

November 1, 2024

To Whom It May Concern

Company Name: TRANCOM Co., Ltd.
Stock Code: 9058 (TSE Prime / NSE Premier)
Representative: Yasuhiro Jinnō, Representative
Director, President & Executive Officer
Direct Inquiries to: Ayumi Usuki, Executive Officer
in Charge of Public Relations and IR
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**NOTICE REGARDING RESULTS OF TENDER OFFER FOR COMPANY'S
SHARE CERTIFICATES, ETC. BY K.K. BCJ-86 AND CHANGES TO OTHER
AFFILIATED COMPANY AND TO MAJOR SHAREHOLDERS AND
PRINCIPAL SHAREHOLDER WHO IS MAJOR SHAREHOLDER**

We have received a report from K.K. BCJ-86 (hereinafter, the "Tender Offeror") on the results of the tender offer (hereinafter the "Tender Offer") for the Company's common stock shares (hereinafter, the "Company Shares") and Stock Acquisition Rights (Note 1) (hereinafter, the Company Shares and Stock Acquisition Rights are collectively referred to as the "Company's Share Certificates, etc."), initiated by the Tender Offeror on September 18, 2024 and ending on October 31, 2024, and hereby provide notice as follows.

In addition, we also provide notice regarding changes as follows to the Company's other affiliated company and to the major shareholders and principal shareholder who is the major shareholder which are expected to occur as the result of the Tender Offer on November 8, 2024 (the commencement date for the settlement of the Tender Offer).

(Note 1) The "Stock Acquisition Rights" collectively refer to the following stock acquisition rights:

- (1) 1st series of stock acquisition rights issued pursuant to a resolution adopted at a meeting of the Company's board of directors convened on May 26, 2014 (exercise period from June 10, 2014 through June 9, 2044); and,
- (2) 2nd series of stock acquisition rights issued pursuant to a resolution adopted at a meeting of the Company's board of directors convened on April 27, 2015 (exercise period from May 12, 2015 through May 11, 2045)

NOTICE

1. With Regard to Results of Tender Offer

Today, the Company received a report from the Tender Offeror regarding the results of the Tender Offer as set out in the attached “Notice Regarding Results of Tender Offer for Share Certificates, etc. of TRANCOM Co., Ltd. (Stock Code 9058)” (Attachment). Furthermore, the scheduled number of the Company’s Share Certificates, etc. tendered in the Tender offer has exceeded the minimum requirement, and the Tender Offer has been successfully completed.

2. With Regard to Changes to Other Affiliated Company, and to Major Shareholders and Principal Shareholder who is the Major Shareholder

(1) Scheduled Date of Changes

November 8, 2024 (commencement date for the settlement of the Tender Offer)

(2) Background Leading up to Changes

Today, the Company received a report from the Tender Offeror regarding the results of the Tender Offer, stating that the total number of the Company’s Share Certificates, etc. tendered in the Tender Offer reached 4,585,585 shares, exceeding the minimum required number of shares scheduled to be purchased (3,508,200 shares), thereby successfully completing the Tender Offer, and stating that all of these shares will be acquired.

As a result thereof, once the Tender Offer is settled, on November 8, 2024 (the commencement date for the settlement of the Tender Offer) the percentage of the Company’s total shareholder voting rights held by the Tender Offeror will exceed 20%, and the Tender Offeror will become the Company’s new other affiliated company and principal shareholder who is the major shareholder. With this, K.K. BCJ-85-2, the Tender Offeror’s parent company (hereinafter, the “Tender Offeror’s Parent Company”) and K.K. BCJ-85-1, the parent company of the Tender Offeror’s Parent Company, will also indirectly hold the Company Shares, and as such they will correspond to other affiliated companies of the Company.

In addition, once the Tender Offer is settled, the Tender Offeror will become the Company’s new principal shareholder, and with this AICOH, Ltd., which was another affiliated company and was the Company’s principal shareholder who was the major shareholder, will no longer be the Company’s principal shareholder as of November 8, 2024 (the commencement date for the settlement of the Tender Offer).

Additionally, Nippon Active Value Fund, a major shareholder of the Company, and its co-owners have tendered all of the Company Shares they hold in the Tender Offer, and as a result thereof, once the Tender Offer is settled, they will no longer be major shareholders

of the Company as of November 8, 2024 (the commencement date for the settlement of the Tender Offer).

