

September 30, 2020

News Release

Company Name: Kirindo Holdings Co., Ltd.  
Representative: Toyohiko Teranishi, Representative Director,  
Chief Executive Officer, President  
(Securities Code 3194, the First Section of the  
Tokyo Stock Exchange)  
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**Partial Correction of “Notice Regarding Implementation of Management Buyout and  
Recommendation to Tender Shares” [Correction]**

We hereby make an announcement that partial corrections are required in the “Notice Regarding Implementation of Management Buyout and Recommendation to Tender Shares” released on September 10, 2020 (including the corrections provided in the “Partial Correction of ‘Notice Regarding Implementation of Management Buyout and Recommendation to Tender Shares’ [Correction]” released on September 11, 2020) as follows:

The underlines show the corrections.

Amendments

3. Substance of and Grounds and Reasons for Opinion Relating to Tender Offer

(5) Matters concerning so-called two-step acquisition

Pre-Amendment

*<preceding text omitted>*

In the case where the Extraordinary Shareholders’ Meeting approves the Share Consolidation proposal, on the day that the Share Consolidation takes effect, Company shareholders will hold a number of Shares according to the Share Consolidation ratio approved at the Extraordinary Shareholders’ Meeting. If fractional amounts of less than one share occur as a result of the Share Consolidation, monies received from the sale of Shares equivalent to the total number of such fractional shares (in cases where the total number is a fraction less than one share, such fraction shall be discarded) to the Company or the Offeror shall be paid to Company shareholders in accordance with the procedure specified in Article 235 of the Companies Act and other relevant laws and regulations. The sale price of the Shares equivalent to the total number of fractional shares will be calculated such that the amount of money paid as a result of such sale to Company shareholders (excluding the Company) that did not tender their Shares in the Tender Offer is equal to the Tender Offer Price *times* the number of Shares held by the relevant Company shareholders and a petition

for approval of the sale will be filed with a court. Furthermore, the ratio of the Share Consolidation is undetermined at this time, but is planned to be set such that Company shareholders (excluding the Company) that did not tender their Shares in the Tender Offer hold less than one Share so that the Offeror can hold all the Shares (excluding treasury shares held by the Company and Non-accepted Shares for Tendering). As described in “4. Matters Relating to Material Agreements Concerning Tendering of Shares in the Tender Offer between the Offeror and Company Shareholders and Directors” below, in order to avoid, as much as practicable, the existence of another Company shareholder who holds the Shares in a number that is equal to or greater than the least number of Shares held by either of the Offeror, Mr. Tadayuki Teranishi, and the Non-accepting Shareholders and to proceed with the Squeeze-out Process in a more reliable manner, there is a possibility that either or both of Mr. Tadayuki Teranishi and Kouyu will lend to Mr. Toyohiko Teranishi the Shares held by him/it (but the conditions of such lending, including lending fees, have not been determined yet). The Company will promptly announce concrete procedures for the Share Consolidation once they are determined.

*<subsequent text omitted>*

#### Post-Amendment

*<preceding text omitted>*

In the case where the Extraordinary Shareholders’ Meeting approves the Share Consolidation proposal, on the day that the Share Consolidation takes effect, Company shareholders will hold a number of Shares according to the Share Consolidation ratio approved at the Extraordinary Shareholders’ Meeting. If fractional amounts of less than one share occur as a result of the Share Consolidation, monies received from the sale of Shares equivalent to the total number of such fractional shares (in cases where the total number is a fraction less than one share, such fraction shall be discarded) to the Company or the Offeror shall be paid to Company shareholders in accordance with the procedure specified in Article 235 of the Companies Act and other relevant laws and regulations. The sale price of the Shares equivalent to the total number of fractional shares will be calculated such that the amount of money paid as a result of such sale to Company shareholders (excluding the Company) that did not tender their Shares in the Tender Offer is equal to the Tender Offer Price *times* the number of Shares held by the relevant Company shareholders and a petition for approval of the sale will be filed with a court. Furthermore, the ratio of the Share Consolidation is undetermined at this time, but is planned to be set such that Company shareholders (excluding the Company) that did not tender their Shares in the Tender Offer hold less than one Share so that the Offeror can hold all the Shares (excluding treasury shares held by the Company and Non-accepted Shares for Tendering). As described in “4. Matters Relating to Material Agreements Concerning Tendering of Shares in the Tender Offer between the Offeror and Company Shareholders and Directors” below, in order to avoid, as much as practicable, the existence of another Company shareholder who holds the Shares in a number that is equal to or greater than the least number of Shares held by either of the Offeror, Mr. Tadayuki

