Fujitsu Limited
February 12, 2025

Notice Regarding Conclusion of an Agreement to Tender Shares of a Consolidated Subsidiary (FDK CORPORATION)

Fujitsu Limited ("Fujitsu"), at its board of directors meeting held today, approved an agreement with SILITECH TECHNOLOGY CORPORATION (the "Tender Offeror"), one of the companies that consist of PSA Group ("PSA Group"), a Taiwan-based corporate group engaged in the manufacture of electronic components, to tender common shares of FDK CORPORATION ("FDK") (hereinafter "FDK Shares"), Fujitsu's consolidated subsidiary, in response to the Tender Offeror's tender offer (that agreement, the "Tender Offer Agreement," and that tender offer, the "Tender Offer") and signed the Tender Offer Agreement, and then agreed to tender all of FDK shares (20,295,422 shares of FDK shares (shareholding ratio (Note 1) : 58.82%)) (Note 2) held by Fujitsu.
Upon consummation of the Tender Offer, FDK will be removed from the scope of Fujitsu's consolidation and equity-method accounting. For details of the Tender Offer Agreement, see FDK's timely disclosure material released today: Announcement of Opinion Regarding Tender Offer for Our Shares by SILITECH TECHNOLOGY CORPORATION.

(Note 1) The "shareholding ratio" is the ratio against the total number of shares issued and outstanding as of December 31, 2024 (34,536,302 shares less treasury stock (31,057 shares) held by FDK as of the same date (34,505,245 shares)), as stated in the Consolidated Financial Results for the Nine Months Ended December 31, 2024 (April 1, 2024 to December 31, 2024) filed by FDK on January 28, 2025 ((The number of shares is rounded to two decimal places.) The same applies hereinafter to the percentage of ownership. The same shall apply hereinafter to the description of the shareholding ratio.
(Note 2) Fujitsu will tender all of FDK shares held by Fujitsu to the Tender Offer. Since the maximum and minimum limits of the Tender Offer are set at 15,527,400 shares (shareholding ratio: 45.00%), even if the Tender Offer is successful, the number of shares actually purchased will not exceed 15,527,400 shares (shareholdings ratio: 45.00%).

1. Objectives and Background of Concluding the Tender Offer Agreement

Fujitsu established its corporate purpose—to "make the world more sustainable by building trust in society through innovation"— in 2020. Since then, using this purpose as a starting point, Fujitsu has envisioned its ideal state as a global technology company while eyeing future social changes. It has been comprehensively transforming itself from an information and communication technology company into a digital transformation (DX) company that creates innovations

leveraging digital technology and data.
In addition, Fujitsu has set forth four key strategies in its Medium-Term Management Plan (FY2023 to FY2025) announced on May 24, 2023. The four strategies are: “Business Model and Portfolio Strategy,” “Customer Success/Regional Strategy,” “Technology Strategy,” and “People Strategy.” Fujitsu’s tendering of FDK Shares under the Tender Offer Agreement in response to the Tender Offer is intended to accelerate Fujitsu’s portfolio transformation efforts in line with the “Business Model and Portfolio Strategy” by removing FDK from the scope of Fujitsu’s consolidation and equity-method accounting. Fujitsu intends to further enhance its corporate value by allocating the cash acquired through the tendering in response to the Tender Offer to investments in growth areas such as Service Solutions centered on highly profitable digital and cloud services, including Fujitsu Uvance, and to shareholder returns.