(3) Overview of Changes to Shareholders, etc.

(i) Overview of Shareholder Becoming New Other Affiliated Company and Principal Shareholder who is the Major Shareholder

(1) Name	K.K. BCJ-86
(2) Location	Palace Bldg. 5F, 1-1-1 Marunouchi, Chiyoda-ku, Tokyo
(3) Name and Title of Representative	Yuji Sugimoto, Representative Director
(4) Business Content	1. The business of controlling and managing a company's business activities through the holding of its shares or interests therein. 2. All business incidental and related to foregoing item 1.
(5) Stated Capital	JPY 5,000 (as of September 6, 2024)
(6) Date of Establishment	September 6, 2024
(7) Largest Shareholder and Shareholding Ratio	K.K. BCJ-85-2 100% (excluding treasury stock)
(8) Relationships with Company	
Capital Relationship	N/A
Personnel Relationship	N/A
Transactional Relationship	N/A
Status as Related Party	N/A

(ii) Overview of Shareholder Becoming New Other Affiliated Company

(1) Name	K.K. BCJ-85-2
(2) Location	Palace Bldg. 5F, 1-1-1 Marunouchi, Chiyoda-ku, Tokyo
(3) Name and Title of Representative	Yuji Sugimoto, Representative Director
(4) Business Content	1. The business of controlling and managing a company's business activities through the holding of its shares or interests therein. 2. All business incidental and related to foregoing item 1.
(5) Stated Capital	JPY 5,000 (as of September 6, 2024)
(6) Date of Establishment	September 6, 2024
(7) Largest Shareholder and Shareholding Ratio	K.K. BCJ-85-1 100% (excluding treasury stock)

(8) Relationships with Company	
Capital Relationship	N/A
Personnel Relationship	N/A
Transactional Relationship	N/A
Status as Related Party	N/A

(iii) Overview of Shareholder Becoming New Other Affiliated Company

(1) Name	K.K. BCJ-85-1
(2) Location	Palace Bldg. 5F, 1-1-1 Marunouchi, Chiyoda-ku, Tokyo
(3) Name and Title of Representative	Yuji Sugimoto, Representative Director
(4) Business Content	<ol style="list-style-type: none"> 1. The business of controlling and managing a company's business activities through the holding of its shares or interests therein. 2. All business incidental and related to foregoing item 1.
(5) Stated Capital	JPY 5,000 (as of September 6, 2024)
(6) Date of Establishment	September 6, 2024
(7) Largest Shareholder and Shareholding Ratio	BCPE Nexus Cayman, L.P. 100% (excluding treasury stock)
(8) Relationships with Company	
Capital Relationship	N/A (Note 2)
Personnel Relationship	N/A
Transactional Relationship	N/A
Status as Related Party	N/A

(Note 2) Mr. Atsunori Takebe, the chairperson of the Company's board of directors (hereinafter, "Mr. Takebe"), entered into a Tender Agreement dated September 17, 2024, with the Tender Offeror, and has agreed to tender all of the Company Shares held by Mr. Takebe (number of shares held: 179,200 shares; holding ratio (Note 3): 1.91%), and to make the Tender Offeror the Company's sole shareholder, and once the acquisition of treasury stock from AICOH, Ltd., performed by the Company, is completed following the series of procedures for taking the Company Shares private, and Mr. Takebe and the management company for Mr. Takebe's family assets, which is scheduled to be established by Mr. Takebe as the company to hold his voting rights, will engage in a total equity investment of 30.7% in K.K. BCJ-85-1.

(Note 3) "Holding ratio" means the ratio (here and hereinafter in the calculation of the holding ratio, rounded to the nearest second decimal place) of the number of shares (9,388,754 shares) calculated by deducting the number of treasury shares (959,496 shares) held by the Company as of September 30, 2024, as stated in the "FYE

March 2025 Summary of 2nd Quarter Financial Results [Japan GAAP] (Consolidated)” released by the Company on October 28, 2024 (hereinafter the “Summary of Company’s 2nd Quarter Financial Results”) (furthermore, this number of treasury stock shares does not include the number of the Company Shares (119,232 shares) held by Custody Bank of Japan, Ltd. (Trust E Account) as trust assets under the Company’s “Stock Benefit Trust (J-ESOP)” and “Stock Benefit Trust (BBT)” plans) from the number of shares (10,348,250 shares) calculated by adding the number of the Company Shares (24,100 shares) subject to the Stock Acquisition Rights that are outstanding and exercisable as of September 30, 2024 (143 units of 1st Series Stock Acquisition Rights and 98 units of 2nd Series Stock Acquisition Rights) to the total number of issued and outstanding shares as of September 30, 2024 (10,324,150 shares) stated in the Summary of Company’s 2nd Quarter Financial Results.

