

Translation

Notice: This document is an excerpt translation of the original Japanese document and is only for reference purposes. In the event of any discrepancy between this translated document and the original Japanese document, the latter shall prevail.



December 26, 2024

To whom it may concern:

Company name: MACROMILL, INC.
Name of representative: Toru Sasaki, Representative Executive Officer and CEO
(Securities code: 3978; TSE Prime Market)
Telephone number: (TEL. +81-3-6716-0700) (key number)

(Amendment) Notice regarding the partial amendment to "Notice Concerning Opinion in Favor of Tender Offer for the Company Shares, etc. by TJ1 Co., Ltd. and Recommendation to Tender "

MACROMILL, INC. (the "Company") hereby announces that the "Notice Concerning Opinion in Favor of Tender Offer for the Company Shares, etc. by TJ1 Co., Ltd. and Recommendation to Tender" announced by the Company on November 14, 2024 has been partially amended as detailed below.

The amended parts are underlined.

3. Details of, and Grounds and Reasons for the Opinion on the Tender Offer

(2) Grounds and reasons for the opinion on the Tender Offer

(II) Background, purposes, and decision-making process leading to the Tender Offeror's decision to implement the Tender Offer, and management policies after the Tender Offer

(i) Background, purposes, and decision-making process leading to the implementation of the Tender Offer (Before Amendment)

<Omitted>

After repeated discussions with the Company on the Tender Offer Price and the Stock Acquisition Rights Purchase Price as described above, assuming that the Company will not pay any interim or year-end dividends for the fiscal year ending June 2025, the Tender Offeror decided on November 14, 2024 to commence the Tender Offer as part of the Transactions with the Tender Offer Price set at JPY 1,150 and the Stock Acquisition Rights Purchase Price set at JPY 60,000.

(After Amendment)

<Omitted>

After repeated discussions with the Company on the Tender Offer Price and the Stock Acquisition Rights Purchase Price as described above, assuming that the Company will not pay any interim or year-end dividends for the fiscal year ending June 2025, the Tender Offeror decided on November 14, 2024 to commence the Tender Offer as part of the Transactions with the Tender Offer Price the Purchase Price Change set at JPY 1,150 and the Stock Acquisition Rights Purchase Price the Purchase Price Change set at JPY 60,000.

Thereafter, the Tender Offeror commenced the Tender Offer on November 15, 2024. Comprehensively taking into account the market price of the Company Shares since the commencement of the Tender Offer, the status of shares tendered in the Tender Offer by the shareholders of the Company, and the outlook for tenders in the future, the Tender

Offeror decided, on December 26, 2024, to extend the Tender Offeror Period to January 17, 2025, for a total period of 40 business days, in order to provide the shareholders of the Company with more of an opportunity to make a decision on whether to tender their shares and to increase the likelihood of the successful completion of the Tender Offer.

(5) Policies on reorganization, etc. after the Tender Offer (matters concerning "two-step acquisition")

(ii) Share Consolidation

(Before Amendment)

<Omitted>

Although the timing of the Extraordinary Shareholders' Meeting will depend on the timing of completion of the Tender Offer, it is currently planned to be held in or around February 2025.

<Omitted>

(After Amendment)

<Omitted>

Although the timing of the Extraordinary Shareholders' Meeting will depend on the timing of completion of the Tender Offer, it is currently planned to be held in or around March 2025.

<Omitted>

(6) Measures to ensure fairness of the Tender Offer Price and to prevent conflict of interest and other measures to ensure fairness of the Tender Offer

(VI) Measures for Securing Objective Conditions for Ensuring the Fairness of the Tender Offer

(Before Amendment)

<Omitted>

The Tender Offeror has set the Tender Offer Period at 30 business days, which is longer than the statutory minimum period of 20 business days.

<Omitted>

(After Amendment)

<Omitted>

The Tender Offeror has set the Tender Offer Period at 40 business days, which is longer than the statutory minimum period of 20 business days.

<Omitted>

End