

Cover Sheet

Submitted Document	Amendment to Tender Offer Registration Statement
Government Agent to Receive Filing	Director of the Kanto Finance Bureau
Submission Date	July 9, 2020
Name of Submitting Party	K.K. BCJ-44
Address or Location of Submitting Party	Palace Building 5F, 1-1-1, Marunouchi, Chiyoda-ku, Tokyo
Nearest Point of Contact	Palace Building 5F, 1-1-1, Marunouchi, Chiyoda-ku, Tokyo
Phone Number	+81-3-6212-7070
Name of Administrative Contact	Yuji Sugimoto, Representative Director
Name of agent	Not applicable.
Address or Address of Agent	Not applicable.
Nearest Point of Contact	Not applicable.
Phone Number	Not applicable.
Name of Administrative Contact	Not applicable.
Place for public inspection	K.K. BCJ-44 (Palace Building 5F, 1-1-1, Marunouchi, Chiyoda-ku, Tokyo) Tokyo Stock Exchange, Inc. (2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo)

(Note 1) In this Statement, the “Offeror” means K.K. BCJ-44.

(Note 2) In this Statement, the “Target” means Nichiigakkan Co., Ltd.

(Note 3) In this Statement, the “Act” means the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

(Note 4) In this Statement, “Share Certificates, Etc.” means rights pertaining to shares etc.

(Note 5) In this Statement, “Business Day” means any day other than a day set out in any item of Article 1, paragraph (1) of the Act on Holidays of Administrative Organs (Act No. 91 of 1988, as amended).

(Note 6) Unless otherwise provided, any reference in this Statement to a number of days or a date and time means the number of days or the date and time in Japan.

(Note 7) The tender offer for which this Statement is being submitted (the “Tender Offer”) will be conducted in compliance with the procedures and information disclosure standards set out in the Act, but those procedures and standards are not necessarily the same as the procedures and information disclosure standards in the United States. In particular, the Tender Offer is not subject to Section 13(e) or Section 14(d) of the United States Securities Exchange Act of 1934 (as amended, the “United States Securities Exchange Act of 1934”) or the rules set out thereunder, and the Tender Offer will not be conducted in line with those procedures or standards. All of the financial data included in this Statement is in accordance with the accounting standards of Japan and not those of the United States, and not necessarily equivalent to

the financial information of a company in the United States. The Offeror is a corporation that has been established outside of the United States and the directors of the Offeror reside outside of the United States, so it may be difficult to exercise any rights or make any demands under the federal securities laws of the United States. It also may be impossible to commence legal proceedings against a corporation that is based outside of the United States or its directors in a court outside of the United States on the grounds of a violation of the federal securities laws of the United States. Additionally, the jurisdiction of a United States court over a corporation that is based outside of the United States, or subsidiaries of such a corporation may not be recognized.

(Note 8) Unless otherwise provided, all of the procedures concerning the Tender Offer will be conducted in the Japanese language. All or some of the documents related to the Tender Offer are prepared in the English language, and if there is a discrepancy between that English language document and the corresponding Japanese language document, the Japanese language document will prevail.

(Note 9) Statements that constitute “forward-looking statements” as defined in Section 27A of the Securities Act of 1933 of the United States (as amended) and Section 21E of the United States Securities Exchange Act of 1934 are included in statements in this Statement. There may be a significant difference between actual results and the express or implied predictions, etc. made as “forward-looking statements” due to known or unknown risks, uncertainties, and other factors. None of the Offeror and its affiliates guarantee that any express or implied prediction, etc. made as a “forward-looking statements” will ultimately be correct. The “forward-looking statements” in this Statement have been prepared based on information that is available to the Offeror as of the submission date of this Statement, and unless required by applicable laws and regulations or rules of securities exchanges, none of the Offeror and any of its affiliates has an obligation to update or correct those statements in order to reflect future events or circumstances.

