



March 13, 2025

To All Concerned

Company Name: JAMCO Corporation  
Representative: Koichi Tsunematsu, Representative Director  
and President  
(Code 7408: TSE Prime)  
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Company Name: K.K. BCJ-92  
Name of Representative: Yuji Sugimoto, Representative Director

### **Announcement of Progress Towards Implementation of Tender Offer for the Company Shares by K.K. BCJ-92**

JAMCO Corporation (the “Company”) has announced that, with regard to the tender offer (the “Tender Offer”) for the Company’s common shares (the “Company Shares”) by K.K. BCJ-92 (the “Tender Offeror”) announced in the “Announcement of Opinion in Support of and Recommendation to Tender in Scheduled Tender Offer for the Company Shares by K.K. BCJ-92” dated January 14, 2025, according to the Tender Offeror, while it planned to commence the Tender Offer promptly at such time as the preconditions to the commencement of the Tender Offer provided for in the tender offer agreement entered into between the Tender Offeror and the Company dated January 14, 2025 (the “Tender Offer Preconditions”) are satisfied or waived by the Tender Offeror, and it was at that time aiming to commence the Tender Offer in mid-February, it was not possible to accurately predict how long the procedures and the like with the relevant authorities will take.

In the “Announcement of Progress Towards Implementation of Tender Offer for the Company Shares by K.K. BCJ-92” issued by the Company on February 21, 2025, the Company has announced that, although the Tender Offer Preconditions that (1) the acquisition of the necessary permissions under the Foreign Exchange and Foreign Trade Act of Japan (Act No. 228 of 1949, as amended; the “Foreign Exchange and Foreign Trade Act”) has been completed, and (2) approval or consent required concerning the series of transactions for the purpose of privatizing the Company Shares (the “Transactions”) and the Company becoming a wholly-owned subsidiary of the Tender Offeror as a result of the Transactions has been obtained from the Company’s business partners of which the Tender Offeror notified the Company, with the content reasonably satisfactory to the Tender Offeror, were yet to be satisfied, all of the other Tender Offer Preconditions had been determined to have been satisfied (or, with regard to matters to be determined at the time of commencement of the Tender Offer, are expected to be satisfied as of that time), and that the Tender Offeror aimed to commence the Tender Offer by early March 2025.

As of today, while the Tender Offeror is working diligently to satisfy the precondition of (1) acquisition of the necessary permissions under the Foreign Exchange and Foreign Trade Act among the Tender Offer Preconditions, it has not been instructed to re-file a notification by the Ministry of Economy, Trade and Industry, which has jurisdiction over the Company’s business, and has not acquired those permissions. Furthermore, regarding the precondition of (2) the acquisition of the approval or consent required concerning the Transactions and the Company becoming a wholly-owned subsidiary of the Tender Offeror as a result of the Transactions from the Company’s business partners of which the Tender Offeror notified the Company, with the content reasonably satisfactory to the Tender Offeror, the Company is diligently coordinating with the Tender Offeror to obtain approval or consent from the one remaining business partner. Specifically, on January 15, 2025, after the

announcement of the Tender Offer, the Company received from the business partner questions regarding the Tender Offer and sent its answers on January 16, 2025. Thereafter, on February 26, 2025, the Company received a draft agreement to which consent is required for the commencement of the Tender Offer, and while the Company has since continued to discuss the terms of the agreement, the approval or consent has not been obtained from the business partner. As of today, in light of the circumstances in (i) and (ii) above, the Tender Offeror aims to commence the Tender Offer by late March 2025. The Company will promptly make an announcement when the Tender Offeror notifies that the preparations for commencement of the Tender Offer are completed and the Tender Offeror commences the Tender Offer.

For details, see the attached press release titled “Announcement of Progress Towards Implementation of Tender Offer for Shares of JAMCO Corporation (Securities Code: 7408),” which was issued by the Tender Offeror today.