(iv) Overview of Shareholder who is no Longer the Principal Shareholder

(1) Name	AICOH, Ltd.
(2) Location	1-19-30 Aoi, Higashi-ku, Nagoya-shi, Aichi
(3) Name and Title of Representative	Atsunori Takebe, Representative Director
(4) Business Content	Wholesaling of food products, investment and management of negotiable securities, leasing and management of real estate, and the like.
(5) Stated Capital	JPY 42 million

(v) Overview of Shareholder who is no Longer a Major Shareholder

(1) Name	Nippon Active Value Fund PLC
(2) Location	6th Floor, 125 London Wall, London, England
(3) Name and Title of Representative	Rosemary Morgan, Chairperson of the Board of Directors
(4) Business Content	Financial instruments investment business

Furthermore, according to the large volume holding report (modification report) dated August 23, 2024, submitted to the Director of the Kanto Local Finance Bureau by Nippon Active Value Fund and its co-owners, an overview of the co-owners of the Nippon Active Value Fund is as follows.

(1) Name	NAVF Select LLC
(2) Location	251 Little Falls Drive, Wilmington, New Castle County, Delaware USA

(3) Name and Title of Representative	James B. Rosenwald III, Chief Investment Officer of Dalton Investments, Inc., the manager of the Nippon Active Value Fund
(4) Business Content	Financial instruments investment business

(1) Name	Dalton Investments, Inc.
(2) Location	9440 West Sahara Avenue, Suite 215, Las Vegas, Nevada 89117, USA
(3) Name and Title of Representative	James B. Rosenwald III, Chief Investment Officer
(4) Business Content	Investment advisory business

(4) Number of Voting Rights held by Changed Shareholders Subsequent to Changes and Voting Right Holding Ratios

(i) K.K. BCJ-86

	Affiliation	Number of Voting Rights (Voting Right Holding Ratio)			Major Shareholder Ranking
		Direct Holdings	Combined Holdings	Total	
Prior to Change	-	-	-	-	-
Subsequent to Change	Other Affiliated Company and principal shareholder who is major shareholder	45,855 units (48.84%)	-	45,855 units (48.84%)	1 st

(Note 4) Here and hereinafter, the “Voting Right Holding Ratio” is calculated using as the denominator the number of voting rights (93,887 units) associated with the number of shares (9,388,754 shares) calculated by deducting the number of treasury shares (959,496 shares) held by the Company as of September 30, 2024, as stated in the Summary of Company’s 2nd Quarter Financial Results (furthermore, this number of treasury stock shares does not include the number of the Company Shares (119,232 shares) held by Custody Bank of Japan, Ltd. (Trust E Account) as trust assets under the Company’s “Stock Benefit Trust (J-ESOP)” and “Stock Benefit Trust (BBT)” plans) from the number of shares (10,348,250 shares) calculated by adding the number of the Company Shares (24,100 shares) subject to the Stock Acquisition Rights that are outstanding and exercisable as of September 30, 2024 (143 units of 1st Series Stock Acquisition Rights and 98 units of 2nd Series Stock Acquisition

Rights) to the total number of issued and outstanding shares as of September 30, 2024 (10,324,150 shares) stated in the Summary of Company's 2nd Quarter Financial Results, with the third decimal place rounded down at 4, up at 5.

(ii) K.K. BCJ-85-2

	Affiliation	Number of Voting Rights (Voting Right Holding Ratio)			Major Shareholder Ranking
		Direct Holdings	Combined Holdings	Total	
Prior to Change	-	-	-	-	-
Subsequent to Change	Other Affiliated Company (indirect holding of Company Shares)	-	45,855 units (48.84%)	45,855 units (48.84%)	-

(iii) K.K. BCJ-85-1

	Affiliation	Number of Voting Rights (Voting Right Holding Ratio)			Major Shareholder Ranking
		Direct Holdings	Combined Holdings	Total	
Prior to Change	-	-	-	-	-
Subsequent to Change	Other Affiliated Company (indirect holding of Company Shares)	-	45,855 units (48.84%)	45,855 units (48.84%)	-

(iv) AICOH, Ltd.