Teranishi, and the Non-accepting Shareholders and to proceed with the Squeeze-out Process in a more reliable manner, there is a possibility that either or both of Mr. Tadayuki Teranishi and Kouyu will lend to Mr. Toyohiko Teranishi the Shares held by him/it. (Though the conditions of such lending, including lending fees, have not been determined yet, even if the lending involves payment of a certain amount of fee, the Share Lending (to be defined in “(ii) Agreement relating to the Share Lending” of “(2) Non-tender Agreement (Mr. Toyohiko Teranishi)” under “4. Matters Relating to Material Agreements Concerning Tendering of Shares in Tender Offer between the Offeror and Company Shareholders and Directors” below) is expected to be carried out with a person who has been continuously falling under the “Persons in Special Relationship on the Formal Criteria” defined in Article 27-2 (7) (i) of the Financial Instruments and Exchange Law for one year or more before the day of execution of each Share Lending agreement setting forth the conditions thereof, including lending fees; therefore, it will fall under the Exempted Purchase, etc. which is to be excluded from the application as described in the proviso of Article 27-2 (1)). The Company will promptly announce concrete procedures for the Share Consolidation once they are determined.

*<subsequent text omitted>*

4. Matters Relating to Material Agreements Concerning Tendering of Shares in Tender Offer between the Offeror and Company Shareholders and Directors

(2) Non-tender Agreement (Mr. Toyohiko Teranishi)

(ii) Agreement relating to the Share Lending

Pre-Amendment

In order to avoid, as much as practicable, the existence of another Company shareholder who holds the Shares in a number that is equal to or greater than the least number of Shares held by either of the Offeror, Mr. Toyohiko Teranishi and Mr. Tadayuki Teranishi as of the effective date of the Share Consolidation, and to enable Mr. Toyohiko Teranishi and Mr. Tadayuki Teranishi, those who are expected to hold the Shares, directly or indirectly, after the Squeeze-out Process, to hold the Shares continuously even after the Squeeze-out Process, Mr. Toyohiko Teranishi has agreed that, after the delisting of the Shares and following the instructions of the Offeror, he will enter into loan agreements with Mr. Tadayuki Teranishi and Kouyu relating to their Shares whereby Mr. Toyohiko Teranishi will borrow all the Shares held by Mr. Tadayuki Teranishi and Kouyu (but the conditions of such lending, including lending fees, have not been determined yet. “Share Lending”) effective as of the time prior to the effective time of the Share Consolidation described in “(5) Matters concerning so-called two-step acquisition” under “3. Substance of and Grounds and Reasons for Opinion Relating to Tender Offer” above. However, in the case where it is anticipated that there exists a shareholder who holds the Shares in a number that is equal to or greater than the total number of the Shares held by Mr. Toyohiko Teranishi, Mr. Tadayuki Teranishi, and Kouyu (excluding the Offeror) on the effective date of the Share Consolidation, Mr. Toyohiko Teranishi will not execute either of the Share

Lending agreements and the Share Lending will not be implemented.

*<subsequent text omitted>*

#### Post-Amendment

In order to avoid, as much as practicable, the existence of another Company shareholder who holds the Shares in a number that is equal to or greater than the least number of Shares held by either of the Offeror, Mr. Toyohiko Teranishi and Mr. Tadayuki Teranishi as of the effective date of the Share Consolidation, and to enable Mr. Toyohiko Teranishi and Mr. Tadayuki Teranishi, those who are expected to hold the Shares, directly or indirectly, after the Squeeze-out Process, to hold the Shares continuously even after the Squeeze-out Process, Mr. Toyohiko Teranishi has agreed that, after the delisting of the Shares and following the instructions of the Offeror, he will enter into loan agreements with Mr. Tadayuki Teranishi and Kouyu relating to their Shares whereby Mr. Toyohiko Teranishi will borrow all the Shares held by Mr. Tadayuki Teranishi and Kouyu (“Share Lending”) effective as of the time prior to the effective time of the Share Consolidation described in “(5) Matters concerning so-called two-step acquisition” under “3. Substance of and Grounds and Reasons for Opinion Relating to Tender Offer” above. (Though the conditions of the Share Lending, including lending fees, have not been determined yet, even if the Share Lending involves payment of a certain amount of fee, it is expected to be carried out with a person who has been continuously falling under the “Persons in Special Relationship on the Formal Criteria” defined in Article 27-2 (7) (i) of the Financial Instruments and Exchange Law for one year or more before the day of execution of each Share Lending agreement setting forth the conditions thereof, including lending fees; therefore, it will fall under the Exempted Purchase, etc. which is to be excluded from the application as described in the proviso of Article 27-2 (1)). However, in the case where it is anticipated that there exists a shareholder who holds the Shares in a number that is equal to or greater than the total number of the Shares held by Mr. Toyohiko Teranishi, Mr. Tadayuki Teranishi, and Kouyu (excluding the Offeror) on the effective date of the Share Consolidation, Mr. Toyohiko Teranishi will not execute either of the Share Lending agreements and the Share Lending will not be implemented.

*<subsequent text omitted>*