

Translation



March 19, 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)

Announcement of Results of the Tender Offer for Our Common Shares Conducted by SCSK Corporation, Our Controlling Shareholder (Parent Company)

VeriServe Corporation (the “Company”) hereby announces that the tender offer for the Company's common shares conducted by SCSK Corporation, which is a controlling shareholder (parent company) of the Company, from February 1, 2019, ended on March 18, 2019, and that the Company received from SCSK Corporation a report regarding the results of the tender offer as attached.

End

Attachment: “Notice Concerning Results of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)” dated March 19, 2019

News Release



March 19, 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)

Notice Concerning Results of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)

SCSK Corporation (the “Tender Offeror” or the “Company”) resolved, at the meeting of its board of directors held on January 31, 2019, to acquire the common stock (the “Target Company Common Stock”) of VeriServe Corporation (the “Target Company”) (Securities Code: 3724, the First Section of the Tokyo Stock Exchange Inc. (the “Tokyo Stock Exchange”)) through the tender offer (the “Tender Offer”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the “Act”) and commenced the Tender Offer as from February 1, 2019. Since the Tender Offer was completed on March 18, 2019, the Company hereby announces the results thereof, as follows.

1. Outline of Purchase, Etc.
 - (1) Name and Address of Tender Offeror
SCSK Corporation
2-20, Toyosu 3-chome, Koto-ku, Tokyo
 - (2) Name of Target Company
VeriServe Corporation
 - (3) Class of Shares Certificates, Etc. to be Purchased
Common Stock
 - (4) Number of Share Certificates, Etc. to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
2,316,609 (shares)	— (shares)	— (shares)

(Note 1) In the Tender Offer, neither a maximum nor a minimum number of shares to be purchased, etc. has been set, and thus the Company will purchase, etc. all of the tendered share certificates, etc. The number of share certificates, etc. to be purchased is as indicated in “Number of shares to be purchased” above, and it represents the number of shares calculated by deducting, from the number of issued shares as of December 31, 2018 (5,216,800 shares) as indicated in the Consolidated Financial Results for the 3rd Quarter of Fiscal Year Ending March 31, 2019 (prepared in Conformity with Generally Accepted Accounting Principles in Japan) (the “Quarterly Financial Results”) announced by the Target Company on January 31, 2019, the number of the shares held by the Tender Offeror as of January 31, 2019 (2,900,000 shares) and the treasury shares held by the Target Company as of December 31, 2018 as indicated in the Quarterly Financial Results (191 shares).

(Note 2) Shares constituting less than a unit will also be subject to purchase through the Tender Offer. The Target Company may purchase its own shares in accordance with procedures stipulated in the law during the tender offer period (the “Tender Offer Period”) from any shareholder who exercises the right to require the Target Company to purchase shares constituting less than a unit under the Companies Act.

(Note 3) The Tender Offeror does not intend to acquire, through the Tender Offer, any treasury shares held by the Target Company.

(5) Period for Purchase, Etc.

(i) Period for Purchase, Etc. as of the Time of Filing of Tender Offer Statement
From February 1, 2019 (Friday) to March 18, 2019 (Monday) (31 business days)

(ii) Possible Extension of the Period for Purchase, Etc. Based on the Target Company’s Request
N/A

(6) Price for Purchase, Etc.

6,700 yen per share of Common Stock

2. Results of Purchase, Etc.

(1) Outcome of Tender Offer

The Tender Offeror will purchase all of the tendered share certificates, etc.

(2) Date of Public Notice of Results of Tender Offer, and Name of Newspaper for Public Notice
Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, on March 19, 2019, at the Tokyo Stock Exchange, the Tender Offeror announced to the press the results of the Tender Offer, by the method prescribed in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 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”).

(3) Number of Purchased Share Certificates, Etc.

