

November 1, 2019

Sumitomo Corporation
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(Change) Partial Change to Attachment to “Notice Regarding Commencement of Tender Offer for Shares of Minori Solutions Co., Ltd., by SCSK Corporation (a Sumitomo Corporation Subsidiary)”

We are hereby providing notice of change to the attachment to the “Notice Regarding Commencement of Tender Offer for Shares of Minori Solutions Co., Ltd., by SCSK Corporation (a Sumitomo Corporation Subsidiary)” published on October 30, 2019, per the attachment hereto.

For further details, please see the attached “[Change] Notice Concerning Change to “Notice Concerning Commencement of the Tender Offer for the Shares of Minori Solutions Co.,Ltd. (Securities Code 3822)” and the Public Notice of Commencement of Tender Offer Related to Filing of the Amendment to the Tender Offer Statement”.

■ Attachment: Disclosure document for SCSK Corporation
[Change] Notice Concerning Change to “Notice Concerning Commencement of the Tender Offer for the Shares of Minori Solutions Co.,Ltd. (Securities Code 3822)” and the Public Notice of Commencement of Tender Offer Related to Filing of the Amendment to the Tender Offer Statement

November 1, 2019

To whom it may concern:

Company: SCSK Corporation
Representative: Tooru Tanihara
(Representative Director, President and Chief Operating Officer)
(Securities Code: 9719 First Section, TSE)
Contact: Testuya Fukunaga
Director, Senior Managing Executive Officer
(Tel. +81-3-5166-2500)

[Change] Notice Concerning Change to “Notice Concerning Commencement of the Tender Offer for the Shares of Minori Solutions Co.,Ltd. (Securities Code 3822)” and the Public Notice of Commencement of Tender Offer Related to Filing of the Amendment to the Tender Offer Statement

SCSK Corporation (the “Tender Offeror” or the “Company”) filed the amendment to the Tender Offer Statement regarding the tender offer for the common stock (the “Target Company Common Stock”) of Minori Solutions Co.,Ltd. (the “Target Company”) (Securities Code: 3822, the First Section of the Tokyo Stock Exchange Inc. (the “Tokyo Stock Exchange”)) to 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 “Act”) on November 1, 2019.

Accordingly, the Company changes “Notice Concerning Commencement of the Tender Offer for the Shares of Minori Solutions Co.,Ltd. (Securities Code 3822)” dated October 30, 2019 and the public notice of commencement of tender offer dated October 31, 2019.

Please note that this change was made because the Company executed the agreement related to the tendering in the Tender Offer with the largest and major shareholder of the Target Company, Mitsubishi Research Institute DCS Co., Ltd., and there is no change to the terms and conditions, etc. for the purchase defined in Article 27-3, Paragraph 2, Item 1 of the Act.

I. Change to “Notice Concerning Commencement of the Tender Offer for the Shares of Minori Solutions Co.,Ltd. (Securities Code 3822)” dated October 31, 2019

The Company changes “Notice Concerning Commencement of the Tender Offer for the Shares of Minori Solutions Co.,Ltd. (Securities Code 3822)” as follows. The changed portions are underlined.

1. Purpose, etc. of Purchase, etc.

(Before Change)

(1) Overview of the Tender Offer

(Omitted)

In implementing the Tender Offer, the Company executed, on October 30, 2019, agreements with each of the following shareholders: (i) the second largest, major shareholder of the Target Company, Mr. Shingo Nagasawa (number of shares held: 907,600 shares, ownership ratio: 10.54%) (“Mr. Nagasawa”); (ii) the fifth largest shareholder of the Target Company and an advisor to the Target Company, Mr. Masamori Takizawa (number of shares held: 680,300 shares, ownership ratio: 7.90%) (“Mr. Takizawa”); and (iii) the sixth largest shareholder of the Target Company, Flight Co.,Ltd. (number of shares held: 348,000 shares, ownership ratio: 4.04%) (“Flight”) (Mr. Nagasawa, Mr. Takizawa and Flight are hereinafter collectively referred to as the “Scheduled Tendering Shareholders”) to the effect of tendering all of Target Company Common Stock held by the respective Scheduled Tendering Shareholders in the Tender Offer (total: 1,935,900 shares, total ownership ratio: 22.49%; hereafter referred to as the “Shares to be Tendered”) (the agreement related to the tendering in the Tender Offer executed with Mr. Nagasawa, the agreement related to the tendering in the Tender Offer executed with Mr. Takizawa, and the agreement related to the tendering in the Tender Offer executed with Flight are hereinafter collectively referred to as the “Tender Offer Agreements”). In addition, as of today, the Company is engaged in good-faith discussion with the largest shareholder of the Target Company, Mitsubishi Research Institute DCS Co., Ltd. (number of shares held: 1,378,000 shares, ownership ratio: 16.01%) (“Mitsubishi Research Institute DCS”) for executing an agreement related to tendering in the Tender Offer, and plans to proceed with the necessary procedures going forward.