FDK was founded as Tokyo Denki Kagaku Kogyo Co., Ltd. in February 1950 to produce and sell batteries. It became a member of the Fujitsu Group in April 1972 with Fujitsu’s capital participation and was renamed FDK CORPORATION, its current name, in January 2001. Throughout its history, FDK has developed, produced, and sold a wide range of products as a leading Japanese player in the battery market. Currently, its corporate group (the “FDK Group”) consists of FDK, its 12 subsidiaries, and one related company having a continuous and close relationship with FDK. The FDK Group manufactures and sells batteries, rechargeable batteries, and electronic components and devices, as well as their applied products. The FDK Group is working to achieve its Mid-Term Business Plan “R2” covering a period through the fiscal year ending March 2026, toward the goal set for the fiscal year ending March 2030. To this end, the FDK Group has planned and implemented various measures to “accelerate the profitable growth of core businesses” by focusing on growth markets and high value-added markets and to “develop and launch new businesses” by starting full-scale operations and developing elements for a next-generation battery business and solution business.
However, the FDK Group has been experiencing fierce competition and large fluctuations in orders in the battery and electronics industries in which it operates. Given this, Fujitsu had been considering, more than ever before, various measures for continuously increasing the corporate value of the FDK Group, such as speeding up decision-making, diversifying funding methods, and enhancing human capital that underpins business promotion while paying attention to the interests of FDK’s ordinary shareholders. Such measures also included reviewing its capital structure.
Meanwhile, the FDK Group’s significance and affinity to Fujitsu had decreased due to Fujitsu’s business strategy of transforming itself into a DX company. Therefore, as FDK’s major shareholder, Fujitsu considered how to treat its FDK Shares, including the possibility of selling part or all of them. With Fujitsu’s establishment of a department dedicated to examining an optimum group formation in February 2020, Fujitsu and FDK started discussing FDK’s capital

policy. Fujitsu publicly announced that it positions FDK as a non-core business and that it is considering specific ways to increase Fujitsu's corporate value at its financial results briefing held in October 2022 for the first half of the fiscal year ended March 31, 2023. The methods being considered, under the heading "Initiatives to Achieve Desired Business Portfolio," included a carve-out of the business and equity/business partnerships.
Amid these circumstances, Fujitsu had worked with FDK to consider various ways to achieve sustainable growth in the FDK Group's enterprise value, including the capital structure, while also taking the interests of FDK's general shareholders into consideration since February 2020.
As a result, Fujitsu believed that to raise FDK Group's corporate value, it is desirable for a third party with expectations of generating stronger synergies with the FDK Group to acquire the FDK Shares and for the FDK Group to grow under the new capital structure. Accordingly, Fujitsu sounded out multiple buyer candidates that were considered capable of increasing the FDK Group's corporate value, about the possibility of acquiring the shares. However, none of them matched the FDK Group's business domains and the business strategies that it promotes, and Fujitsu did not receive any legally binding proposal from them.

Subsequently, the Tender Offeror was introduced to the Fujitsu as a potential partner to invest in FDK by PSA Group, which was introduced by a securities company, and on June 19, 2024, Fujitsu started discussions with the Tender Offeror through PSA Group. The Tender Offeror conducted an initial review based on publicly available information of FDK, and on July 1, 2024, the Tender Offeror expressed to Fujitsu that it was interested in acquiring the FDK Shares.
Subsequently, Fujitsu had an initial discussion with FDK concerning the Tender Offer on September 10, 2024, and communicated to FDK the desire to start reviewing and discussing the implementation of the Tender Offer on the same date.
Simultaneously, on September 4, 2024, Fujitsu formally approached the Tender Offeror through its financial advisor, SMBC Nikko Securities Inc. (hereinafter "SMBC Nikko Securities"), to inquire about its intention to acquire FDK shares held by Fujitsu. After the inquiry, the Tender Offeror received information from FDK regarding FDK's business and performance outlook, and Fujitsu requested that FDK submit a non-binding proposal (hereinafter "First Proposal") by September 30, 2024. On September 30, 2024, the Tender Offeror sent back the First Proposal.
Fujitsu decided to engage in a bilateral discussions with the Tender Offeror based on factors such as the following: (i) Proceeding with the bilateral discussions with the Tender Offeror was thought to be reasonable given that the First Proposal was something that could be fully considered in light of the deal's speed and feasibility, the number of shares Fujitsu can sell, and the deal's terms; (ii) the Tender Offer would contribute to the early implementation of Fujitsu's key strategy of accelerating portfolio transformation; (iii) the execution of the Tender Offer was expected to generate strong synergies between the FDK Group and the Tender Offeror, which would contribute to higher corporate value of FDK and the interests of FDK's ordinary

shareholders; and (iv) the fact that a certain period of time being set aside for the Tender Offer created an environment in which other potential acquirers could have made serious proposals or offers for a competing transaction (Note 2) or a counter TOB (Note 3) and that this was considered to allow for an indirect market check to function. On November 2, 2024, Fujitsu replied to the Tender Offeror that Fujitsu agreed to start specific reviews and discussions for implementing the Tender Offer and would establish a structure for reviewing, negotiating, and making decisions on the Tender Offer. On November 5, 2024, Fujitsu shared the First Proposal with FDK and expressed its intention to proceed with consideration of the proposal from the Tender Offeror.