(Note 10) The Offeror, financial advisors of the Offeror and the Target, and the tender offer agent (including Affiliates thereof) might, before the commencement of the Tender Offer or during the purchase period of the Tender Offer (the “Tender Offer Period”), purchase by means other than the Tender Offer or conduct an act aimed at such a purchase of shares of the Target on its own account or the account of its client to the extent permitted by Japanese laws related to financial instruments transactions and other applicable laws and regulations in the scope of its ordinary business and in accordance with the requirements of Rule 14e-5(b) of the United States Securities Exchange Act of 1934. If information regarding such a purchase is disclosed in Japan, that information will also be disclosed in the English language on a website of the person that conducted that purchase (or by another disclosure method).

1. Reason for filing of Amendment to Tender Offer Registration Statement

This Amendment to Tender Offer Registration Statement is filed in accordance with Article 27-8, Paragraph 2 of the Act with regard to the Tender Offer Registration Statement filed as of May 11, 2020 (including the matters amended by the Amendment to the Tender Offer Registration Statement filed as of May 19, 2020, June 22, 2020 and June 25, 2020, respectively), in order to amend part of the descriptions in the Tender Offer Registration Statement as the Offeror has decided to extend the Tender Offer Period to 59 business days in total by extending the last day of the Tender Offer Period to August 3, 2020, and the event of the Target's acquisition without contribution of the performance target commitment-based restricted shares which part of the Tendering Shareholders owned has occurred.

2. Matters to be Amended

A. Tender Offer Registration Statement

I. Terms of the Tender Offer

3. Purpose of the Purchase

(1) Overview of the Tender Offer

(5) Policy of Reorganization After the Tender Offer (Matters Concerning So-Called Two-Step Acquisition)

(ii) Consolidation of Shares

4. Purchase Period, Purchase Price, and Number of Share Certificates, Etc. to be Purchased

(1) Purchase Period

(i) Initial Tender Offer Period as of the date of this Statement

(2) Purchase Price

10. Method of Settlement

(2) Commencement Date of the Settlement

B. Attachment to Tender Offer Registration Statement

3. Description Before and After Amendment

Amended portions are underlined.

A. Tender Offer Registration Statement

I. Terms of the Tender Offer

3. Purpose of the Purchase

(1) Overview of the Tender Offer

(Before Amendment)

[Omitted]

Further, in making the Tender Offer, the Offeror executed tender offer agreements (the “**Tender Agreements**”) dated May 8, 2020 with each of Mr. Mori, President and Representative Director of the Target, (number of shares owned (Note 4): 55,508 shares, number of Stock Acquisition Rights owned: 67,500 stock acquisition rights (number of underlying shares: 67,500 shares), ownership ratio (Note 5): 0.19%), Mr. Daisuke Terada, who is a relative of Former Chairman Terada and Vice President and Representative Director of the Target, (number of shares owned: 4,699,124 shares, number of Stock Acquisition Rights owned: 105,900 stock acquisition rights (number of underlying shares: 105,900 shares), ownership ratio: 7.30%), Mr. Tsuyoshi Terada, who is a relative of Former Chairman Terada and a Managing Director of the Target, (number of shares owned: 3,581,724 shares, number of Stock Acquisition Rights owned: 38,600 stock acquisition rights (number of underlying shares: 38,600 shares), ownership ratio: 5.50%), Ms. Kuniko Terada, who is a relative of Former Chairman Terada, (number of shares owned: 5,074 shares, ownership ratio: 0.01%), Mr. Keisuke Terada, who is a relative of Former Chairman Terada, (number of shares owned: 2,737,174 shares, ownership ratio: 4.16%), Ms. Ayako Terada, who is a relative of Former Chairman Terada, (number of shares owned: 688,100 shares, ownership ratio: 1.05%), Ms. Akemi Takato, who is a relative of Former Chairman Terada, (number of shares owned: 698,249 shares, ownership ratio: 1.06%), and Yugen Kaisha Meiko (“**Meiko**”), which is an asset management company all of whose issued shares are owned by Mr. Keisuke Terada and Ms. Ayako Terada, (number of shares owned: 82,800 shares, ownership ratio: 0.13%) (collectively, the “**Tendering Shareholders**”), and the Tendering Shareholders agreed to tender in the Tender Offer all of the Target Shares and the Stock Acquisition Rights they own (excluding 39,650 shares with restrictions on transfer owned by Mr. Mori, 19,975 shares with restrictions on transfer owned by Mr. Daisuke Terada and 9,625 shares with restrictions on transfer owned by Tsuyoshi Terada, which constitute stock compensation with restrictions on transfer that have been allocated to Mr. Daisuke Terada and Mr. Tsuyoshi Terada as directors of the Target) (Target Shares: 12,478,503 shares, number of Stock Acquisition Rights: 212,000 stock acquisition rights (number of underlying shares: 212,000 shares), ownership ratio: 19.28%) (the “**Shares Etc. Agreed to be Tendered**”). For more information on the Tender Agreements, please refer to “(i) Tender Agreements” in “(3) Material Agreements Concerning the Tender Offer” below.

