



[Translation]

September 30, 2024

To Whom It May Concern:

Company Name: TRANCOM CO., LTD
Name of Representative: Yasuhiro Jinno
President
(Prime Market of TSE and Premier Market of NSE,
Securities code: 9058)
Contact: Ayumi Usuki
Executive Officer in charge of
Public Relations and Investor
Relations
Phone: 052-939-2011

Company Name: K.K. BCJ-86
Representative: Yuji Sugimoto
Representative Director

(Amendment) Notice Regarding Amendment to the Public Notice Regarding Commencement of Tender Offer in Connection with Filing of Amendment Registration Statement to Tender Offer Registration Statement by K.K. BCJ-86

On September 30, 2024, K.K. BCJ-86 filed with the Director-General of the Kanto Local Finance Bureau an Amendment Registration Statement to Tender Offer Registration Statement pursuant to Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Act with respect to the Tender Offer Registration Statement dated September 18, 2024, in relation to a tender offer for the common stock and the stock acquisition rights of TRANCOM CO., LTD.

In connection with this, the Company hereby announces that the “Public Notice Regarding Commencement of the Tender Offer” dated September 18, 2024 will be amended as attached.

END

This material is published pursuant to Article 30, Paragraph 1, Item 4 of the Enforcement Order of the Financial Instruments and Exchange Act at the request of K.K. BCJ-86 (offeror) to TRANCOM CO., LTD (target).

(Attachment)

“(Amendment) Notice Regarding Amendment to the Public Notice Regarding Commencement of Tender Offer in Connection with Filing of Amendment Registration Statement to Tender Offer Registration Statement” dated September 30, 2024

September 30, 2024

To whom it may concern:

Company Name: K.K. BCJ-86
Representative: Yuji Sugimoto
Representative Director

(Amendment) Notice Regarding Amendment to the Public Notice Regarding Commencement of Tender Offer in Connection with Filing of Amendment Registration Statement to Tender Offer Registration Statement

On September 18, 2024, K.K. BCJ-86 (the “Offeror”) commenced a tender offer (the “Tender Offer”) as part of a series of transactions to take the common stock (the “Target’s Stock”) of TRANCOM CO., LTD (a company listed on the Prime Market of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.; the “Target”) private, pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”), by acquiring all of the Target’s Stock, the first series stock acquisition rights issued pursuant to the resolution of the Board of Directors of the Target held on May 26, 2014 and the second series stock acquisition rights issued pursuant to the resolution of the Board of Directors of the Target held on April 27, 2015 (the “Stock Acquisition Rights”) (including the shares of the Target’s Stock to be delivered upon exercise of the Stock Acquisition Rights, and excluding the Target’s Stock owned by AICOH CO., LTD., which is the Target’s largest shareholder, and treasury shares owned by the Target).

Since the waiting period prescribed in the main text of Article 27, Paragraph 2 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; the “Foreign Exchange Act”) has been shortened as of September 26, 2024 pursuant to the proviso of Article 27, Paragraph 2 of the Foreign Exchange Act, and the acquisition of the Target’s Stock by the Offeror became possible as of September 27, 2024, matters that should be amended in the Tender Offer Registration Statement for the Tender Offer and the “Public Notice regarding Commencement of the Tender Offer” dated September 18, 2024, which is an attachment thereto (the “Public Notice regarding Commencement of the Tender Offer”), arose. Accordingly, in order to amend these matters, the Offeror submitted the Amendment Registration Statement to Tender Offer Registration Statement dated September 30, 2024 to the Director-General of the Kanto Local Finance Bureau in accordance with Article 27-8, Paragraph 2 of the Act.

In connection with this, the Offeror hereby announces that the details of the Public Notice regarding Commencement of the Tender Offer will be amended as follows.

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

Details of amendment to the Public Notice regarding Commencement of the Tender Offer

The Offeror hereby announces that the details of the Public Notice regarding Commencement of the Tender Offer will be amended as follows. In addition, the amended portions are underlined.