For details of the Tender Offer Agreements, please refer to the section titled “(6) Matters Concerning Material Agreements between Tender Offeror and Shareholders of Target Company Related to the Tendering of Shares through Tender Offer” below.

(Omitted)

(After Change)

(1) Overview of the Tender Offer

(Omitted)

In implementing the Tender Offer, the Company executed, on October 30, 2019, agreements with each of the following shareholders: (i) the second largest, major shareholder of the Target Company, Mr. Shingo Nagasawa (number of shares held: 907,600 shares, ownership ratio: 10.54%) (“Mr. Nagasawa”); (ii) the fifth largest shareholder of the Target Company and an advisor to the Target Company, Mr. Masamori Takizawa (number of shares held: 680,300 shares, ownership ratio: 7.90%) (“Mr. Takizawa”); and (iii) the sixth largest shareholder of the Target Company, Flight Co.,Ltd. (number of shares held: 348,000 shares, ownership ratio: 4.04%) (“Flight”) (Mr. Nagasawa, Mr. Takizawa and Flight are hereinafter

collectively referred to as the “Scheduled Tendering Shareholders”) to the effect of tendering all of Target Company Common Stock held by the respective Scheduled Tendering Shareholders in the Tender Offer (total: 1,935,900 shares, total ownership ratio: 22.49%; hereafter referred to as the “Shares to be Tendered”) (the agreement related to the tendering in the Tender Offer executed with Mr. Nagasawa, the agreement related to the tendering in the Tender Offer executed with Mr. Takizawa, and the agreement related to the tendering in the Tender Offer executed with Flight are hereinafter collectively referred to as the “Tender Offer Agreements”). In addition, the Company was engaged in good-faith discussion with the largest shareholder of the Target Company, Mitsubishi Research Institute DCS Co., Ltd. (number of shares held: 1,378,000 shares, ownership ratio: 16.01%) (“Mitsubishi Research Institute DCS”) for executing an agreement related to tendering in the Tender Offer, and executed, on November 1, 2019, an agreement (the “Tender Offer Agreement ②”) with Mitsubishi Research Institute DCS. Mitsubishi Research Institute DCS is also the customer of the Target Company, however, as of November 1, 2019, the current business relationship between the Target Company and Mitsubishi Research Institute DCS will not plan to be changed after the completion of the Tender Offer.

For details of the Tender Offer Agreements and the Tender Offer Agreement ②, please refer to the section titled “(6) Matters Concerning Material Agreements between Tender Offeror and Shareholders of Target Company Related to the Tendering of Shares through Tender Offer” below.

(Omitted)

(6) Matters Concerning Material Agreements between Tender Offeror and Shareholders of Target Company Related to Tendering of Shares through Tender Offer

(Before Change)

As indicated in the section titled “(1) Overview of the Tender Offer” above, the Company has executed a Tender Offer Agreement with each of the Scheduled Tendering Shareholders on October 30, 2019. Under the Tender Offer Agreements, the Scheduled Tendering Shareholders are obligated to tender their Share Certificates, etc. in the Tender Offer once the Company commences the Tender Offer, and not to withdraw such tender. In addition, under the Tender Offer Agreements, the Scheduled Tendering Shareholders are not subject to any preconditions for tendering their Share Certificates, etc. in the Tender Offer.

In addition, the Company is engaged in good-faith discussion with Mitsubishi Research Institute DCS for executing an agreement related to tendering in the Tender Offer, and plans to proceed with the necessary procedures going forward.

(6) Matters Concerning Material Agreements between Tender Offeror and Shareholders of Target Company Related to Tendering of Shares through Tender Offer

(After Change)

As indicated in the section titled “(1) Overview of the Tender Offer” above, the Company has executed a Tender Offer Agreement with each of the Scheduled Tendering Shareholders on October 30, 2019. Under the Tender Offer Agreements, the Scheduled Tendering Shareholders are obligated to tender their Share Certificates, etc. in the Tender Offer once the Company commences the Tender Offer, and not to withdraw such tender. In addition, under the Tender Offer Agreements, the Scheduled Tendering Shareholders are not subject to any preconditions for tendering their Share Certificates, etc. in the Tender Offer.