[Omitted]

Thereafter, on June 22, 2020, the Offeror decided to extend the last day of the purchase period to July 9, 2020 in order to provide with the shareholders of the Target an opportunity for decision-making, considering the fact that the market price of the shares of the Target kept moving above the Tender Offer Price. As of the date of this Amendment, the Offeror doesn’t consider changing the Tender Offer Price or the Stock Acquisition Rights Purchase Prices.

(After Amendment)

[Omitted]

Further, in making the Tender Offer, the Offeror executed tender offer agreements (the “**Tender Agreements**”) dated May 8, 2020 with each of Mr. Mori, President and Representative Director of the Target, (number of shares owned (Note 4): 55,508 shares, number of Stock Acquisition Rights owned: 67,500 stock acquisition rights (number of underlying shares: 67,500 shares), ownership ratio (Note 5): 0.19%), Mr. Daisuke Terada, who is a relative of Former Chairman Terada and Vice President and Representative Director of the Target, (number of shares owned: 4,699,124 shares, number of Stock Acquisition Rights owned: 105,900 stock acquisition rights (number of underlying shares: 105,900 shares), ownership ratio: 7.30%), Mr. Tsuyoshi Terada, who is a relative of Former Chairman Terada and a Managing Director of the Target, (number of shares owned: 3,581,724 shares, number of Stock Acquisition Rights owned: 38,600 stock acquisition rights (number of underlying shares: 38,600 shares), ownership ratio: 5.50%), Ms. Kuniko Terada, who is a relative of Former Chairman Terada, (number of shares owned: 5,074 shares, ownership ratio: 0.01%), Mr. Keisuke Terada, who is a relative of Former Chairman Terada, (number of shares owned: 2,737,174 shares, ownership ratio: 4.16%), Ms. Ayako Terada, who is a relative of Former Chairman Terada, (number of shares owned: 688,100 shares, ownership ratio: 1.05%), Ms. Akemi Takato, who is a relative of Former Chairman Terada, (number of shares owned: 698,249 shares, ownership ratio: 1.06%), and Yugen Kaisha Meiko (“**Meiko**”), which is an asset management company all of whose issued shares are owned by Mr. Keisuke Terada and Ms. Ayako Terada, (number of shares owned: 82,800 shares, ownership ratio: 0.13%) (collectively, the “**Tendering Shareholders**”), and the Tendering Shareholders agreed to tender in the Tender Offer all of the Target Shares and the Stock Acquisition Rights they own (excluding 39,650 shares with restrictions on transfer owned by Mr. Mori, 19,975 shares with restrictions on transfer owned by Mr. Daisuke Terada and 9,625 shares with

