[Translation]

September 26, 2024

To whom it may concern:

Company Name:	JTOWER Inc.
Name of Representative:	Atsushi Tanaka President and Representative Director (Securities Code: 4485, the Growth Market of the Tokyo Stock Exchange)
Contact:	Hideki Inanobe, Senior Executive Officer/CFO and General Manager, Corporate Planning & Finance Headquarters (Tel: 03-6447-2614)

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

On September 26, 2024, DB Pyramid Holdings, LLC (the "**Tender Offeror**") 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 August 15, 2024 in relation to a tender offer for the share certificates, etc. of JTOWER Inc.

The Tender Offeror hereby announces that, in connection therewith, it has amended the "Public Notice of Commencement of the Tender Offer" dated August 15, 2024 as stated in the attachment.

End.

These materials are disclosed in accordance with Article 30, Paragraph 1, Item (4) of the Order for Enforcement of the Financial Instruments and Exchange Act upon the request of DB Pyramid Holdings, LLC (the Tender Offeror) to JTOWER Inc. (the target company of the tender offer).

(Attachment)

"(Amendment) Notice regarding Amendment to the Public Notice of Commencement of the Tender Offer in Connection with Filing of Amendment Registration Statement to Tender Offer Registration Statement" dated September 26, 2024

September 26, 2024

To whom it may concern:

Company Name:	DB Pyramid Holdings, LLC
Name of Representative:	Marc Ganzi, Chief Executive Officer

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

DB Pyramid Holdings, LLC (the "**Tender Offeror**") has decided to acquire the common stock of JTOWER Inc. (Securities Code: 4485, the Growth Market of the Tokyo Stock Exchange, Inc. (the "**Tokyo Stock Exchange**")) (the "**Target Company**"; the common stock thereof to be acquired, the "**Target Company Shares**") and its stock acquisition rights 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 the Tender Offer was commenced on August 15, 2024.

The Tender Offeror previously made a filing through the Bank of Japan to the Minister of Finance and the relevant Minister with respect to its business pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; the "**Foreign Exchange Act**") with respect to the acquisition of the Target Company Shares. Now, pursuant to the provison of Article 27, Paragraph 2 of the Foreign Exchange Act, the waiting period prescribed in the main clause of Article 27, Paragraph 2 of the Foreign Exchange Act was reduced on September 25, 2024, meaning that the Tender Offeror will be permitted to acquire the Target Company Shares from September 26, 2024. In connection with this, the Tender Offeror is required to amend a portion of the matters stated in the Tender Offer Registration Statement in relation to the Tender Offer filed on August 15, 2024 (as amended by the Amendment Registration Statement to Tender Offer Registration Statement filed on September 6, 2024 and by the Amendment Registration Statement to Tender Offer Registration Statement filed on September 17, 2024) as well as the "Public Notice of Commencement of the Tender Offer" dated August 15, 2024, which is an attachment to the Tender Offer Registration Statement (the "**Public Notice of Commencement of the Tender Offer**"). Accordingly, in order to amend the Tender Offer Registration Statement and to add related attachments to such amendment, the Tender Offeror 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 Act on September 26, 2024.

The Tender Offeror hereby announces that, in connection therewith, it has amended the contents of the Public Notice of Commencement of the Tender Offer as described below. Please note that this amendment does not include any changes to the terms of purchase, etc. as defined in Article 27-3, Paragraph 2, Item (1) of the Act.

I. Details of amendment to the Public Notice of Commencement of the Tender Offer

Amendments are underlined.

2. Details of the Tender Offer

(11) Other Conditions and Methods of Purchase

(2) Conditions of withdrawal, etc. of the tender offer, details thereof and method of disclosure of withdrawal, etc.

(Before amendment)

If any event listed in Article 14, Paragraph 1, Items (1)1 through (1)10 and Items (1)13 through (1)19, and Items (3)1 through (3)8 and (3)10, Item (4), as well as Article 14, Paragraph 2, Items (3) through (6) of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended; the "**Enforcement Order**") occurs, the Tender Offeror may withdraw the Tender Offer. The "events which are equivalent to those listed in Items (3)1 through (3)9" set out in Article 14, Paragraph 1, Item (3)10 of the Enforcement Order refers to either (i) the case where any of the statutory disclosure documents submitted by the Target Company in the past is found to contain a false statement on a material fact, or omit a statement on a material fact that should have been stated but the Tender Offeror was not aware of the existence of such false statement, etc. nor could the Tender Offeror have been aware of such false statement, etc. even with reasonable care, or (ii) the case where any of the facts listed in Article 14, Paragraph 1, Items (3)1 through (3)7 of the Enforcement Order occurs in respect of a significant subsidiary of the Target Company.