(Note 2) "Competing transaction" refers to any direct or indirect (i) tender offer, merger, recapitalization, squeeze-out, share exchange or similar business combination for the FDK Group, (ii) sale, lease, transfer or other disposition of all or a substantial portion of the assets of the FDK Group, (iii) transaction involving the issuance or transfer of a serious quantity of shares of the FDK Group, or (iv) any other transaction that transfers control of the FDK Group to a person other than the Tender Offeror during the period from the execution date of the Tender Offer Agreement until the last day of the Tender Offer Period.
(Note 3) "Counter TOB" refers to a tender offer initiated by an entity other than the Tender Offeror for the shares of the target company through an investment that is equivalent to at least 3% higher than the Tender Offer. This is calculated by comparing Counter TOB Price per share x number of shares to be purchased vs. Tender Offer price per share x maximum number of shares to be purchased in the Tender Offer. The Counter TOB must have been made at least five business days prior to the last day of the Tender Offer Period.

From November 20, 2024 to December 20, 2024, the Tender Offeror conducted due diligence on FDK's business, financial, tax and legal matters. As a result, no particular issues regarding FDK's business, financial, tax and legal matters were found, and on December 20, 2024, Fujitsu received the final proposal from the Tender Offeror providing that the tender offer price per share was 425 yen per share and the maximum limits for the shares to be tendered was 40% shareholding. On December 27, 2024, Fujitsu requested the Tender Offeror to reconsider on the grounds that the total transfer price calculated by multiplying the Tender Offer price per share and the number of shares to be tendered did not meet Fujitsu's expectation. On January 10, Fujitsu received the amended final proposal from the Tender Offeror providing that the tender offer price per share was 425 yen per share and the maximum limits for the shares to be tendered was 45% shareholding ratio. From January 22, 2025 to January 25, 2025, Fujitsu discussed and negotiated with the Tender Offeror the main terms of the Tender Offer Agreement such as the tender offer price and the number of the shares to be tendered, etc., and basically agreed to set the tender offer price per share at 435 yen. After consultation with

the Tender Offeror on specific terms of selling the FDK Shares, Fujitsu has decided that the Tender Offeror Group including the Tender Offeror (Note 4) is the most suitable partner with synergies expected to be generated in broad areas through the utilization of the operational and technological foundations of FDK and the Tender Offeror. Therefore, Fujitsu has today signed the Tender Offer Agreement with the Tender Offeror, providing that the tender offer price per share is 435 yen and the maximum and the minimum limits for the number of shares to be tendered is 15,527,400 shares, (shareholding ratio: 45.00%). Also, in order to smoothly continue the business of FDK, Fujitsu signed a license agreement with FDK today, under which FDK can use trademark and symbol mark, etc. owned by Fujitsu even after consummation of the settlement of the Tender Offer.

(Note 4) "Tender Offeror Group" refers to the Tender Offeror and the Tender Offeror's six subsidiaries.

