



April 26, 2024

To Whom It May Concern

Company name	Roland DG Corporation
Representative	Kohei Tanabe President, Representative Director (Code 6789 TSE Prime)
Contact	Kazuhiro Ogawa Managing Executive Officer, Division President of Corporate Division (Phone 053-484-1400)
Company name	XYZ K.K.
Representative	Michael King Representative Director

Notice Regarding Changes, etc. to Conditions, etc. of Tender Offer for Shares of Roland DG Corporation (Securities Code: 6789) by XYZ K.K.

XYZ K.K. is announcing today that it has decided to make changes to conditions, etc. to its tender offer for Roland DG Corporation shares, which commenced on February 13, 2024.

End

This document is published pursuant to Article 30.1(4) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; as amended) based on a request from XYZ K.K. (the tender offeror) to Roland DG Corporation (the tender offer target company).

(Attachment)

“Notice Regarding Changes, etc. to Conditions, etc. of Tender Offer for Shares of Roland DG Corporation (Securities Code: 6789)” dated April 26, 2024

April 26, 2024

To Whom It May Concern

Company name XYZ K.K.
Representative Michael King
Representative Director

Notice Regarding Changes, etc. to Conditions, etc. of Tender Offer for Shares of Roland DG Corporation (Securities Code: 6789)

On February 9, 2024, XYZ K.K. (the “Tender Offeror”) decided to acquire common shares (the “Target Company Shares”) of Roland DG Corporation (Securities code: 6789, Tokyo Stock Exchange, Inc. Prime Market, the “Target Company”) by way of tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended. Hereinafter, the “Act”), and it has commenced the Tender Offer from February 13, 2024, but on April 26, 2024, to increase the probability of the successful conclusion of the Tender Offer, the Tender Offeror decided to change the purchase, etc. price per one share of Target Company Shares in the Tender Offer from 5,035 yen to 5,370 yen, and matters that should be amended in some of the matters stated in the tender offer statement submitted on February 13, 2024 (including matters that were corrected in the amendment statements for the tender offer statement submitted on March 7, 2024, March 8, 2024, March 27, 2024, March 29, 2024, and April 12, 2024) arose, therefore an amended statement in connection with the tender offer statement was submitted to the Director-General of the Kanto Local Finance Bureau today based on Article 27-8(2) of the Act in order to amend those. In conjunction with this, pursuant to laws and regulations, the purchase, etc. period in the Tender Offer (the “Period of Purchase”) will be extended to May 15, 2024, which is the day on which ten business days will have elapsed from April 26, 2024 that is the submission date of the amended statement in connection with the tender offer statement, which will make the Period of Purchase a total of 62 business days.

In conjunction with this, we hereby give notice that the details of the “Notice Regarding Commencement of Tender Offer for Shares of Roland DG Corporation (Securities Code: 6789)” announced by the Tender Offeror on February 9, 2024 (including matters amended in the “Notice Regarding Changes, etc. to Conditions, etc. of Tender Offer for Shares of Roland DG Corporation (Securities Code: 6789)” announced on March 27 and April 12, 2024) were amended as follows. Furthermore, the amended locations are underlined.

(3) Period of Purchase

(Before amendment)

From February 13, 2024 (Tuesday) to April 26, 2024 (Friday) (52 business days)

(After amendment)

From February 13, 2024 (Tuesday) to May 15, 2024 (Wednesday) (62 business days)

(4) Purchase, etc. price

(Before amendment)

5,035 yen per common share

(After amendment)

5,370 yen per common share

(6) Settlement commencement date

(Before amendment)

May 8, 2024 (Wednesday)

(After amendment)

May 22, 2024 (Wednesday)

For the specific details of the above, please refer to the amended statement in connection with the tender offer statement submitted by the Tender Offeror on April 26, 2024 regarding changes to the purchase conditions, etc. of the Tender Offer. The amended statement in connection with the tender offer statement is available for public inspection on EDINET (<https://disclosure2.edinet-fsa.go.jp/>).

End

[Soliciting Regulations]

- This press release is intended to publicly announce the 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 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 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 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) the U.S. Securities Exchange Act of 1934 (as amended) do not apply to the Tender Offer, and the 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 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 Tender Offer will be conducted in the Japanese language. While all or part of the documents in connection with the 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 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 Tender Offer, and shall be deemed to have been distributed only for informative purposes only.