restrictions on transfer owned by Tsuyoshi Terada, which constitute stock compensation with restrictions on transfer that have been allocated to Mr. Daisuke Terada and Mr. Tsuyoshi Terada as directors of the Target. According to the Target, the Target plans to acquire without contribution as of August 3, 2020, 13,825 shares with restrictions on transfer owned by Mr. Mori, 6,625 shares with restrictions on transfer owned by Mr. Daisuke Terada, and 3,125 shares with restrictions on transfer owned by Mr. Tsuyoshi Terada, which are the performance target commitment-based restricted shares, in accordance with the share allotment agreements with Mr. Mori, Mr. Daisuke Terada and Mr. Tsuyoshi Terada. (Target Shares: 12,478,503 shares, number of Stock Acquisition Rights: 212,000 stock acquisition rights (number of underlying shares: 212,000 shares), ownership ratio: 19.28%) (the “**Shares Etc. Agreed to be Tendered**”). For more information on the Tender Agreements, please refer to “(i) Tender Agreements” in “(3) Material Agreements Concerning the Tender Offer” below.

[Omitted]

Thereafter, on June 22, 2020, the Offeror decided to extend the last day of the purchase period to July 9, 2020 in order to provide with the shareholders of the Target an opportunity for decision-making, considering the fact that the market price of the shares of the Target kept moving above the Tender Offer Price (the “**First Extension**”), and further, on July 9, 2020, the Offeror decided to extend the last day of the purchase period to August 3, 2020 for the same reason. As of both June 22, 2020, when the Offeror decided the **First Extension**, and the date of this Amendment, respectively, the Offeror doesn’t consider changing the Tender Offer Price or the Stock Acquisition Rights Purchase Prices.

(5) **Policy of Reorganization After the Tender Offer (Matters Concerning So-Called Two-Step Acquisition)**

(ii) **Consolidation of Shares**

(Before Amendment)

If the total number of voting rights owned by the Offeror and Meiwa (wholly-owned subsidiary corporation of a special controlling shareholder) after the completion of the Tender Offer is less than 90% of the voting rights of all shareholders of the Target, the Offeror will, promptly after the completion of the settlement of the Tender Offer and under the provisions of Article 180 of the Companies Act, make a request to the Target to hold an extraordinary shareholders meeting (the “**Extraordinary Shareholders Meeting**”) and to propose as agenda items at the Extraordinary Shareholders Meeting a consolidation of the Target Shares (the “**Share Consolidation**”) and a partial amendment to its Articles of Incorporation to abolish the provision on share units on the condition of the Share Consolidation taking effect.

The Offeror believes it would be preferable for the Extraordinary Shareholders Meeting to be held as soon as possible from the perspective of enhancement of the corporate value of the Target, so the Offeror will make a request to the Target to make an Announcement of Establishment of a Record Date so that the date promptly following the commencement date of the settlement of the Tender Offer (as of the Submission Date, late-July, 2020) will be the record date of the Extraordinary Shareholders Meeting. According to the Target Press Release, if the Target receives such a request from the Offeror, it will comply with that request. It is also expected that the Offeror and Meiwa will approve each of the above proposals at the Extraordinary Shareholders Meeting.

[Omitted]

(After Amendment)

If the total number of voting rights owned by the Offeror and Meiwa (wholly-owned subsidiary corporation of a special controlling shareholder) after the completion of the Tender Offer is less than 90% of the voting rights of all shareholders of the Target, the Offeror will, promptly after the completion of the settlement of the Tender Offer and under the provisions of Article 180 of the Companies Act, make a request to the Target to hold an extraordinary shareholders meeting (the “**Extraordinary Shareholders Meeting**”) and to propose as agenda items at the Extraordinary Shareholders Meeting a consolidation of the Target Shares (the “**Share Consolidation**”) and a partial amendment to its Articles of Incorporation to abolish the provision on share units on the condition of the Share Consolidation taking effect.

The Offeror believes it would be preferable for the Extraordinary Shareholders Meeting to be held as soon as possible from the perspective of enhancement of the corporate value of the Target, so the Offeror will make a request to the Target to make an Announcement of Establishment of a Record Date so that the date promptly following the commencement date of the settlement of the Tender Offer (as of the Submission Date, late-August, 2020) will be the record date of the Extraordinary Shareholders Meeting. According to the Target Press Release, if the Target receives such a request from the Offeror, it will comply with that request. It is also expected that the Offeror and Meiwa will approve each of the above proposals at the Extraordinary Shareholders Meeting.

