Ltd. (Securities Code: 187A)" dated October 11, 2024 (the "Press Release Concerning Commencement of Tender Offer") will be amended as follows.

Please note that this amendment is not a change to the tender offer conditions, etc. defined in Article 27-3, Paragraph 2, Item 1 of the Act.

Amendment to the Press Release Concerning Commencement of Tender Offer

The Press Release Concerning Commencement of Tender Offer is amended as follows. The amended parts are underlined.

3. Policies on the organizational restructuring, etc. after the Tender Offer (matters concerning "two-step acquisition")
(Before amendment)

<omitted>

Specifically, promptly after the completion of the settlement of the Tender Offer, the Offeror plans to request the Target, to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") by late January 2025, at which the items for resolution shall include the implementation of consolidation of the shares of the Target's Stock (the "Share Consolidation") pursuant to Article 180 of the Companies Act, and on condition that the Share Consolidation takes effect, partial amendment of the articles of incorporation to abolish the provision concerning share units. The Offeror believes that it is desirable to hold the Extraordinary Shareholders' Meeting as early as possible from the perspective of enhancing the Target's corporate value, and plans to request that the Target make a public announcement of the record date for the Extraordinary Shareholders' Meeting so that the date closely following the commencement of settlement of the Tender Offer (as of today it is scheduled to be in early December 2024) will be the record date for the Extraordinary Shareholders' Meeting (the date of the Extraordinary Shareholders' Meeting is yet to be determined as of today, but the announcement of record date may be made during the Tender Offer Period). According to the "Announcement of Support for Song Bidco G.K.'s Tender Offer for Our Shares and Recommendation to Tender Our Shares" published by the Target on October 11, 2024, the Target plans to comply with such request if it receives such request from the Offeror. The Offeror and Non-Tendering Shareholders (Note 3) plan to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

<omitted>

(After Amendment)

<omitted>

Specifically, promptly after the completion of the settlement of the Tender Offer, the Offeror plans to request the Target, to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") by mid- January 2025, at which the items for resolution shall include the implementation of consolidation of the shares of the Target's Stock (the "Share Consolidation") pursuant to Article 180 of the Companies Act, and on condition that the Share Consolidation takes effect, partial amendment of the articles of incorporation to abolish the provision concerning share units and the appointment of two candidates nominated by the Offeror as directors. The Offeror believes that it is desirable to hold the Extraordinary Shareholders' Meeting as early as possible from the perspective of enhancing the Target's corporate value, and plans to request that the Target make a public announcement of the record date for the Extraordinary Shareholders' Meeting so that the date closely following the commencement of settlement of the Tender Offer (as of today it is scheduled to be in early December 2024) will be the record date for the Extraordinary Shareholders' Meeting (the date of the Extraordinary Shareholders' Meeting is yet to be determined as of today, but the announcement of record date may be made during the Tender Offer Period). According to the "Announcement of Support for Song Bidco G.K.'s Tender Offer for Our Shares and Recommendation to Tender Our Shares" published by the Target on October 11, 2024, the Target plans to comply with such request if it receives such request from the Offeror. The Offeror and Non-Tendering Shareholders (Note 3) plan to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

<omitted>

END

【Restrictions on Solicitation】

This press release is a press release to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting sales. When applying for the offer to sell, please make sure to read the Tender Offer Explanatory Statement regarding the Tender Offer and apply for the offer at your own discretion. This press release does not constitute or form part of any offer or invitation to sell or solicitation of any offer to buy any securities, nor shall this press release (or any part thereof) or the fact of its distribution form the basis of any agreement relating to the Tender Offer, nor may it be relied upon in entering into any such agreement.

【U.S. Regulations】

The Tender Offer is for the acquisition of the Target's Stock. The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed by the Financial Instruments and Exchange Act of Japan, which may differ from the procedures and information disclosure standards in the United States. In particular, the provisions of Article 13 (e) or Article 14 (d) of the U.S. Securities Exchange Act of 1934 (as amended; hereinafter the same) 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. The financial information included in this press release is based on accounting principles in Japan, which may differ materially from generally accepted accounting principles in the U.S. or in other countries. In addition, since the Offeror is a corporation incorporated outside the U.S. and all or some of its officers are not U.S. residents, it may be difficult to exercise rights or demands arising under U.S. securities related laws based on U.S. securities related laws. It may not be able to bring legal proceedings against a non-U.S. entity or its officers in a court outside of the U.S. for violation of U.S. securities related laws. Furthermore, non-U.S. entities and their subsidiaries and affiliates may not be subject to U.S. jurisdiction.

The Offeror and the Target's respective financial advisors and tender offer agents (including their affiliates) may, to the extent undertaken in the ordinary course of their businesses and to the extent permitted by the Japanese laws and regulations pertaining to financial instruments and exchange, and in accordance with the requirements of Article 14e-5(b) of the regulations under the Securities Exchange Act (Securities Exchange Act of 1934) purchase the Target's Stock for their own account or for the account of customers before the commencement of the Tender Offer or during the 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, the said information will also be disclosed on the English website of the purchaser (or by other means of disclosure).

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.

This press release includes "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 Securities Exchange Act (Securities Exchange Act of 1934). The results may significantly differ from those 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 results explicitly or implicitly indicated as "forward-looking statements" will be realized. The "forward-looking statements" in this press release were prepared based on the information held by the Offeror as of the date of this press release, and unless required by laws and regulations or financial instruments exchange rules, the Offeror and its affiliates are not obliged to change and/or modify such statements in order to reflect any event or condition in the future.

If a shareholder exercises the right to demand purchase of shares amounting to less than one unit pursuant to the Companies Act, the Target may purchase its shares during the tender offer period in accordance with statutory procedures.

【Other Countries】

Certain countries or regions may impose legal restrictions on the announcement, publication, or distribution of this press release. In such cases, please be aware of and comply with those restrictions. This shall not constitute a solicitation of an offer to purchase or an offer to sell shares in connection with the Tender Offer, and shall be deemed to be merely the distribution of materials as information.