	Affiliation	Number of Voting Rights (Voting Right Holding Ratio)			Major Shareholder Ranking
		Direct Holdings	Combined Holdings	Total	
Prior to Change	Other Affiliated Company and Principal and Major Shareholder	26,940 units (28.69%)	-	-	1 st
Subsequent to Change	Other Affiliated Company and Major Shareholder	26,940 units (28.69%)	-	-	2 nd

(v) Nippon Active Value Fund

	Affiliation	Number of Voting Rights (Voting Right Holding Ratio)			Major Shareholder Ranking
		Direct Holdings	Combined Holdings	Total	
Prior to Change	Major Shareholder	16,988 units (18.09%) (Note 5)	-	-	2 nd
Subsequent to Change	-	-	-	-	-

(Note 5) Stated based on the combined number of shares held by the Nippon Active Value Fund, NAVF Select LLC and Dalton Investments, Inc.

- (5) Existence of Changes, etc. to Unlisted Parent Company, etc. Subject to Disclosure
These changes will make the Tender Offeror, K.K. BCJ-85-2 and K.K. BCJ-85-1 unlisted parent companies etc. of the Company, but of these only the Tender Offeror is scheduled to be subject to disclosure as the unlisted parent company etc. of the Company.
- (6) Future Outlook
While, as stated above, 4,585,585 shares of the Company's Share Certificates, etc. were tendered in the Tender Offer, all of the Company Shares (including, however, the Company

Shares delivered through the exercise of the Stock Acquisition Rights, but excluding the Company Shares held by Custody Bank of Japan, Ltd. (Trust E Account) as trust assets under the Company's "Stock Benefit Trust (J-ESOP)" and "Stock Benefit Trust (BBT)" plans, and the treasure stock shares held by the Company) and Stock Acquisition Rights could not be acquired, and as such the plan is to make the Tender Offeror and AICOH, Ltd. the sole shareholders of the Company in accordance with the series of procedures set out in part "(5) Policy on Reorganization, etc. after Tender Offer (Matters Related to So-called Two-tier Takeover Strategy)" of Section "3. Content of, and Basis and Reasoning for Opinion on Tender Offer" of the Company's press release titled "Notice Regarding Implementation of MBO and Recommendation to Tender Shares" dated September 17, 2024.

As a result thereof, the plan is to delist the Company Shares through the prescribed procedures, in accordance with the delisting standards of the Tokyo Stock Exchange, Inc. (hereinafter, the "TSE") and the Nagoya Stock Exchange, Inc. (hereinafter, the "NSE"). Once delisted, investors will no longer be able to trade the Company Shares on the TSE Prime Market or the NSA Premier Market.

Future specific measures and the implementation timing and the like thereof will be discussed with the Tender Offeror, and will be released publicly as soon as they are determined.

End of Document

(Reference) "Notice Regarding Results of Tender Offer for the Stock of TRANCOM Co., Ltd. (Securities Code 9058)" dated November 1, 2024 (Attachment)

November 1, 2024

To Whom It May Concern

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

**Notice Regarding Results of Tender Offer
for the Stock of TRANCOM CO., LTD. (Securities Code: 9058)**

K.K. BCJ-86 (the “Offeror”) determined on September 17, 2024 to acquire the common stock (the “Target’s Stock”) of TRANCOM CO., LTD. (securities code: 9058, a company listed on the Prime Market of Tokyo Stock Exchange, Inc. (the “TSE”) and the Premier Market of Nagoya Stock Exchange, Inc. (the “NSE”); the “Target”) and the Stock Acquisition Rights (as defined in “(2) Stock acquisition rights” in “3. Class of shares to be purchased” in “I. Overview of the Purchase, etc.” below) through a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) and conducted the Tender Offer since September 18, 2024. As the Tender Offer was completed on October 31, 2024, the Offeror hereby announces the results thereof, as described below.

I. Overview of the Purchase, etc.

1. Name and address of the Offeror

K.K.BCJ-86

5th Floor, Palace Building, 1-1-1 Marunouchi, Chiyoda-ku, Tokyo

2. Name of the target

TRANCOM CO., LTD.