End

Attachment:

“Announcement of Progress Towards Implementation of Tender Offer for Shares of JAMCO Corporation (Securities Code: 7408)” dated March 13, 2025

March 13, 2025

To All Concerned

Company Name: K.K. BCJ-92  
Name of Representative: Yuji Sugimoto, Representative Director

**Announcement of Progress Towards Implementation of Tender Offer  
for Shares of JAMCO Corporation (Securities Code: 7408)**

In “Announcement Regarding Planned Commencement of Tender Offer for JAMCO Corporation (Securities Code: 7408)” dated January 14, 2025, K.K. BCJ-92 (the “Tender Offeror”) announced as follows: with regard to the Tender Offeror’s tender offer (the “Tender Offer”) for the common shares (the “Target Company Shares”) of JAMCO Corporation (Securities Code: 7408, listed on the Prime Market of Tokyo Stock Exchange, Inc.; the “Target Company”), pursuant to the tender offer agreement entered into between the Tender Offeror and the Target Company on January 14, 2025, the Tender Offeror planned to commence the Tender Offer promptly upon the satisfaction or waiver by the Tender Offeror of certain preconditions (the “Tender Offer Preconditions”), including the completion of acquisition of permissions and approvals required under Japanese and foreign competition laws and regulations (Japan, Austria, Germany, Netherlands, and the U.S.) and the Foreign Exchange and Foreign Trade Act of Japan (Act No. 228 of 1949, as amended; the “Foreign Exchange Act”) (the “Clearances”), and as of that date, the Tender Offeror aimed to commence the Tender Offer by mid-February 2025; however, it was difficult to accurately predict the length of time required for procedures and actions with the authorities supervising the procedures for the Clearances.

Furthermore, in “Announcement of Progress Towards Implementation of Tender Offer for Shares of JAMCO Corporation (Securities Code: 7408)” dated February 21, 2025, the Tender Offeror announced as follows: among the Tender Offer Preconditions, the following preconditions have not been satisfied: (i) acquisition of permissions and approvals required under the Foreign Exchange Act and (ii) acquisition of the approval or consent required concerning a series of transactions aimed to privatize the Target Company Shares (the “Transactions”) and the Target Company becoming a wholly-owned subsidiary of the Tender Offeror as a result of the Transactions from the Target Company’s business partners of which the Tender Offeror notified the Target Company, with the content reasonably satisfactory to the Tender Offeror; however, the Tender Offeror understood that the other Tender Offer Preconditions had been satisfied (the matters to be determined at the time of commencement of the Tender Offer are expected to be satisfied at such point in time), and the Tender Offeror aimed to commence the Tender Offer by early March 2025.

As of today, among the Tender Offer Preconditions, the Tender Offeror is working diligently to satisfy the precondition of (i) acquisition of permissions and approvals required under the Foreign Exchange Act; however, the Tender Offeror has not been instructed to re-file a notification by the Ministry of Economy, Trade and Industry, which has jurisdiction over the Target Company’s business, and has not acquired those permissions and approvals. Furthermore, regarding the precondition of (ii) acquisition of the approval or consent required concerning the Transactions and the Target Company becoming a wholly-owned subsidiary of the Tender Offeror as a result of the Transactions from the Target Company’s business partners of which the Tender Offeror notified the Target Company, with the content reasonably satisfactory to the Tender Offeror, the Target Company is diligently coordinating with the Tender Offeror to obtain approval or consent from the only remaining business partner. Specifically, on January 15, 2025, which was after the announcement of the Tender Offer, the Target Company received from the business partner questions regarding the Tender Offer and sent its answers on January 16, 2025. Thereafter, on February 26, 2025, the Target Company received a draft agreement to which consent is required for commencement of the Tender Offer, and the Target Company has since continued to discuss the details of the agreement. However, such approval or consent has not been obtained.

As of today, considering the circumstances stated in (i) and (ii) above, the Tender Offeror aims to commence the Tender Offer by late March 2025 and will promptly make an announcement when the preparations for commencement of the Tender Offer are completed and the Tender Offeror commences the Tender Offer.

End

[Restrictions on Solicitation]

This press release is to announce the progress related to the Tender Offer publicly, 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 the Tender Offer, the Tender Offeror and its affiliates (including the Target Company), and the affiliates of the financial advisors and tender offer agents of each of the foregoing might purchase, etc. by means other than the Tender Offeror conduct an act aimed at such a purchase, etc. of the common shares of the Target Company 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 or 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.