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August 27, 2024

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(Amendment) Notice Regarding Amendments to “Notice Regarding Commencement of Tender Offer for Shares of PCI Holdings, Inc. (Securities Code: 3918) and Execution of Capital and Business Alliance Agreement with PCI Holdings, Inc.” and Public Notice of Commencement of Tender Offer

Restar Corporation (the “Tender Offeror”), at a meeting of the Board of Directors held on August 9, 2024, resolved to acquire the ordinary shares of PCI Holdings, Inc. (securities code: 3918, listed on the Standard Market of the Tokyo Stock Exchange, Inc.; the “Target Company”) (the “Target Company Shares”), through a tender offer (the “Tender Offer”) in accordance with the provisions of the Financial Instruments and Exchange Act (Act No. 25 of 1948, including subsequent amendments; the “Act”), and has been conducting the Tender Offer since August 13, 2024. However, in accordance with: (i) the fact that the Tender Offeror completed its confirmation of share certificates, etc., of the Target Company held by specially related parties on August 26, 2024, and the number of voting rights pertaining to share certificates, etc., owned by specially related parties before the purchase, etc., and the ownership ratio of share certificates, etc., before the purchase, etc., which are required to be stated, were identified; and (ii) the fact that the Tender Offeror received a “notification of non-issuance of cease and desist order” dated August 21, 2024, as well as a “notification of shortening of prohibition period” dated the same date from the Japan Fair Trade Commission on August 22, 2024, meaning that some of the matters stated required amendment, on August 27, 2024, the Tender Offeror submitted an amended statement for the tender offer statement to the Director-General of the Kanto Finance Bureau, pursuant to the provisions of Article 27-8, paragraph (2) of the Act, in order to make partial amendments to the matters stated in the tender offer statement submitted on August 13, 2024 (including matters amended based on the amended statement for the tender offer statement submitted on August 21, 2024) and its accompanying document, the public notice of the commencement of a tender offer, dated August 13, 2024, and to newly submit these notifications as accompanying documents.

As a result, the Tender Offeror hereby announces amendments to the content of “Notice Regarding Commencement of Tender Offer for Shares of PCI Holdings, Inc. (Securities Code: 3918) and Execution of Capital and Business Alliance Agreement with PCI Holdings, Inc.,” dated August 9, 2024, as follows.

Note, these amendments do not change the terms of the purchase, etc., as defined in Article 27-3, paragraph (2), item (i) of the Act. Amended parts are underlined.

I. Amendments to the Press Release Concerning Commencement of the Tender Offer

2. Outline of the Purchase, etc.

(6) Change in the Ownership Ratio of Share Certificates, etc. as a Result of the Purchase, etc.

(Before amendment)

Number of voting rights pertaining to share certificates, etc., owned by the Tender Offeror before the purchase, etc.	5,850	(Ownership ratio of share certificates, etc., before the purchase, etc.: 5.83%)
Number of voting rights pertaining to share certificates, etc., owned by specially related parties before the purchase, etc.	=	(Ownership ratio of share certificates, etc., before the purchase, etc.: 0.00%)
Number of voting rights pertaining to share certificates, etc., to be owned by the Tender Offeror after the purchase, etc.	50,650	(Ownership ratio of share certificates, etc., after the purchase, etc.: 50.50%)
Number of voting rights pertaining to share certificates, etc., to be owned by specially related parties after the purchase, etc.	–	(Ownership ratio of share certificates, etc., after the purchase, etc.: 0.00%)
Number of voting rights of all shareholders of the Target Company	98,985	

(Note 1) The "number of voting rights pertaining to share certificates, etc., to be owned by the Tender Offeror after the purchase, etc." refers to the number of voting rights obtained by adding the number of voting rights (44,800) pertaining to share certificates, etc., to be purchased in the Tender Offer (4,480,000 shares) and the "number of voting rights pertaining to share certificates, etc., owned by the Tender Offeror before the purchase, etc." (5,850).

(Note 2) The "number of voting rights of all shareholders of the Target Company" refers to the number of voting rights of all shareholders as of March 31, 2024, as stated in the Target Company's Second Quarter Report. However, because shares constituting less than one unit (excluding treasury stock held by the Target Company) and Target Company Shares that may be issued upon exercise of the Stock Acquisition Rights are also subject to purchase, etc., in the Tender Offer, when calculating the "ownership ratio of share certificates, etc., after the purchase, etc.," the number of voting rights (100,291) pertaining to the Total Number of Shares Adjusted for Dilutive Shares (10,029,105 shares) is used as the denominator. However, if the Stock Acquisition Rights are not exercised by the last day of the Tender Offer Period, the "ownership ratio of share certificates, etc., after the purchase, etc." in relation to the "number of voting rights pertaining to share certificates, etc., to be owned by the Tender Offeror after the purchase, etc." calculated using the number of voting rights (99,047) pertaining to the Total Base Number of Shares (9,904,705 shares) as the denominator will be 51.14%.