[Omitted]

4. Purchase Period, Purchase Price, and Number of Share Certificates, Etc. to be Purchased

(1) Purchase Period

(i) Initial Tender Offer Period as of the date of this Statement

(Before Amendment)

Period of Purchase, etc.	From Monday, May 11, 2020 to <u>Thursday, July 9, 2020</u> (44 Business day)
Date of public notice	Monday, May 11, 2020
Newspaper for Public Notice	Electronic public notices will be given, and that fact will be published in the Nihon Keizai Shimbun. Electronic notice address (https://disclosure.edinet-fsa.go.jp/)

(After Amendment)

Period of Purchase, etc.	From Monday, May 11, 2020 to <u>Monday, August 3, 2020</u> (59 Business day)
Date of public notice	Monday, May 11, 2020
Newspaper for Public Notice	Electronic public notices will be given, and that fact will be published in the Nihon Keizai Shimbun. Electronic notice address (https://disclosure.edinet-fsa.go.jp/)

(2) Purchase Price

(Before Amendment)

Process of Calculation	[Omitted]
	(Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer)
	[Omitted]
	(v) Securing Objective Conditions for Ensuring the Fairness of the Tender Offer
	The Offeror has not executed with the Target any agreement including a deal protection provision prohibiting contact by the Target with Counterbidders regarding the Target Shares or any other agreement restricting contact by a counterbidder with the Target. Further, the Offeror has set as the Tender Offer Period involved in the Tender Offer a period of 44 business days, which is longer than the statutory minimum of 20 business days. By setting a comparatively long period as the Tender Offer Period, the Offeror intends

	<p>to ensure an appropriate Tender Offer Price by securing for the Target’s shareholders and the Stock Acquisition Right Holders an appropriate opportunity for decision-making regarding tendering shares in the Tender Offer and securing an opportunity for persons other than Offeror to make counteroffer etc. for the Target Shares.</p> <p>[Omitted]</p>
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(After Amendment)

	<p>[Omitted]</p> <p>(Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures for Ensuring the Fairness of the Tender Offer)</p> <p>[Omitted]</p> <p>(v) Securing Objective Conditions for Ensuring the Fairness of the Tender Offer</p> <p>The Offeror has not executed with the Target any agreement including a deal protection provision prohibiting contact by the Target with Counterbidders regarding the Target Shares or any other agreement restricting contact by a counterbidder with the Target. Further, the Offeror has set as the tender Offer Period involved in the Tender Offer a period of <u>59</u> business days, which is longer than the statutory minimum of 20 business days. By setting a comparatively long period as the Tender Offer Period, the Offeror intends to ensure an appropriate Tender Offer Price by securing for the Target’s shareholders and the Stock Acquisition Right Holders an appropriate opportunity for decision-making regarding tendering shares in the Tender Offer and securing an opportunity for persons other than Offeror to make counteroffer etc. for the Target Shares.</p> <p>[Omitted]</p>
Process of Calculation	

10. Method of Settlement

(2) Commencement Date of the Settlement

(Before Amendment)

July 16, 2020 (Thursday)

(After Amendment)

August 11, 2020 (Tuesday)

B. Attachment to Tender Offer Registration Statement

On July 9, 2020, the Offeror made the public notice electronically of “Public Notice of Amendment to Terms of Tender Offer, Etc.” as the Offeror amended the terms etc. with regard to the Tender Offer. The Offeror attaches the “Public Notice of Amendment to Terms of Tender Offer, Etc.” to the Amendment to the Tender Offer Registration Statement as an amendment to the public notice of the commencement of the Tender Offer. The fact that “Public Notice of Amendment to Terms of Tender Offer, Etc.” was made is expected to be published in the Nihon Keizai Shimbun without delay.