3. Class of shares, etc. to be purchased

(1) Common shares

(2) Stock acquisition rights

(i) The first series stock acquisition rights issued pursuant to the resolution of the Board of Directors of the Target held on May 26, 2014 (“Series 1 Stock Acquisition Rights”) (The exercise period is from June 10, 2014 to June 9, 2044.)

(ii) The second series stock acquisition rights issued pursuant to the resolution of the Board of Directors of the Target held on April 27, 2015 (“Series 2 Stock Acquisition Rights”, and the Series 1 Stock Acquisition Rights and the Series 2 Stock Acquisition Rights are collectively referred to as the “Stock Acquisition Rights”). (The exercise period is from May 12, 2015 to May 11, 2045.)

4. Number of shares, etc. to be purchased

Class of Shares	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common shares	6,694,841 shares	3,508,200 shares	—
Total	6,694,841 shares	3,508,200 shares	—

(Note 1) The Offeror will not purchase any of the shares, etc., tendered in the Tender Offer (the “Tendered Shares, etc.”) if the total number of the Tendered Shares, etc. is less than the minimum number of tendered shares to be purchased (3,508,200 shares). If the total number of the Tendered Shares, etc. is not less than the minimum number of tendered shares to be purchased (3,508,200 shares), the Offeror will purchase all of the Tendered Shares, etc.

(Note 2) The Offeror has no plan to purchase the treasury shares held by the Target or the Target’s Stock held by Custody Bank of Japan, Ltd. (Trust Account E) as trust assets for the Target’s “Board Benefit Trust (BBT)” (“BBT Owned Shares”) through the Tender Offer.

(Note 3) Since the maximum number of shares to be purchased is not set in the Tender Offer, the maximum number of shares, etc. to be purchased by the Offerors in the Tender Offer (6,694,841 shares) is stated as the maximum number of shares to be purchased. This is the number of shares (6,694,841 shares) obtained by deducting (i) the number of the Target’s Stock owned by AICOH CO., LTD. (“AICOH”), who entered into a non-tender agreement with the Offeror on September 17, 2024 (2,694,000 shares; “Non-Tendering Agreed Shares”) from (ii) the number of shares (9,388,841 shares), which is obtained by adding the number of shares issued (10,324,150 shares) as of June 30, 2024, as set forth in the “Summary of the Consolidated Financial Results for the First Quarter of the Fiscal Year Ended March 31, 2025 (under Japanese GAAP)” (the “Summary of the Target’s Financial Results for the First Quarter of the Fiscal Year Ended March 31, 2025”), which the Target announced on July 29, 2024, and the number of shares (24,100 shares) to be issued upon exercise of the Stock Acquisition Rights (according to the Target, 143 Series 1 Stock Acquisition Rights and 98 Series 2 Stock Acquisition Rights) remaining and exercisable as of June 30, 2024 (10,348,250 shares), and deducting the number of treasury shares owned by the Target (959,409 shares) as of June 30, 2024, as set forth in Summary of the Target’s Financial Results for the First Quarter of the Fiscal Year Ended March 31, 2025 (such number does not include the Target’s Stock held by Custody Bank of Japan, Ltd. (Trust Account E) as trust assets for the Target’s “Employee Stock Ownership Plan (J-ESOP)” (“J-ESOP Owned Shares”) or the BBT Owned Shares (120,632 shares).

(Note 4) There is a possibility that the Stock Acquisition Rights may be exercised by the last day of the tender offer period of the Tender Offer (the “Tender Offer Period”). If the Stock Acquisition Rights are exercised, the Target’s Stock issued or transferred as a result of such exercise may be tendered in the Tender Offer.

(Note 5) Fractional shares of less than one unit are also subject to the Tender Offer. In the event that the shareholders exercise their right to require the Target to purchase fractional shares of less than one unit in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target may purchase its own shares during the Tender Offer Period in accordance with the procedures stipulated in the laws and regulations.