II. **【Terms and Conditions of Tender Offer】**

11. **【Other Conditions and Methods of Tender Offer】**

(2) **【Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal】**

<Before Amendment>

Upon the occurrence of any event listed in Article 14, Paragraph 1, Item 1 *i* through *nu* and *wa* through *ne*, Item 3 *i* through *chi* and *nu*, as well as in Article 14, Paragraph 2, Items 3 through 6 of the Enforcement Order, the Offeror may withdraw the Tender Offer. With respect to the Tender Offer, an event equivalent to the respective events specified in *i* through *tsu* set forth in Article 14, Paragraph 1, Item 1 *ne* of the Enforcement Order refers to an event where the body which is responsible for making decisions on the execution of the operation of the Target has made a decision to pay a dividend of surplus (excluding those for which the amount of money and other assets to be delivered to shareholders is expected to be less than the amount equivalent to 10% of the book value of the net assets stated in the Securities Report (JPY 4,100 million (Note)) with the record date being prior to the commencement date of settlement for the Tender Offer (including an event where such body has decided to set the record date for the dividend of surplus prior to the commencement date of settlement for the Tender Offer without indicating the specific amount of the dividend of surplus) or has decided to submit a proposal for the above dividend to the Target's shareholders' meeting. Also, an event equivalent to the respective events specified in *i* through *ri* set forth in Article 14, Paragraph 1, Item 3 *nu* of the Enforcement Order refers to (i) an event that any statutory disclosure documents that the Target has previously filed turns out to contain false information in respect of any material matters or lacks information required to be provided in relation to material matters and the Offeror did not know of the existence of such false information, and to (ii) an event where any fact specified in *i* through *to* of the same Item occurs to an important subsidiary of the Target.

As described in “(2) Relevant laws and regulations” in “6. Approvals with respect to Acquisition of Shares, etc.” above, withdrawal, etc. of the Tender Offer may be made on the grounds that the “permission, etc.” in Article 14, Paragraph 1, Item 4 of the Enforcement Order has not been obtained, if, with respect to the Advance Notification of the Offeror to the Fair Trade Commission under Article 10, Paragraph 2 of the Anti-Monopoly Act, the Period of Action or the Non-Acquisition Period has not expired by the day prior to the expiration of the Tender Offer Period (including the case where the period has been extended), the Advance Notification of the Cease and Desist Order has been made or

a petition for an emergency suspension order is issued to the Offerors by the court as a person who is suspected of violating the provisions of Article 10 Paragraph 1 of the Anti-Monopoly Act. In addition, as stated in “(2) Relevant laws and regulations” in “6. Approvals with respect to Acquisition of Shares” above, if the Minister of Finance and the minister having jurisdiction over the business recognize that, in relation to the notification under Article 27, Paragraph 1 of the Foreign Exchange Act, it is necessary to examine whether or not the Tender Offer falls under the category of inward direct investment, etc. concerning national security, etc. or that it falls under the category of inward direct investment, etc. concerning national security, etc., and the waiting period for which the Offeror can acquire the Target’s Stocks is extended, or recommendation of change or suspension is made to the contents of the inward direct investment, etc. by the day prior to the expiration of the Tender Offer Period (including the case where the period has been extended), the Tender Offer may be withdrawn on the ground that the “permission, etc.” in Article 14, Paragraph 1, Item 4 of the Enforcement Order has not been obtained.

<The rest omitted>

<After Amendment>

Upon the occurrence of any event listed in Article 14, Paragraph 1, Item 1 *i* through *nu* and *wa* through *ne*, Item 3 *i* through *chi* and *nu*, as well as in Article 14, Paragraph 2, Items 3 through 6 of the Enforcement Order, the Offeror may withdraw the Tender Offer. With respect to the Tender Offer, an event equivalent to the respective events specified in *i* through *tsu* set forth in Article 14, Paragraph 1, Item 1 *ne* of the Enforcement Order refers to an event where the body which is responsible for making decisions on the execution of the operation of the Target has made a decision to pay a dividend of surplus (excluding those for which the amount of money and other assets to be delivered to shareholders is expected to be less than the amount equivalent to 10% of the book value of the net assets stated in the Securities Report (JPY 4,100 million (Note)) with the record date being prior to the commencement date of settlement for the Tender Offer (including an event where such body has decided to set the record date for the dividend of surplus prior to the commencement date of settlement for the Tender Offer without indicating the specific amount of the dividend of surplus) or has decided to submit a proposal for the above dividend to the Target’s shareholders’ meeting. Also, an event equivalent to the respective events specified in *i* through *ri* set forth in Article 14, Paragraph 1, Item 3 *nu* of the Enforcement Order refers to (i) an event that any statutory disclosure documents that the Target has previously filed turns out to contain false information in respect of any material matters or lacks information required to be provided in relation to material matters and the Offeror did not know of the existence of such false information, and to (ii) an event where any fact specified in *i* through *to* of the same Item occurs to an important subsidiary of the Target.

