



(Translation)

March 7, 2024

To whom it may concern:

Company name: Roland DG Corporation
Name of representative: Kohei Tanabe
President, Representative Director
(Securities code: 6789; TSE Prime Market)
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Division President of Corporate
Division
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(Amendment) Notice Regarding Amendment of Public Notice of Commencement of Tender Offer Following Submission of Amended Statement in Connection with Tender Offer Statement for Shares of Roland DG Corporation by XYZ K.K.

In connection with the Tender Offer Statement dated February 13, 2024 regarding its tender offer for common shares of Roland DG Corporation (the "Company"), XYZ K.K. submitted an Amended Statement in connection with the Tender Offer Statement dated March 7, 2024 to the Director of the Kanto Local Finance Bureau in accordance with Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

The Company hereby announces that the amendments shall be made to the Public Notice of Commencement of Tender Offer dated February 13, 2024 as attached.

End

This material is published pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) at the request of XYZ K.K. (the Offeror) to Roland DG Corporation (the Target Company of the Tender Offer).

(Attachment)

"(Amendment) Notice Regarding Amendment of Public Notice of Commencement of Tender Offer Following Submission of Amended Statement in Connection with the Tender Offer Statement for Shares of Roland DG Corporation (Securities Code: 6789)" dated March 7, 2024

March 7, 2024

To Whom It May Concern

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

(Amendment) Notice Regarding Amendment of Public Notice of Commencement of Tender Offer Following Submission of Amended Statement in Connection with the Tender Offer Statement 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, the “Act”), and it has commenced the Tender Offer from February 13, 2024.

Following the reply from the Ministry of Industry and Tourism of Spain, dated March 6, 2024, that the foreign investment approval regime of Spain’s Law on the Legal Regime of Movements of Capital and Economic Transactions Abroad (Law 19/2003) does not apply to the implementation of the acquisition of the Target Company Shares through the Tender Offer, matters that should be amended in the tender offer statement for this Tender Offer and matters that should be amended in some of the matters stated in the public notice of the commencement of the tender offer attached thereto dated February 13, 2024 arose, so an amended statement in connection with the tender offer statement was submitted to the Director-General of the Kanto Local Finance Bureau on March 7, 2024 based on Article 27-8(2) of the Act in order to amend those.

In conjunction with this, we hereby give notice that the details of the public notice of the commencement of the tender offer dated February 13, 2024 were amended as follows. Furthermore, this amendment is not a change to the purchase conditions, etc. defined in Article 27-3(2)(i) of the Act. The amended portions are underlined.

2. Details of the Tender Offer

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

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

(Before amendment)

The Tender Offer may be withdrawn if any of the matters provided in Article 14(1)(i)(a) through (j), (m) through (s), (iii)(a) through (h), (j), (iv), or Article 14(2)(iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; as amended; the “Order”) arise. The “facts equivalent to those set forth in (a) to (i)” provided for in Article 14(1)(iii)(j) of the Order refer to (i) where a statutory disclosure document submitted by the Target Company is found to contain false statements with respect to a material matter or to omit a material matter that must be included, and the Tender Offeror was unaware of that false statement or omission and could not have learned of that false statement or omission by the application of adequate care, or (ii) where an event provided for in (iii)(a) through (g) arises with respect to a material subsidiary of the Target Company.

If, no later than the day prior to the end date of the Tender Offer Period (including if it is extended), with regard to the advance notification pursuant to the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, if the U.S. Depart of Justice, Antitrust Division and the U.S. Trade Commission issues an injunction, or the waiting

period does not end, the Tender Offer may be withdrawn, etc. due to the circumstances set forth in Article 14(1)(iv) of the Order having arisen. If, no later than the day prior to the end date of the Tender Offer Period (including if it is extended), there is no response to the initial notification under Spain’s Law on the Legal Regime of Movements of Capital and Economic Transactions Abroad, or if a second notification is required and approval for the acquisition of the Target Company Shares through the Tender Offer cannot be obtained from the Council of Ministers, the Tender Offer may be withdrawn, etc. due to the circumstances set forth in Article 14(1)(iv) of the Order having arisen.

If a withdrawal, etc. will be carried out, an electronic public notice will be issued, and a publication to that effect will be made in the Nihon Keizai Shimbun. However, if it is difficult to issue the public notice by the last day of the Tender Offer Period, a public announcement will be made in accordance with the method stipulated in Article 20 of the Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990; as amended; the “Ordinance”), and the public notice will be carried out immediately thereafter.

(After amendment)

The Tender Offer may be withdrawn if any of the matters provided in Article 14(1)(i)(a) through (j), (m) through (s), (iii)(a) through (h), (j), (iv), or Article 14(2)(iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; as amended; the “Order”) arise. The “facts equivalent to those set forth in (a) to (i)” provided for in Article 14(1)(iii)(j) of the Order refer to (i) where a statutory disclosure document submitted by the Target Company is found to contain false statements with respect to a material matter or to omit a material matter that must be included, and the Tender Offeror was unaware of that false statement or omission and could not have learned of that false statement or omission by the application of adequate care, or (ii) where an event provided for in (iii)(a) through (g) arises with respect to a material subsidiary of the Target Company.

If, no later than the day prior to the end date of the Tender Offer Period (including if it is extended), with regard to the advance notification pursuant to the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, if the U.S. Depart of Justice, Antitrust Division and the U.S. Trade Commission issues an injunction, or the waiting period does not end, the Tender Offer may be withdrawn, etc. due to the circumstances set forth in Article 14(1)(iv) of the Order having arisen.

If a withdrawal, etc. will be carried out, an electronic public notice will be issued, and a publication to that effect will be made in the Nihon Keizai Shimbun. However, if it is difficult to issue the public notice by the last day of the Tender Offer Period, a public announcement will be made in accordance with the method stipulated in Article 20 of the Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990; as amended; the “Ordinance”), and the public notice will be carried out immediately thereafter.

[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) of 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 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.