5. Tender offer period
 - (1) Tender Offer Period Set at the Time of Filing
From September 18, 2024 (Wednesday) through October 31, 2024 (Thursday) (30 business days)
 - (2) Possibility of Extension of the Purchase Period at the Request of the Target
Not applicable
6. Price of purchase, etc.
 - (1) Common shares
JPY 10,300 per common share
 - (2) Stock acquisition rights
 - (i) JPY 1 per the Series 1 Stock Acquisition Right
 - (ii) JPY 1 per the Series 2 Stock Acquisition Right

II. Results of Purchase, etc.

1. Outcome of the Tender Offer

The Tender Offer was subject to the condition that the Offeror will not purchase any of the Tendered Shares, etc. if the total number of the Tendered Shares, etc. is less than the minimum number of tendered shares to be purchased (3,508,200 shares). However, as the total number of the Tendered Shares, etc. (4,585,585 shares) was not less than the minimum number of tendered shares to be purchased (3,508,200 shares), the Offeror will purchase all of the Tendered Shares, etc., as described in the Public Notice Regarding Commencement of the Tender Offer and in the Tender Offer Registration Statement (including certain matters amended by the Amendment Registration Statement to Tender Offer Registration Statement submitted on September 30, 2024 and the Amendment Registration Statement to Tender Offer Registration Statement submitted on October 11, 2024).

2. Date of Public Notice of Results of the Tender Offer and Name of the Newspaper for Public Notice

Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, on November 1, 2024, the Offeror made a public announcement regarding the results of the Tender Offer to media organizations, in accordance with the methods provided for in Article 9-4 of the Enforcement Order of the Financial Instruments and Exchange Act (Government Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure of Takeover Bids of Shares Conducted by Non-Issuers (Ministry of Finance Japan Ordinance No. 38 of 1990, as amended; the “TOB Order”).

3. Number of Purchased Shares, Etc.

Classes of Shares, Etc.	(1) Number of Tendered Shares, etc. After Conversion	(2) Number of Purchased Shares, Etc. After Conversion
Shares certificates	4,585,585 shares	4,585,585 shares
Certificate of stock acquisition rights	—	—
Certificate of corporate bonds with stock acquisition rights	—	—

Beneficiary certificate of trust of shares ()	-	-
Depository receipt for shares ()	-	-
Total	4,585,585 shares	4,585,585 shares
(Total shares including potential shares)	-	-

4. Ownership Percentage of Shares, etc. After Purchase, etc.

Number of Voting Rights Represented by Shares, Etc. Held by Offeror prior to Purchase, etc.	- voting rights	(Ownership Percentage of Shares, etc. prior to Purchase, etc.: - %)
Number of Voting Rights Represented by Shares, Etc. Held by Specially Related Parties prior to Purchase, etc.	45,720 voting rights	(Ownership Percentage of Shares, etc. prior to Purchase, etc.: 48.70%)
Number of Voting Rights Represented by Shares, Etc. Held by Offeror after Purchase, etc.	45,855 voting rights	(Ownership Percentage of Shares, etc. after Purchase, etc.: 48.84 %)
Number of Voting Rights Represented by Shares, etc. Held by Specially Related Parties after Purchase, etc.	26,940 voting rights	(Ownership Percentage of Shares, etc. after Purchase, etc.: 28.69 %)
Total Number of Voting Rights of Shareholders and Other Parties of the Target Company	93,553 voting rights	

(Note 1) Each of “Number of Voting Rights Represented by Shares, Etc. Held by Specially Related Parties prior to the Purchase, Etc.” and “Number of Voting Rights Represented by Shares, Etc. Held by Specially Related Parties after Purchase, Etc.” is the total number of the voting rights represented by the shares, etc. held by each of the special related party (excluding, however, persons excluded from specially related parties in accordance with Article 3, paragraph 2, item 1 of the TOB Order in the calculation of the ownership ratio of shares, etc. under the items of Article 27-2, paragraph 1 of the Act).

(Note 2) “Total Number of Voting Rights of Shareholders and Other Parties of the Target Company” is the number of the voting rights of all shareholders as of March 31, 2024 (the number of shares per unit is listed as 100 shares) stated in the securities report for the 67th term submitted by the Target on June 19, 2024. However, in the Tender Offer, because fractional shares of less than one unit (excluding the fractional shares of less than one unit that are the treasury shares held by the Target) and the Target’s Stocks that may be issued or transferred upon exercise of the Stock Acquisition Rights were also subject to the Tender Offer, in the calculation of “Ownership Percentage of Shares, etc. prior to Purchase, etc.” and “Ownership Percentage of Shares, etc. after Purchase, etc.”, the number of the voting rights (93,887 voting rights) represented by the number of shares (9,388,754 shares) is used as the denominator, which