In addition, in cases where (i) the Minister of Finance and the competent Minister with respect to the business of the Tender Offeror have deemed it necessary to examine whether the inward direct investment, etc., regarding which the notification was made by the Tender Offeror pursuant to the provisions of Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; the "**Foreign Exchange Act**"), is found to pertain to national security or involve a similar concern, or that such inward direct investment, etc. is found to be a matter of national security or involve a similar concern; (ii) if the waiting period before the Tender Offeror is permitted to acquire the Target Company Shares is extended; or (iii) the Minister of Finance and the competent Minister with respect to the business of the Tender Offeror has recommend that the inward direct investment, etc. be modified or canceled, the Tender Offeror may withdraw the Tender Offer on the basis that the Tender Offeror was not able to obtain a "license, etc." as set out in Article 14, Paragraph 1, Item (4) of the Enforcement Order.

If the Tender Offeror intends to withdraw the Tender Offer, the Tender Offeror will give an electronic public notice and publish a notice to that effect in the Nikkei. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Ordinance with respect to Disclosure of a Tender Offer for Shares by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended; the "**Cabinet Ordinance**") and give a public notice immediately after the announcement.

(After amendment)

If any event listed in Article 14, Paragraph 1, Items (1)1 through (1)10 and Items (1)13 through (1)19, and Items (3)1 through (3)8 and (3)10, as well as Article 14, Paragraph 2, Items (3) through (6) of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended; the "**Enforcement Order**") occurs, the Tender Offeror may withdraw the Tender Offer. The "events which are equivalent to those listed in Items (3)1 through (3)9" set out in Article 14, Paragraph 1, Item (3)10 of the Enforcement Order refers to either (i) the case where any of the statutory disclosure documents submitted by the Target Company in the past is found to contain a false statement on a material fact, or omit a statement on a material fact that should have been stated but the Tender Offeror was not aware of the existence of such false statement, etc. nor could the Tender Offeror have been aware of such false statement, etc. even with reasonable care, or (ii) the case where any of the facts listed in Article 14, Paragraph 1, Items (3)1 through (3)7 of the Enforcement Order occurs in respect of a significant subsidiary of the Target Company.

If the Tender Offeror intends to withdraw the Tender Offer, the Tender Offeror will give an electronic public notice and publish a notice to that effect in the Nikkei. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Ordinance with respect to Disclosure of a Tender Offer for Shares by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended; the "**Cabinet Ordinance**") and give a public notice immediately after the announcement.

End.

Restrictions on Solicitation

This press release has been prepared to publicly announce the Tender Offer and a partial amendment to the "Public Notice of Commencement of the Tender Offer" dated August 15, 2024, and it has not been prepared for the purpose of solicitating an offer to sell shares or offering to purchase shares pertaining to the Tender Offer. If shareholders wish to make an offer to sell their shares, they should first carefully read the Tender Offer Explanatory Statement for the Tender Offer and make their own independent decision. This press release does not constitute any solicitation of a sale of, or any offer to purchase, any securities, nor form a part of any such act. In addition, neither this press release (or any part of it) nor the fact of its distribution shall form the basis for any agreement on the Tender Offer or be relied on when executing such an agreement.

Forward Looking Statements

The statements in this press release may contain expressions indicating future prospects regarding the business of the Tender Offeror, the Target Company, and other companies, such as "expect," "forecast," "intend," "plan," "believe," and "assume." These expressions are based on the current expectations as to the businesses of the Tender Offeror and the Target Company, and may change depending on future circumstances. The Tender Offeror and the Target Company assume no obligation to modify the statements regarding future prospects in order to reflect the actual business performance, circumstances, or changes in conditions with respect to this press release.

U.S. Regulations

The Tender Offer will be implemented 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 necessarily 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**"), nor the rules under these sections, apply to the Tender Offer; therefore, the Tender Offer will not be implemented in accordance with those procedures or standards. All financial information contained in this press release and in any materials incorporated herein by reference may be based on accounting standards that are substantially different from the accounting standards that are generally accepted as fair and appropriate in the U.S. or any other country. It may be difficult to exercise or claim any rights claimable under U.S. securities laws because some of the parties to the Tender Offer are incorporated outside of the United States and all or some of their officers are non-U.S. residents. It may not be possible to commence legal proceedings against any non-U.S. corporation or an officer thereof for violations of the U.S. securities laws in a non-U.S. court. In addition, it may not be possible for a U.S. court to subject any non-U.S corporation and such corporations' subsidiaries and affiliates to its jurisdiction.

Before the commencement of the Tender Offer or during the period of purchase, etc. for the Tender Offer, the financial advisor of each of the Tender Offeror and the Target Company and the tender offer agent (including their affiliate companies) might acquire the securities of the Target Company, or conduct an act related thereto, on their own account or the account of their client to the extent permitted by Japanese laws and regulations related to financial instruments transactions and other applicable laws and regulations in the ordinary course of their business and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities

Exchange Act of 1934. In this case, the securities of the Target Company may be traded at market prices through market transaction or at prices determined through off-market negotiations. If information regarding such a purchase is disclosed in Japan, that information will also be disclosed in the U.S by a similar disclosure method.

Other Countries

Some countries or regions may impose legal restrictions on the announcement, issuance, or distribution of this press release. In such cases, please take note of such restrictions and act in accordance therewith. The announcement, issuance, or distribution of this press release does not constitute an offer to purchase or a solicitation of an offer to sell securities relating to the Tender Offer and shall be deemed to be a distribution of materials for informative purposes only.