November 8, 2024

To Whom It May Concern

Company name Samty Holdings Co., Ltd.
(Code No. 187A; listed on the Prime Market of the Tokyo Stock Exchange)
Representative Yasuhiro Ogawa
Contact Head of IR Office, Corporate Planning Department
Izumi Jozuka
Call 03-5224-3139

(Amendment) Announcement Concerning Partial Amendments to "Announcement of Support for Song Bidco G.K.'s Tender Offer for the Company's Stock and Recommendation to Tender the Company's Stock"

Samty Holdings Co., Ltd. (the "Company") hereby announces that the "Announcement of Support for Song Bidco G.K.'s Tender Offer for the Company's Stock and Recommendation to Tender the Company's Stock" announced on October 11, 2024 should be partially amended as follows. The underlined portions indicate the amendments.

III. Details of, and Grounds and Reasons for, the Opinion Regarding the Tender Offer

B. Grounds and Reasons for the Opinion

2. Background, Objectives, and Decision-Making Process behind the Implementation of the Tender Offer; Post-Tender Offer Managerial Policy

b. Post-Tender Offer Managerial Policy

(Before Amendment)

With regard to management policies after the Tender Offer is completed, the Hillhouse and Daiwa Securities Group are considering implementing measures as described in "a. Background, Objectives, and Decision-Making Process behind the Implementation of the Tender Offer" above respecting the autonomy to thoughtfully reform the Company's business model and revenue structure to enhance the Company's corporate value.

HK HoldCo will enter into the Capital and Business Alliance Agreement with the Company on October 11, 2024, and the Offeror plans to enter into the Shareholders' Agreement with Daiwa Securities Group after the consummation of the Share Consolidation. Under the Capital and Business Alliance Agreement and the Shareholders' Agreement, Hillhouse, the Company and Daiwa Securities Group have agreed that, with respect to the composition of the Company's board of directors after the completion of the Transaction, the total number of directors shall be a up to 11, the chief executive officer shall be a director and have the right to appoint up to 2 other management as directors, the Offeror shall have the right to appoint up to 6 directors, and the Daiwa Securities Group shall have the right to appoint up to 2 directors. Hillhouse also intends to (a) use its best endeavors to the extent commercially reasonable to retain the Company's employees for certain period of time after the Squeeze Out with the employment terms and conditions not substantially lower in aggregate than those as of October 11, 2024 and (b) provide the Company's executives and employees with incentive plans equivalent to or better than the existing incentive plans. For an overview of the Capital and Business Alliance Agreement and the Shareholders' Agreement, please refer to "1. CBA Agreement" and "6. Shareholders' Agreement (to be concluded)" in "IV. Matters Relating to Important Agreements Concerning the Tender Offer between the Offeror and Shareholders of the Company" below, respectively.

(After Amendment)

With regard to management policies after the Tender Offer is completed, the Hillhouse and Daiwa Securities Group are considering implementing measures as described in "a. Background, Objectives, and Decision-Making Process behind the Implementation of the Tender Offer" above respecting the autonomy to thoughtfully reform the Company's business model and revenue structure to enhance the Company's corporate value.

HK HoldCo will enter into the Capital and Business Alliance Agreement with the Company on October 11, 2024, and the Offeror plans to enter into the Shareholders' Agreement with Daiwa Securities Group after the consummation of the Share Consolidation. Under the Capital and Business Alliance Agreement and the Shareholders' Agreement, Hillhouse, the Company and Daiwa Securities Group have agreed that, with respect to the composition of the Company's board of directors after the completion of the Transaction, the total number of directors shall be a up to 11, the chief executive officer shall be a director and have the right to appoint up to 2 other management as directors, the Offeror shall have the right to appoint up to 6 directors, and the Daiwa Securities Group shall have the right to appoint up to 2 directors. Hillhouse also intends to (a) use its best endeavors to the extent commercially reasonable to retain the Company's employees for certain period of time after the Squeeze Out with the employment terms and conditions not substantially lower in aggregate than those as of October 11, 2024 and (b) provide the Company's executives and employees with incentive plans equivalent to or better than the existing incentive plans. For an overview of the Capital and Business Alliance Agreement and the Shareholders' Agreement, please refer to "1. CBA Agreement" and "6. Shareholders' Agreement (to be concluded)" in "IV. Matters Relating to Important Agreements Concerning the Tender Offer between the Offeror and Shareholders of the Company" below, respectively.

If the Tender Offer is successful, the Offeror plans to request that the Company submit a proposal to resolve appointment of two candidates nominated by the Offeror as directors at the Extraordinary Shareholders' Meeting (as defined in “E. Policy of Reorganization After the Tender Offer (Matters Concerning the Two-Step Acquisition)” below).

III. Details of, and Grounds and Reasons for, the Opinion Regarding the Tender Offer

E. Policy of Reorganization After the Tender Offer (Matters Concerning the Two-Step Acquisition)

(Before Amendment)

<omitted>

Specifically, promptly after the completion of the settlement of the Tender Offer, the Offeror plans to request the Company, to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") by around late January 2025, at which the items for resolution shall include the implementation of consolidation of the shares of the Company'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 Company's corporate value, and plans to request that the Company 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 Company's Press Release, the Company plans to comply with such request if it receives such request from the Offeror. The Offeror and Non-Tendering Shareholders (Note) 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 Company, to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") by around mid-January 2025, at which the items for resolution shall include the implementation of consolidation of the shares of the Company'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 Company's corporate value, and plans to request that the Company 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 Company's Press Release, the Company plans to comply with such request if it receives such request from the Offeror. The Offeror and Non-Tendering Shareholders (Note) plan to vote in favor of each of the above proposals at the Extraordinary Shareholders' Meeting.

End