is obtained by adding the number of shares issued (10,324,150 shares) as of September 30, 2024, as set forth in the “Summary of the Consolidated Financial Results for the Second Quarter of the Fiscal Year Ended March 31, 2025 (under Japanese GAAP)” (the “Summary of the Target’s Financial Results for the Second Quarter of the Fiscal Year Ended March 31, 2025”), which the Target announced on October 28, 2024, and the number of shares (24,100 shares) to be issued upon exercise of the Stock Acquisition Rights (according to the Target, 143 Series 1 Stock Acquisition Rights and 98 Series 2 Stock Acquisition Rights) remaining and exercisable as of September 30, 2024, and deducting the number of treasury shares owned by the Target (959,496 shares) as of September 30, 2024, as set forth in Summary of the Target’s Financial Results for the Second Quarter of the Fiscal Year Ended March 31, 2025 (such number does not include the BBT Owned Shares and J-ESOP Owned Shares (119,232 shares)).

(Note 3) With respect to “Ownership Percentage of Shares, etc. prior to Purchase, etc.” and the “Ownership Percentage of Shares, etc. after Purchase, etc.”, the figures are rounded to the second decimal places.

5. Calculation in the Case Where Purchase, etc. will be Conducted by the Proportional Distribution Method Not applicable

6. Method of Settlement

- (1) Name and Address of the Head Office of Financial Instruments Business Operators or Banks etc. in Charge of the Settlement of Purchase
Mizuho Securities Co.
1-5-1, Otemachi, Chiyoda-ku, Tokyo
- (2) Commencement Date of Settlement
November 8, 2024 (Friday)
- (3) Method of Settlement

A notice of purchase, etc. through the Tender Offer shall be mailed to the addresses or locations of the shareholders who tendered their shares in the Tender Offer (the “Tendering Shareholders”) (or the addresses or locations of standing proxies in the case of Shareholders (including corporate shareholders) who reside in a foreign country (“Non-Resident Shareholders”)) without delay after the expiry of the Tender Offer Period. Payment for the shares will be made in cash. The Tender Offer Agent will, in accordance with the instructions of the Tendering Shareholders (or their standing proxies in the case of the Non-Resident Shareholders) and without delay after the commencement date of settlement for the Tender Offer, remit the purchase price for the purchased shares, etc. to the place designated by the Tendering Shareholders (or their standing proxies in the case of the Non-Resident Shareholders) or to the account of the Tendering Shareholders at which the Tender Offer Agent accepted the tender.

III. Policy, etc. after the Tender Offer and Future Outlook

The policy, etc. after the Tender Offer has not changed from those described in the “Notice Regarding Commencement of Tender Offer for the Stock of TRANCOM CO., LTD (Securities Code: 9058)”.

Since the Offeror plans to implement a series of process to acquire all the Target’s Stock (excluding the Non-Tendering Agreed Shares and the treasury shares held by the Target) and make the Offeror and AICOH

the only shareholders of the Target, the Offeror will, in response to the result of the Tender Offer, request the Target to hold the extraordinary shareholders' meeting to approve the consolidation of the Target's Stock (the "Share Consolidation") and to amend its Articles of Incorporation to abolish the provision concerning less than one unit shares subject to the Share Consolidation becoming effective, promptly after the settlement of the Tender Offer.

The Target's Stock is listed on the Prime Market of TSE and the Premier Market of NSE as of today; however, if the Share Consolidation is implemented, the Target's Stock will be delisted through prescribed procedures in accordance with the delisting criteria of the TSE and the NSE. After delisting, the Target's Stock can no longer be traded on the Prime Market of TSE and the Premier Market of NSE. The specific procedures to be taken will be promptly announced by the Target once they have been determined after consultation between the Offeror and the Target.

IV. Location at Which Copy of Tender Offer Report Is Available to Public

K. K. BCJ-86

(5th Floor, Palace Building, 1-1-1 Marunouchi, Chiyoda-ku, Tokyo)

Tokyo Stock Exchange, Inc.

(2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo)

Nagoya Stock Exchange, Inc.

(3-8-20, Sakae, Naka-ku, Nagoya)

【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 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 Bain Capital, Bain Capital, and the Offeror and the Target (including its affiliates), and the affiliates of the financial advisors and tender offer agents of each of the foregoing might purchase, etc. by means other than the Offer or conduct an act aimed at such a purchase, etc. of the common shares of 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 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 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 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.