The purpose of the Tender Offer is that the Tender Offeror will acquire 15,527,400 shares of FDK Shares (shareholding ratio: 45.00%) (hereinafter "Shares to be Acquired"), which are part of 20,295,422 shares of FDK shares (shareholding ratio: 58.82%) held by Fujitsu and make FDK an equity-method affiliate. It is not intended to result in the delisting of FDK Shares, and FDK Shares are expected to remain listed on the Tokyo Stock Exchange's Standard Market after consummation of the Tender Offer. Therefore, the maximum and the minimum limits of the shares to be purchased has been set at 15,527,400 shares (shareholding ratio: 45.00%). If the total number of FDK Shares tendered in response to the Tender Offer (hereinafter "Tendered Share Certificate, etc.") exceeds the maximum number of shares to be purchased, the Tender Offeror will not purchase all or a part of the excess TDK Shares. Instead, the Tender Offeror shall acquire share certificates, etc., and effect other settlement procedures for their purchase, etc., using the pro rata method specified in Article 27-13, Paragraph 5 of the Financial Instruments and Exchange Act and Article 32 of the Cabinet Ordinance with respect to Disclosure of a Tender Offer for Share Certificates, etc. by an Offeror other than the Issuing Company. If the total number of the Tendered Share Certificates, etc. is less than the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. If any shareholder other than Fujitsu tenders FDK shares, the Tender Offeror might not be able to purchase all of the Shares to be Acquired. There is no agreement between Fujitsu and the Tender Offeror as to the treatment of the Shares to be Acquired which might not be able to be sold. Also, as to the policy for the sale of FDK Shares which would be continued to be owed by Fujitsu if the FDK shares might not be sold through the Tender Offer, Fujitsu would thoroughly consider in accord with such FDK shares, and no decision has been made at this time.

2. Outline of FDK

(1)	Company Name	FDK CORPORATION	
(2)	Address	1-6-41 Konan, Minato-ku, Tokyo, Japan	
(3)	Representative	Ryo Nagano, President	
(4)	Business Description	Manufacture and sales of batteries, rechargeable batteries, and electronic components and devices, as well as their applied products.	
(5)	Capital	31,709 million yen (as of December 31, 2024)	
(6)	Date Established	February 7, 1950	
(7)	Major Shareholders and Percentage of Shares Held (as of September 30, 2024) (Note)	Fujitsu Limited	58.82%
		MSIP CLIENT SECURITIES	4.70%
		Custody Bank of Japan, Ltd. (Trust Account)	0.81%
		JPMorgan Securities Japan Co., Ltd.	0.63%
		Ueda Yagi Tanshi Co., Ltd.	0.58%
		JP MORGAN CHASE BANK 38578	0.47%
		Rakuten Securities, Inc.	0.46%
		FDK Business Partner Shareholding Association	0.45%
		Takashi Tanaka	0.41%
		Matsui Securities Co., Ltd.	0.37%
(8)	Relationship between the Parties		
	Capital	As of today, Fujitsu owns 20,295,422 shares in FDK (ownership ratio: 58.82%).	
	Personnel	Four people from Fujitsu serve as directors of FDK, including one who concurrently serves as an officer/employee of Fujitsu.	
	Business	FDK delivers some of its products to Fujitsu while purchasing Fujitsu's products and receiving Fujitsu's services.	
	Status of related parties	FDK is a consolidated subsidiary of Fujitsu and, therefore, is a related party of Fujitsu.	
(9)	Consolidated financial performance and consolidated financial condition in the most recent three fiscal years (unit: million yen)		

Fiscal year ended	March 31, 2022	March 31, 2023	March 31, 2024
Net assets	12,460	13,196	15,645
Total assets	46,903	47,130	51,556
Net assets per share (yen)	360.92	382.26	450.45
Net sales	61,456	62,784	62,676
Operating profit	2,083	789	568

Ordinary profit	1,968	851	720
Profit attributable to owners of parent	740	318	120
Earnings per share (yen)	21.47	9.22	3.50
Dividends per share (yen)	-	-	-

(Note) "(7) Major shareholders and percentage of shares held (as of September 30, 2024)" are based on the status of major shareholders described in FDK's 96th first-half financial report submitted on November 5, 2024.