(Note 3) The "ownership ratio of share certificates, etc., before the purchase, etc." and the "ownership ratio of share certificates, etc., after the purchase, etc." are rounded to two decimal places.

(Amended)

Number of voting rights pertaining to share certificates, etc., owned by the Tender Offeror before the purchase, etc.	5,850	(Ownership ratio of share certificates, etc., before the purchase, etc.: 5.83%)
Number of voting rights pertaining to share certificates, etc., owned by specially related parties before the purchase, etc.	<u>536</u>	(Ownership ratio of share certificates, etc., before the purchase, etc.: <u>0.53%</u>)
Number of voting rights pertaining to share certificates, etc., to be owned by the Tender Offeror after the purchase, etc.	50,650	(Ownership ratio of share certificates, etc., after the purchase, etc.: 50.50%)

Number of voting rights pertaining to share certificates, etc., to be owned by specially related parties after the purchase, etc.	–	(Ownership ratio of share certificates, etc., after the purchase, etc.: 0.00%)
Number of voting rights of all shareholders of the Target Company	98,985	

(Note 1) The "number of voting rights pertaining to share certificates, etc., owned by specially related parties before the purchase, etc." and the "number of voting rights pertaining to share certificates, etc., to be owned by specially related parties after the purchase, etc." refer to the total number of voting rights pertaining to share certificates, etc., owned by each specially related party (however, of the specially related parties, this excludes persons excluded from the specially related parties in accordance with Article 3, paragraph (2), item (i) of the Cabinet Office Order when calculating the ownership ratio of share certificates, etc., under each item of Article 27-2, paragraph (1) of the Act). Provided, however, that the "number of voting rights pertaining to share certificates, etc., to be owned by specially related parties after the purchase, etc." is not stated because share certificates, etc., owned by specially related parties are also subject to purchase, etc., in the Tender Offer.

(Note 2) The "number of voting rights pertaining to share certificates, etc., to be owned by the Tender Offeror after the purchase, etc.?" refers to the number of voting rights obtained by adding the number of voting rights (44,800) pertaining to share certificates, etc., to be purchased in the Tender Offer (4,480,000 shares) and the "number of voting rights pertaining to share certificates, etc., owned by the Tender Offeror before the purchase, etc." (5,850).

(Note 3) The "number of voting rights of all shareholders of the Target Company" refers to the number of voting rights of all shareholders as of March 31, 2024, as stated in the Target Company's Second Quarter Report. However, because shares constituting less than one unit (excluding treasury stock held by the Target Company) and Target Company Shares that may be issued upon exercise of the Stock Acquisition Rights are also subject to purchase, etc., in the Tender Offer, when calculating the "ownership ratio of share certificates, etc., after the purchase, etc.," the number of voting rights (100,291) pertaining to the Total Number of Shares Adjusted for Dilutive Shares (10,029,105 shares) is used as the denominator. However, if the Stock Acquisition Rights are not exercised by the last day of the Tender Offer Period, the "ownership ratio of share certificates, etc., after the purchase, etc." in relation to the "number of voting rights pertaining to share certificates, etc., to be owned by the Tender Offeror after the purchase, etc." calculated using the number of voting rights (99,047) pertaining to the Total Base Number of Shares (9,904,705 shares) as the denominator will be 51.14%.

(Note 4) The "ownership ratio of share certificates, etc., before the purchase, etc." and the "ownership ratio of share certificates, etc., after the purchase, etc." are rounded to two decimal places.

(9) Other Conditions and Methods of Purchase, etc.

(II) Conditions for Withdrawal, etc., of the Tender Offer, Details Thereof, and Method of Disclosure of Withdrawal, etc.

(Before amendment)

The Tender Offeror may withdraw, etc., the Tender Offer if any circumstances arise as set forth in Article 14, paragraph (1), item (i) (a) through (j) and (m) through (s), item (iii) (a) through (h) and (j), item (iv), and Article 14, paragraph (2), items (iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; including subsequent amendments; the "Order"). Furthermore, the "facts equivalent to those set forth in sub-items (a) through (i)" set forth in Article 14, paragraph (1), item (iii) (j) of the Order refer to (i) cases where it is found that a statutory disclosure document submitted by the Target Company in the past contains a false statement with respect to a material matter or omits a material statement that should be stated, and (ii) cases where any of the facts listed in (a) through (g) of the same item occur at a material subsidiary of the Target Company.