In addition, the Company was engaged in good-faith discussion with Mitsubishi Research Institute DCS for executing an agreement related to tendering in the Tender Offer, and executed, on November 1, 2019, the Tender Offer Agreement ②. Mitsubishi Research Institute DCS is also the customer of the Target Company, however, as of November 1, 2019, the current business relationship between the Target Company and Mitsubishi Research Institute DCS will not plan to be changed after the completion of the Tender Offer.

Under the Tender Offer Agreement ②, Mitsubishi Research Institute DCS is obligated to tender its Share Certificates, etc. in the Tender Offer, and not to withdraw such tender, on the condition that the Target Company expresses an opinion supporting the Tender Offer.

Also, the Tender Offer Agreement ② prescribes that Mitsubishi Research Institute DCS may request the Company to engage in discussions to change the terms of the Tender Offer if the terms of the Tender Offer are changed; a party other than the Company commences a tender offer of the Target Company Common Stock, or there is any other legally binding offer to purchase the Target Company Common Stock; and if it is reasonably determined that Mitsubishi Research Institute DCS’s tendering of its Share Certificates, etc. in the Tender Offer may constitute a breach of due care of a director of Mitsubishi Research Institute DCS. If no agreement is reached between Mitsubishi Research Institute DCS and the Company by the earlier of the day that is five business days after the foregoing request and the business day preceding the expiration date of the Tender Offer Period, Mitsubishi Research Institute DCS shall be exempted from its obligation to tender its Share Certificates, etc. in the Tender Offer and not to withdraw such tender.

II. Change to the Public Notice of Commencement of Tender Offer dated October 31, 2019.

The Company changes the Public Notice of Commencement of Tender Offer as follows. The changed portions are underlined.

1. Purpose of the Tender Offer

(1) Overview of the Tender Offer (Before Change)

(Omitted)

In implementing the Tender Offer, the Company executed, on October 30, 2019, agreements with each of the following shareholders: (i) the second largest, major shareholder of the Target Company, Mr. Shingo Nagasawa (number of shares held: 907,600 shares,

ownership ratio: 10.54%) (“Mr. Nagasawa”); (ii) the fifth largest shareholder of the Target Company and an advisor to the Target Company, Mr. Masamori Takizawa (number of shares held: 680,300 shares, ownership ratio: 7.90%) (“Mr. Takizawa”); and (iii) the sixth largest shareholder of the Target Company, Flight Co.,Ltd. (number of shares held: 348,000 shares, ownership ratio: 4.04%) (“Flight”) (Mr. Nagasawa, Mr. Takizawa and Flight are hereinafter collectively referred to as the “Scheduled Tendering Shareholders”) to the effect of tendering all of Target Company Common Stock held by the respective Scheduled Tendering Shareholders in the Tender Offer (total: 1,935,900 shares, total ownership ratio: 22.49%; hereafter referred to as the “Shares to be Tendered”) (the agreement related to the tendering in the Tender Offer executed with Mr. Nagasawa, the agreement related to the tendering in the Tender Offer executed with Mr. Takizawa, and the agreement related to the tendering in the Tender Offer executed with Flight are hereinafter collectively referred to as the “Tender Offer Agreements”). In addition, as of the date of this public notice, the Company is engaged in good-faith discussion with the largest shareholder of the Target Company, Mitsubishi Research Institute DCS Co., Ltd. (number of shares held: 1,378,000 shares, ownership ratio: 16.01%) (“Mitsubishi Research Institute DCS”) for executing an agreement related to tendering in the Tender Offer, and plans to proceed with the necessary procedures going forward. Once the Company executes an agreement related to tendering in the Tender Offer with Mitsubishi Research Institute DCS, the Company plans to submit an amendment to the tender offer statement regarding the Tender Offer to such effect.

For details of the Tender Offer Agreements, please refer to the section titled “(6) Matters Concerning Material Agreements Related to the Tender Offer” below.

(Omitted)

(After Change)

(Omitted)

In implementing the Tender Offer, the Company executed, on October 30, 2019, agreements with each of the following shareholders: (i) the second largest, major shareholder of the Target Company, Mr. Shingo Nagasawa (number of shares held: 907,600 shares, ownership ratio: 10.54%) (“Mr. Nagasawa”); (ii) the fifth largest shareholder of the Target Company and an advisor to the Target Company, Mr. Masamori Takizawa (number of shares held: 680,300 shares, ownership ratio: 7.90%) (“Mr. Takizawa”); and (iii) the sixth largest shareholder of the Target Company, Flight Co.,Ltd. (number of shares held: 348,000 shares, ownership ratio: 4.04%) (“Flight”) (Mr. Nagasawa, Mr. Takizawa and Flight are hereinafter collectively referred to as the “Scheduled Tendering Shareholders”) to the effect of tendering all of Target Company Common Stock held by the respective Scheduled Tendering Shareholders in the Tender Offer (total: 1,935,900 shares, total ownership ratio: 22.49%; hereafter referred to as the “Shares to be Tendered”) (the agreement related to the tendering in the Tender Offer executed with Mr. Nagasawa, the agreement related to the tendering in the Tender Offer executed with Mr. Takizawa, and the agreement related to the tendering in the Tender Offer executed with Flight are hereinafter collectively referred to as the “Tender Offer Agreements”). In addition, the Company was engaged in good-faith discussion with the largest

