



(Translation)

April 12, 2024

To whom it may concern:

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Notice Concerning Status of the Consultation regarding the Announcement of Scheduled Commencement of Tender Offer for Company's Shares by Brother Industries, Ltd. and the Tender Offer for the Company's Common Shares by XYZ K.K.

As stated in the press release entitled "Notice Concerning Implementation of MBO and Recommendation to Tender" dated February 9, 2024, XYZ K.K. ("XYZ") has commenced a tender offer (the "XYZ Tender Offer") for the common shares of the Company (the "Company's Shares"). However, subsequently, Brother Industries, Ltd. ("Brother Industries") announced on March 13, 2024, that it will commence a tender offer for the Company's Shares (the "Brother Tender Offer").

Following the announcement regarding the scheduled commencement of Brother Tender Offer by Brother Industries, while the Company has provided information necessary for required procedures regarding competition law, etc. upon request of Brother Industries, taking into account the circumstances that the concerns regarding realization of synergies and occurrence of dis-synergies through Brother Tender Offer have not been addressed, the Company has submitted questionnaires regarding such concerns to Brother Industries and held discussions with Brother Industries along with the Company's special committee (the "Special Committee"). The Company will continue to discuss with Brother Industries and carefully consider the proposals regarding Brother Tender Offer.

With regards to XYZ Tender Offer, as stated in the press release entitled "Notice Concerning Change of Opinion Pertaining to the Tender Offer for the Company's Common Shares by XYZ K.K." dated March 26, 2024, the Company has requested Taiyo Pacific Partners L.P., holding all the outstanding shares of XYZ, and its group (collectively, "Taiyo Pacific Partners") to indicate whether they intend to change the terms and conditions of purchase etc. regarding XYZ Tender Offer. As stated in the press release entitled "(Amendment) Notice Concerning Change of Opinion Pertaining to the Tender Offer for the Company's Common Shares by XYZ K.K." dated April 12, 2024, XYZ decided on April 12, 2024, to extend the period for the tender offer to April 26, 2024, resulting for a tender offer period of 52 business days. As stated in the press release entitled "Notice Concerning Change of Opinion Pertaining to the Tender Offer for the Company's Common Shares by XYZ K.K." dated March 26, 2024, the Company's board of directors resolved at its meeting on March 26, 2024, to maintain its opinion in favor of the Tender Offer, but to leave the decision to each of the Company's shareholders as to whether or not to tender their shares in the Tender Offer to the discretion of the Company's shareholders. However, the Company's opinion in favor of the XYZ Tender Offer may be subject to change depending on the status of further discussions Brother Industries and Taiyo Pacific Partners, and terms and conditions of the offer regarding XYZ Tender Offer.

The Company will promptly announce any material progress with regards to each of the above tender offer.

End.

[Soliciting Regulations]

- This press release is intended to publicly announce the XYZ Tender Offer and is not prepared for the purpose of soliciting an offer to sell. When making an offer for sale, etc., please be sure to read the Tender Offer Explanation Statement regarding the XYZ Tender Offer and make the offer at your own discretion. This press release does not constitute a solicitation of an offer to sell or an offer to purchase any securities, nor does it constitute a part thereof, and this press release (or any part hereof) or the fact of its distribution shall not serve as the basis for any contract related to the XYZ Tender Offer, and may not be relied upon when executing any contract.

[Future Outlook]

- This press release includes expressions regarding the future business of the Tender Offeror or other companies, etc., and may include expressions regarding future outlooks such as “expect,” “predict,” “intend,” “plan,” “believe,” or “anticipate.” These expressions are based on the Tender Offeror’s current business outlook and may change depending on future circumstances. The Tender Offeror is not obligated to update the information regarding future outlook to reflect actual business results, various circumstances, changes in conditions, etc.

[U.S. Regulations]

- The XYZ Tender Offer is to be conducted in accordance with the procedures and information disclosure standards stipulated by the Financial Instruments and Exchange Act of Japan, and the procedures and standards therefor are not necessarily the same as those applicable in the United States. Specifically, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended) do not apply to the XYZ Tender Offer, and the XYZ Tender Offer is not necessarily in compliance with the procedures and standards thereunder. The financial information contained in this press release is not necessarily equivalent to the financial statements of U.S. companies. It may be difficult to enforce any right or claim arising under U.S. federal securities laws, because both the Tender Offeror and the Target Company are established outside the United States and none of their directors are U.S. residents. Further, it may be impossible for a shareholder to bring suit in a non-U.S. court against a non-U.S. company or its directors for violations of U.S. federal securities laws. Additionally, non-U.S. entities and their subsidiaries and affiliates may not necessarily be subject to the jurisdiction of U.S. courts.
- There is a possibility that, in the ordinary course of business, financial advisors of the Tender Offeror and the Target Company and the affiliates thereof may, to the extent permitted by the Financial Instruments and Exchange Act of Japan and other applicable laws and regulations and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, on their own or their customers’ account, purchase or take action toward purchasing shares of the Target Company which is unrelated to the XYZ Tender Offer during the period of the tender offer. If information regarding such a purchase is disclosed in Japan, it will be disclosed in the United States in a similar manner.
- The Tender Offeror and its affiliates may, in accordance with the terms of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, to the extent permitted by the Financial Instruments and Exchange Act of Japan and other applicable laws and regulations, purchase or take action toward purchasing shares of the Target Company. If information regarding such a purchase is disclosed in Japan, it will be disclosed in the United States in a similar manner.
- All procedures related to the XYZ Tender Offer will be conducted in the Japanese language. While all or part of the documents in connection with the XYZ Tender Offer may be prepared in English, the Japanese documents shall prevail in the case of any discrepancy between the Japanese documents and the corresponding English documents.
- Statements in this press release include “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as revised) and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may significantly differ from the projections implied or expressly stated in these forward-looking statements due to known or unknown risks, uncertainties, or other factors. Neither the Tender Offeror nor its affiliates guarantee that the results expressed or implied in these forward-looking statements will be achieved. The “forward-looking statements” contained in this press release have been prepared based on the information available to the Tender Offeror as of today, and unless required by laws and regulations, neither the Tender Offeror nor its affiliates are obligated to change or correct the statements made herein in order to reflect future events or circumstances.

[Other Countries]

- Restrictions may be imposed on the announcement, publication, and distribution of this press release in certain countries or regions. In such cases, please be aware of and comply with such restrictions. In countries or regions where the implementation of the XYZ Tender Offer is illegal, even after receipt of this press release, such receipt shall not constitute solicitation of an offer to sell or an offer to buy the shares related to the XYZ Tender Offer, and shall be deemed to have been distributed only for informative purposes