

# Translation



February 13, 2019

To Whom It May Concern:

24-1, Nishi-shinjuku 6-chome, Shinjuku-ku, Tokyo

VeriServe Corporation

Name of Representative: Yoshiyuki Shinbori

(Representative Director & President)

(Code No.: 3724, First Section, TSE)

Contact: Masahiko Shimizu, Director & Corporate Officer

(Phone: 03-5909-5700)

**[Amendment] Notice Concerning Partial Amendment to “Announcement of Opinion in Support of the Tender Offer for Our Shares to be Conducted by SCSK Corporation, a Controlling Shareholder, and Recommendation for Our Shareholders to Tender Their Shares in the Tender Offer”**

VeriServe Corporation hereby announces that “[Amendment] Notice Concerning Amendment to ‘Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)’ and the Public Notice of Commencement of Tender Offer Related to Filing of the Amendment to the Tender Offer Statement” was released on February 13, 2019, by SCSK Corporation (the “Tender Offeror”) regarding “Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)” released by the Tender Offeror on January 31, 2019, which is an attachment to “Announcement of Opinion in Support of the Tender Offer for Our Shares to be Conducted by SCSK Corporation, a Controlling Shareholder, and Recommendation for Our Shareholders to Tender Their Shares in the Tender Offer” released by VeriServe Corporation on January 31, 2019.

End

\* Reference: The Tender Offeror's announcement titled “[Amendment] Notice Concerning Amendment to ‘Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)’ and the Public Notice of Commencement of Tender Offer Related to Filing of the Amendment to the Tender Offer Statement” (as attached)

# News Release



February 13, 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: Tetsuya Fukunaga  
Director, Senior Managing Executive Officer  
(Tel: +81-3-5166-2500)

## **[Amendment] Notice Concerning Amendment to “Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)” 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 of VeriServe Corporation (the “Target Company”) (Securities Code: 3724, the First Section of the Tokyo Stock Exchange Inc.) (the “Tender Offer”) to the Kanto Local Finance Bureau in accordance with Article 27-8, Paragraph 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the “Act”) on February 13, 2019.

Accordingly, the Company amends “Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)” dated January 31, 2019 and the public notice of commencement of tender offer dated February 1, 2019 as follows.

Please note that this amendment was made to correct certain information regarding the ownership by special related parties of the Company of share certificates, etc., of the Target Company, 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. Amendment to “Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)” dated January 31, 2019**

The Company amends “Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)” as follows. The amended portions are underlined.

(Before Amendment)

2. Outline of Purchase, Etc.

(6) Change of Ownership Percentage of Share Certificates, Etc. Due to Purchase, Etc.

Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror prior to Purchase, Etc.	29,000	(Ownership Percentage of Share Certificates Etc. prior to Purchase, Etc.: 55.59)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties prior to Purchase, Etc.	<u>235</u>	(Ownership Percentage of Share Certificates Etc. prior to Purchase, Etc.: <u>0.45</u> )
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror after Purchase, Etc.	52,166	(Ownership Percentage of Share Certificates Etc. after Purchase, Etc.: 100.00)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties after Purchase, Etc.	0	(Ownership Percentage of Share Certificates Etc. after Purchase, Etc.: 00.00)
Total Number of Voting Rights of All Shareholders, Etc. of Target Company	52,153	

(Note 1) The “Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror after Purchase, Etc.” is the number of voting rights (23,166) with respect to the number of share certificates, etc. to be purchased in the Tender Offer (2,316,609 shares) plus the “Number of Voting Rights Represented by Share Certificates, Etc. Owned by the Tender Offeror prior to Purchase, Etc.” (29,000).

(Note 2) The “Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties prior to Purchase, Etc.” is the total number of the voting rights represented by the share certificates, etc. held by each of the special related parties (however, out of the special related parties, the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person Other Than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended) (the “TOB Ordinance”), in calculating the ownership percentage of share certificates, etc. pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act, are excluded). Since the share certificates, etc. held by the special related parties (however, treasury shares held by the Target Company are excluded) shall also be subject to the Tender Offer, the “Number of Voting Rights

Represented by Share Certificates, Etc. Owned by Special Related Parties after Purchase, Etc.” is stated as zero. In addition, after confirming the shares etc. of the Target Company owned by Special Related Parties, if amendment is required, the Company will immediately disclose the amendment.

- (Note 3) The “Total Number of Voting Rights of All Shareholders, Etc. of Target Company” represents the total number of voting rights of all shareholders of the Target Company as of September 30, 2018, as described in the Target Company’s Report for the Second Quarter of 18th Fiscal Year filed as of November 5, 2018 (described on the basis that 1 unit is 100 shares). However, as shares constituting less than a unit are subject to the Tender Offer, in calculating the “Ownership Percentage of Share Certificates, Etc. prior to Purchase, Etc.” and the “Ownership Percentage of Share Certificates, Etc. after Purchase, Etc.” “Total Number of Voting Rights of All Shareholders, Etc. of Target Company” is the number of voting rights (52,166) corresponding to the number of shares (5,216,609 shares) obtained by deducting (a) the number of treasury shares held by the Target Company as of December 31, 2018 (191 shares), from (b) the total number of issued shares of the Target Company as of December 31, 2018 (5,216,800 shares) described in the Quarterly Financial Results.
- (Note 4) The “Ownership Percentage of Share Certificates, Etc. prior to Purchase, Etc.” and the “Ownership Percentage of Share Certificates, Etc. after Purchase, Etc.” are rounded to two decimal places.