shareholder of the Target Company, Mitsubishi Research Institute DCS Co., Ltd. (number of shares held: 1,378,000 shares, ownership ratio: 16.01%) (“Mitsubishi Research Institute DCS”) for executing an agreement related to tendering in the Tender Offer, and executed, on November 1, 2019, an agreement (the “Tender Offer Agreement ②”) with Mitsubishi Research Institute DCS. Mitsubishi Research Institute DCS is also the customer of the Target Company, however, as of November 1, 2019, the current business relationship between the Target Company and Mitsubishi Research Institute DCS will not plan to be changed after the completion of the Tender Offer.

For details of the Tender Offer Agreements and the Tender Offer Agreement ②, please refer to the section titled “(6) Matters Concerning Material Agreements Related to the Tender Offer” below.

(Omitted)

(6) Matters Concerning Material Agreements Related to the Tender Offer

(Before Change)

As indicated in the section titled “(1) Overview of the Tender Offer” above, the Company has executed a Tender Offer Agreement with each of the Scheduled Tendering Shareholders on October 30, 2019. Under the Tender Offer Agreements, the Scheduled Tendering Shareholders are obligated to tender their Share Certificates, etc. in the Tender Offer once the Company commences the Tender Offer, and not to withdraw such tender. In addition, under the Tender Offer Agreements, the Scheduled Tendering Shareholders are not subject to any preconditions for tendering their Share Certificates, etc. in the Tender Offer.

In addition, the Company is engaged in good-faith discussion with Mitsubishi Research Institute DCS for executing an agreement related to tendering in the Tender Offer, and plans to proceed with the necessary procedures going forward. Once the Company executes an agreement related to tendering in the Tender Offer with Mitsubishi Research Institute DCS, the Company plans to submit an amendment to the tender offer statement regarding the Tender Offer to such effect.

(After Change)

As indicated in the section titled “(1) Overview of the Tender Offer” above, the Company has executed a Tender Offer Agreement with each of the Scheduled Tendering Shareholders on October 30, 2019. Under the Tender Offer Agreements, the Scheduled Tendering Shareholders are obligated to tender their Share Certificates, etc. in the Tender Offer once the Company commences the Tender Offer, and not to withdraw such tender. In addition, under the Tender Offer Agreements, the Scheduled Tendering Shareholders are not subject to any preconditions for tendering their Share Certificates, etc. in the Tender Offer.

In addition, the Company was engaged in good-faith discussion with Mitsubishi Research Institute DCS for executing an agreement related to tendering in the Tender Offer, and executed, on November 1, 2019, the Tender Offer Agreement ②. Mitsubishi Research Institute DCS is also the customer of the Target Company, however, as of November 1, 2019, the current business relationship between the Target Company and Mitsubishi Research

Institute DCS will not plan to be changed after the completion of the Tender Offer.

Under the Tender Offer Agreement ②, Mitsubishi Research Institute DCS is obligated to tender its Share Certificates, etc. in the Tender Offer, and not to withdraw such tender, on the condition that the Target Company expresses an opinion supporting the Tender Offer.

Also, the Tender Offer Agreement ② prescribes that Mitsubishi Research Institute DCS may request the Company to engage in discussions to change the terms of the Tender Offer if the terms of the Tender Offer are changed; a party other than the Company commences a tender offer of the Target Company Common Stock, or there is any other legally binding offer to purchase the Target Company Common Stock; and if it is reasonably determined that Mitsubishi Research Institute DCS's tendering of its Share Certificates, etc. in the Tender Offer may constitute a breach of due care of a director of Mitsubishi Research Institute DCS. If no agreement is reached between Mitsubishi Research Institute DCS and the Company by the earlier of the day that is five business days after the foregoing request and the business day preceding the expiration date of the Tender Offer Period, Mitsubishi Research Institute DCS shall be exempted from its obligation to tender its Share Certificates, etc. in the Tender Offer and not to withdraw such tender.