In addition, the Tender Offeror may withdraw, etc., the Tender Offer for not having obtained "permission, etc." as set forth in Article 14, paragraph (1), item (iv) of the Order if any of the following cases occur in relation to the advance notification submitted by the Tender Offeror to the Japan Fair Trade Commission as provided for in Article 10, paragraph (2) of the Antimonopoly Act by the day prior to the expiration date of the Tender Offer Period (including any extensions thereof): (i) if the Tender Offeror receives advance notification of a cease and desist order from the Japan Fair Trade Commission ordering the disposal of all or part of the Target Company Shares, or the transfer or other equivalent disposal of its businesses; (ii) if the measures period has

not expired; or (iii) if the Tender Offeror receives a petition for an emergency suspension order from a court as a party that is suspected of violating the provisions of Article 10, paragraph (1) of the Antimonopoly Act.

In the case of withdrawal, etc., electronic public notice will be made and a notice to that effect will be published in the Nihon Keizai Shimbun. However, if it is difficult to give public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by a method stipulated in Article 20 of the Cabinet Office Order and give public notice immediately thereafter.

(Amended)

The Tender Offeror may withdraw, etc., the Tender Offer if any circumstances arise as set forth in Article 14, paragraph (1), item (i) (a) through (j) and (m) through (s), item (iii) (a) through (h) and (j), and Article 14, paragraph (2), items (iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; including subsequent amendments; the “Order”). Furthermore, the “facts equivalent to those set forth in sub-items (a) through (i)” set forth in Article 14, paragraph (1), item (iii) (j) of the Order refer to (i) cases where it is found that a statutory disclosure document submitted by the Target Company in the past contains a false statement with respect to a material matter or omits a material statement that should be stated, and (ii) cases where any of the facts listed in (a) through (g) of the same item occur at a material subsidiary of the Target Company.

In the case of withdrawal, etc., electronic public notice will be made and a notice to that effect will be published in the Nihon Keizai Shimbun. However, if it is difficult to give public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by a method stipulated in Article 20 of the Cabinet Office Order and give public notice immediately thereafter.

II. Amendments to the Public Notice of Commencement of Tender Offer Dated August 13, 2024

2. Details of the Tender Offer

(11) Other Conditions and Methods of Purchase, etc.

(II) Conditions for Withdrawal, etc., of the Tender Offer, Details Thereof, and Method of Disclosure of Withdrawal, etc.

(Before amendment)

The Tender Offeror may withdraw, etc., the Tender Offer if any circumstances arise as set forth in Article 14, paragraph (1), item (i) (a) through (j) and (m) through (s), item (iii) (a) through (h) and (j), item (iv), and Article 14, paragraph (2), items (iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; including subsequent amendments; the “Order”). Furthermore, the “facts equivalent to those set forth in sub-items (a) through (i)” set forth in Article 14, paragraph (1), item (iii) (j) of the Order refer to (I) cases where it is found that a statutory disclosure document submitted by the Target Company in the past contains a false statement with respect to a material matter or omits a material statement that should be stated, and (II) cases where any of the facts listed in (a) through (g) of the same item occur at a material subsidiary of the Target Company.

In addition, the Tender Offeror may withdraw, etc., the Tender Offer for not having obtained “permission, etc.” as set forth in Article 14, paragraph (1), item (iv) of the Order if any of the following cases occur in relation to the advance notification submitted by the Tender Offeror to the Japan Fair Trade Commission as provided for in Article 10, paragraph (2) of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, including subsequent amendments; the “Antimonopoly Act”) by the day prior to the expiration date of the Tender Offer Period (including any extensions thereof): (I) if the Tender Offeror receives advance notification of a cease and desist order from the Japan Fair Trade Commission ordering the disposal of all or part of the Target Company Shares, or the transfer or other equivalent disposal of its businesses; (II) if the measures period when advance notification of a cease and desist order should be issued pursuant to the same has not expired; or (III) if the Tender Offeror receives a petition for an emergency suspension order from a court as a party that is suspected of violating the provisions of Article 10, paragraph (1) of the Antimonopoly Act.

In the case of withdrawal, etc., electronic public notice will be made and a notice to that effect will be published in the Nihon

Keizai Shimbun. However, if it is difficult to give public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by a method stipulated in Article 20 of the Cabinet Office Order and give public notice immediately thereafter.

(Amended)

The Tender Offeror may withdraw, etc., the Tender Offer if any circumstances arise as set forth in Article 14, paragraph (1), item (i) (a) through (j) and (m) through (s), item (iii) (a) through (h) and (j), and Article 14, paragraph (2), items (iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; including subsequent amendments; the "Order"). Furthermore, the "facts equivalent to those set forth in sub-items (a) through (i)" set forth in Article 14, paragraph (1), item (iii) (j) of the Order refer to (I) cases where it is found that a statutory disclosure document submitted by the Target Company in the past contains a false statement with respect to a material matter or omits a material statement that should be stated, and (II) cases where any of the facts listed in (a) through (g) of the same item occur at a material subsidiary of the Target Company.

In the case of withdrawal, etc., electronic public notice will be made and a notice to that effect will be published in the Nihon Keizai Shimbun. However, if it is difficult to give public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by a method stipulated in Article 20 of the Cabinet Office Order and give public notice immediately thereafter.