(After Amendment)

2. Outline of Purchase, Etc.

(6) Change of Ownership Percentage of Share Certificates, Etc. Due to Purchase, Etc.

Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror prior to Purchase, Etc.	29,000	(Ownership Percentage of Share Certificates Etc. prior to Purchase, Etc.: 55.59)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties prior to Purchase, Etc.	<u>225</u>	(Ownership Percentage of Share Certificates Etc. prior to Purchase, Etc.: <u>0.43</u> )
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror after Purchase, Etc.	52,166	(Ownership Percentage of Share Certificates Etc. after Purchase, Etc.: 100.00)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties after Purchase, Etc.	0	(Ownership Percentage of Share Certificates Etc. after Purchase, Etc.: 00.00)
Total Number of Voting Rights of All Shareholders, Etc. of Target Company	52,153	

(Note 1) The “Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror after Purchase, Etc.” is the number of voting rights (23,166) with respect to the number of share certificates, etc. to be purchased in the Tender Offer (2,316,609 shares) plus the “Number of Voting Rights Represented by Share Certificates, Etc. Owned by the Tender Offeror prior to Purchase, Etc.” (29,000).

(Note 2) The “Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties prior to Purchase, Etc.” is the total number of the voting rights represented by the share certificates, etc. held by each of the special related parties (however, out of the special related parties, the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person Other Than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended) (the “TOB Ordinance”), in calculating the ownership percentage of share certificates, etc. pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act, are excluded). Since the share certificates, etc. held by the special related parties (however, treasury shares held by the Target Company are excluded) shall also be subject to the Tender Offer, the “Number of Voting

Rights Represented by Share Certificates, Etc. Owned by Special Related Parties after Purchase, Etc.” is stated as zero.

- (Note 3) The “Total Number of Voting Rights of All Shareholders, Etc. of Target Company” represents the total number of voting rights of all shareholders of the Target Company as of September 30, 2018, as described in the Target Company’s Report for the Second Quarter of 18th Fiscal Year filed as of November 5, 2018 (described on the basis that 1 unit is 100 shares). However, as shares constituting less than a unit are subject to the Tender Offer, in calculating the “Ownership Percentage of Share Certificates, Etc. prior to Purchase, Etc.” and the “Ownership Percentage of Share Certificates, Etc. after Purchase, Etc.” “Total Number of Voting Rights of All Shareholders, Etc. of Target Company” is the number of voting rights (52,166) corresponding to the number of shares (5,216,609 shares) obtained by deducting (a) the number of treasury shares held by the Target Company as of December 31, 2018 (191 shares), from (b) the total number of issued shares of the Target Company as of December 31, 2018 (5,216,800 shares) described in the Quarterly Financial Results.
- (Note 4) The “Ownership Percentage of Share Certificates, Etc. prior to Purchase, Etc.” and the “Ownership Percentage of Share Certificates, Etc. after Purchase, Etc.” are rounded to two decimal places.

II. Amendment to the Public Notice of Commencement of Tender Offer dated February 1, 2019

The Company amends the Public Notice of Commencement of Tender Offer as follows. The amended portions are underlined.

(Before Amendment)

2. Outline of Tender Offer

- (7) Ownership Percentage of Share Certificates, Etc. Owned by Tender Offeror and Special Related Parties, as of Date of the Public Notice and Total Ownership Percentage thereof.

Tender Offeror: 55.59%      Special Related Parties: 0.45%      Total: 56.04%

- (Note) The “Ownership Percentage of Share Certificates, Etc. Owned by Special Related Parties as of the Date of the Public Notice” is calculated based on the total number of the voting rights represented by the share certificates, etc. held by each of the special related parties (however, out of the special related parties, the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person Other Than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended) (the “TOB Ordinance”), in calculating the ownership percentage of share certificates, etc. pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act, are excluded). In addition, after confirming the shares etc. of the Target Company owned by Special Related Parties following the Public Notice, if amendment of the Public Notice is required, the Company will immediately disclose the amendment.

(After Amendment)

2. Outline of Tender Offer

- (7) Ownership Percentage of Share Certificates, Etc. Owned by Tender Offeror and Special Related Parties, as of Date of the Public Notice and Total Ownership Percentage thereof.

Tender Offeror: 55.59%      Special Related Parties: 0.43%      Total: 56.02%

- (Note) The “Ownership Percentage of Share Certificates, Etc. Owned by Special Related Parties as of the Date of the Public Notice” is calculated based on the total number of the voting rights represented by the share certificates, etc. held by each of the special related parties (however, out of the special related parties, the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for

Share Certificates, Etc. by Person Other Than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended) (the “TOB Ordinance”), in calculating the ownership percentage of share certificates, etc. pursuant to each of the Items of Article 27-2, Paragraph 1 of the Act, are excluded).