As described in “(2) Relevant laws and regulations” in “6. Approvals with respect to Acquisition of

Shares, etc.” above, withdrawal, etc. of the Tender Offer may be made on the grounds that the “permission, etc.” in Article 14, Paragraph 1, Item 4 of the Enforcement Order has not been obtained, if, with respect to the Advance Notification of the Offeror to the Fair Trade Commission under Article 10, Paragraph 2 of the Anti-Monopoly Act, the Period of Action or the Non-Acquisition Period has not expired by the day prior to the expiration of the Tender Offer Period (including the case where the period has been extended), the Advance Notification of the Cease and Desist Order has been made or a petition for an emergency suspension order is issued to the Offerors by the court as a person who is suspected of violating the provisions of Article 10 Paragraph 1 of the Anti-Monopoly Act.

<The rest omitted>

END

【Disclaimer】

Restrictions on Solicitation

This press release is to announce to the public the Tender Offer and has not been prepared for the purpose of soliciting an offer to sell shares or share options. If shareholders wish to make an offer to sell their shares or share options, they should first be sure to carefully read the Tender Offer Explanatory Statement for the Tender Offer and make their own independent decision. This press release does not constitute, nor form part of, any offer to sell, solicitation of a sale of, or any solicitation of any offer to buy, any securities. In addition, neither this press release (or any part of it) nor the fact of its distribution shall form the basis of any agreement pertaining to the Tender Offer or be relied upon in the event of the execution of any such agreement.

U.S. Regulations

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards provided under the Financial Instruments and Exchange Act of Japan, and those procedures and standards are not always the same as those applicable in the United States. In particular, neither Section 13(e) nor Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended, the "U.S. Securities Exchange Act of 1934") or the rules under these sections apply to the Tender Offer; therefore, the Tender Offer is not conducted in accordance with those procedures or standards. All of the financial information included or referred to in this press release and reference materials of this press release do not conform to the U.S. accounting standards and may not be equivalent or comparable to the financial statements prepared pursuant to the U.S. accounting standards. In addition, because the Tender Offeror is a corporation incorporated outside the United States and some or all of its officers are non-U.S. residents, it may be difficult to exercise rights or demands against them which arise pursuant to U.S. securities laws. It also may be impossible to bring an action against a corporation that is based outside of the United States or its officers in a court outside of the United States on the grounds of a violation of U.S. securities laws. Furthermore, there is no guarantee that a corporation that is based outside of the United States or its subsidiaries or affiliates may be compelled to submit themselves to the jurisdiction of a U.S. court.

All procedures regarding the Tender Offer will be conducted in Japanese. All or part of the documents regarding the Tender Offer will be prepared in English; however, if there is any discrepancy between the documents in English and those in Japanese, the documents in Japanese shall prevail.

Before the commencement of the Tender Offer or during the purchase period of an investment fund that receives investment advice from Bain Capital Private Equity, LP and its group ("Bain Capital"), Bain Capital, and the Tender Offeror and its affiliates (including the Target), and the affiliates of the financial advisors and tender offer agents of each of the foregoing might purchase, etc. by means

the Target on their own account or the account of their client to the extent permitted by Japanese legislation related to financial instruments transactions in the scope of their ordinary business and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934. If information regarding such a purchase, etc. is disclosed in Japan, the person that conducted that purchase, etc. will disclose such information in English on the website of such person.

Forward-looking Statements

This press release includes forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 (as amended, the "U.S. Securities Exchange Act of 1933") and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may be significantly different from the predictions expressly or implicitly indicated in the forward-looking statements, due to known or unknown risks, uncertainties, or other factors. The Tender Offeror or its affiliates cannot promise that the predictions expressly or implicitly indicated as the forward-looking statements will turn out to be correct. The forward-looking statements included in this press release were prepared based on the information held by the Tender Offeror as of the date of this press release, and unless obligated by laws or regulations or the rules of a financial instruments exchange, the Tender Offeror and the Target (including its affiliates) shall not be obligated to update or revise the statements to reflect future incidents or situations.

Other Countries

Some countries or regions may impose legal restrictions on the announcement, issue, or distribution of this press release. In such cases, please take note of such restrictions and comply therewith. The announcement, issue, or distribution of this press release shall not constitute a solicitation of an offer to sell or an offer to buy share certificates, etc. relating to the Tender Offer and shall be deemed a distribution of materials for informative purposes only.