3. Outline of the Tender Offeror

(1)	Company Name	SILITECH TECHNOLOGY CORPORATION	
(2)	Address	No.73, Kuirou Shan Rd., Tamsui Dist., New Taipei City 25144, Taiwan (R.O.C.)	
(3)	Representative	Yu-Heng Chiao, Chairman	
(4)	Business Description	Manufacture and sale of electronic components	
(5)	Capital	680 million New Taiwan dollars / 3,155 million yen (Note) (as of February 13,2024)	
(6)	Date Established	October 26, 2001	
(7)	Major Shareholders and Percentage of Shares held (as of April 6, 2024)	Walsin Technology Corporation	25.00%
		Lite-On Technology Corporation	17.21%
		David W.H. Lee	3.11%
		Hsiu-Shih Chen	3.06%
		Dabaoying Company Limited	2.36%
		Ya-Ping Chen	1.07%
		Barclays Capital Securities Limited--Barclays Capital Securities Limited SBL/PB(MTA)	0.90%
		Chien-Kuo Lo	0.74%
		Tang-Yuan Chang	0.61%
		Te-Chun Lien	0.56%
(8)	Relationship between the Parties		
	Capital	N/A	
	Personnel	N/A	
	Business	N/A	
	Status of related parties	N/A	

(Note) The amount is converted into Japanese yen at 1 New Taiwan Dollar = 4.64 yen, which is the reference exchange rate announced by Mizuho Bank, Ltd. as of February 10, 2025.

4. Number of Shares to Be Tendered, Tender Offer Price, and Status of Shares Held before and after the Tender Offer

(1)	Number of Shares Held Before the Tender Offer	20,295,422 shares (Number of voting rights: 202,954) (Percentage of voting rights held: 58.92%) (Note 1)
(2)	Number of Shares to Be Tendered	20,295,422 shares (Note 2) (Number of voting rights: 202,954) (Percentage of voting rights held: 58.92%)
(3)	Transfer Price (plan)	Approximately 6,754 million yen (Note 3)
(4)	Number of Shares Held After the Tender Offer	4,768,022 shares (Number of voting rights: 4,768) (Note 4) (Percentage of voting rights held: 13.84%)

(Note 1) The percentage of voting rights held is a percentage of 344,460, the total number of voting rights held by all shareholders as of September 30, 2024, as stated in FDK's 96th first-half financial report submitted on November 5, 2024 (the value is rounded off to two decimal places). The same applies hereinafter.

(Note 2) Fujitsu will tender all of FDK shares held by Fujitsu to the Tender Offer. Since the maximum and minimum limits of the Tender Offer are set at 15,527,400 shares (shareholding ratio: 45.00%), even if the Tender Offer is successful, the number of shares actually purchased will not exceed 15,527,400 shares (shareholdings ratio: 45.00%).

(Note 3) The transfer price (plan) assumes consummation of the Tender Offer and 15,527,400 shares (shareholding ratio: 45.00%) of the FDK Shares being purchased, which is the maximum number of FDK shares to be purchased out of all the TDK Shares tendered by Fujitsu.

(Note 4) The number of shares held after the Tender Offer assumes consummation of the Tender Offer and 15,527,400 shares (shareholdings ratio: 45.00%) of the FDK Shares being purchased, which is the maximum number of FDK shares to be purchased out of all the TDK Shares tendered by Fujitsu.

5. Schedule of the Tender Offer

(1)	Date of Resolution by the Board of Directors	February 12, 2025
(2)	Date of Conclusion of the Tender Offer Agreement	February 12, 2025
(3)	Period of the Tender Offer	From February 13, 2025 to March 13, 2025
(4)	Announcement of Tender Offer Results	March 14, 2025

(5)	Date of Commencement of Settlement	March 21, 2025

6. Future Outlook

Consummation of the Tender Offer will result in FDK's removal from the scope of Fujitsu's consolidation and equity-method accounting. This is expected to have a minimal impact on Fujitsu's consolidated financial results. If it becomes clear that the impact will be significant, Fujitsu will promptly make an announcement to that effect.

Press Contacts:

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About Fujitsu

Fujitsu's purpose is to make the world more sustainable by building trust in society through innovation. As the digital transformation partner of choice for customers in over 100 countries, our 124,000 employees work to resolve some of the greatest challenges facing humanity. Our range of services and solutions draw on five key technologies: Computing, Networks, AI, Data & Security, and Converging Technologies, which we bring together to deliver sustainability transformation. Fujitsu Limited (TSE:6702) reported consolidated revenues of 3.7 trillion yen (US$26 billion) for the fiscal year ended March 31, 2024 and remains the top digital services company in Japan by market share. Find out more: www.fujitsu.com.