Classes of Share Certificates, Etc.	a. Number of tendered share certificates, etc.	b. Number of purchased share certificates, etc.
Share Certificates	2,043,536 shares	2,043,536 shares
Stock Acquisition Rights Certificates	— shares	— shares
Bond Certificates with Stock Acquisition Rights	— shares	— shares
Trust Beneficiary Certificate for Share Certificates, Etc. ()	— shares	— shares
Depository Receipts for Share Certificates, Etc. ()	— shares	— shares
Total	2,043,536 shares	2,043,536 shares
(Total Number of Share Certificates, Etc. (diluted))	(— shares)	(— shares)

(4) Ownership Percentage of Share Certificates, Etc. after 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.	225	(Ownership Percentage of Share Certificates Etc. prior to Purchase, Etc.: 0.43)
Number of Voting Rights Represented by Share Certificates, Etc. Owned by Tender Offeror after Purchase, Etc.	49,435	(Ownership Percentage of Share Certificates Etc. after Purchase, Etc.: 94.76)
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.: 0.00)
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 Special Related Parties prior to Purchase, Etc.” and the “Number of Voting Rights Represented by Share Certificates, Etc. Owned by Special Related Parties after Purchase, Etc.” are the total number of the voting rights represented by the share certificates, etc. held by each of the special related parties (however, the parties who are excluded from the special related parties, pursuant to Article 3, Paragraph 2, Item 1 of 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).

(Note 2) 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 Third Quarter of 18th Fiscal Year filed as of February 8, 2019 (described on the basis that 1 unit is 100 shares). However, as shares constituting less than a unit were 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 the 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 3) 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.

(5) Calculation in the case where Purchase, Etc. will be Conducted by the Proportional Distribution Method
N/A

(6) Method of Settlement

a. Name and Address of the Head Office of the Financial Instruments Business Operators / Banks in Charge of Settlement for Purchase, Etc.

Nomura Securities Co., Ltd.

1-9-1, Nihonbashi, Chuo-ku, Tokyo

b. Settlement Commencement Date

March 26, 2019 (Tuesday)

c. Method of Settlement

A notice of purchase, etc. by way of the Tender Offer will be mailed to the address of each tendering shareholder (or the standing proxy in the case of foreign shareholders) promptly after the end of the Tender Offer Period.

Payment of the purchase price will be made in cash. The tendering shareholders, etc. are entitled to receive the purchase price for the shares under the Tender Offer promptly after the commencement date of settlement in a manner designated by the tendering shareholders, etc., such as remittance (a remittance fee may be charged).

3. Policy, Etc. after Tender Offer and Future Outlook

As for the policy, etc. after the Tender Offer, there is no change from those described in the press release titled “Notice Concerning Commencement of Tender Offer for the Shares of VeriServe Corporation (Securities Code: 3724)” announced by the Company on January 31, 2019.

4. Location at which Copy of Tender Offer Report is Available to Public

SCSK Corporation 2-20, Toyosu 3-chome, Koto-ku, Tokyo

Tokyo Stock Exchange 2-1, Nihonbashi, Kabuto-cho, Chuo-ku, Tokyo

(End of Document)

Unless otherwise specified, all procedures relating to the Tender Offer shall be conducted entirely in Japanese. While some or all of the documentation relating to the Tender Offer will be prepared in English, if there is any inconsistency between the English documentation and the Japanese documentation, the Japanese documentation will prevail.

This press release contains “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. Known or unknown risks, uncertainties and other factors could cause actual results to differ substantially from the projections and other matters expressly or impliedly set forth herein as “forward-looking statements.” Neither the Company nor any of its affiliates can provide any assurance that such express or implied projections set forth herein as “forward-looking statements” will eventually prove to be correct. The “forward-looking statements” contained in this press release have been prepared based on the information held by the Company, as of the date hereof and, unless otherwise required under applicable laws and regulations, neither the Company nor any of its affiliates assumes any obligation to update or revise this press release to reflect any future events or circumstances.