



Press Release

Longreach completes Tender Offer for Fujitsu Component

[Tokyo / Hong Kong, 7 September 2018] The Longreach Group (“Longreach”) today announced the completion of a tender offer launched on July 27, 2018 (the “Offer”) by FC Holdings G.K. (“FC Holdings”), a special purpose company established under investment funds managed by Longreach, to acquire common shares of Fujitsu Component Limited (Tokyo Stock Exchange Second Section: 6719, “Fujitsu Component”) held by shareholders other than Fujitsu Limited (“Fujitsu”).

The total shares validly tendered were 2,755,005 shares, which exceeded the minimum threshold of 1,713,900 shares. As a result, FC Holdings now owns 18.83% of the total voting rights in Fujitsu Components.

The Offer was launched on July 27, 2018 and was completed on September 6, 2018. The settlement of the tendered common shares will start from September 20, 2018. The Offer is part of a series of transactions which will render FC Holdings and Fujitsu the sole shareholders of Fujitsu Component. Following the completion of the Offer, a reverse share split will be conducted and Fujitsu Component will be delisted through the prescribed procedures in compliance with the criteria for delisting at Tokyo Stock Exchange Second Section.

###

Media contact: The Longreach Group - Lisa Herrell: +852-3175-1737 /
herrell@longreachgroup.com

Background on The Longreach Group (URL: <http://www.longreachgroup.com/>)

The Longreach Group is an established independent private equity firm with offices in Hong Kong and Tokyo. The firm focuses on Japan related control buyouts in the mature industrial and technology, consumer, business services and financial services sectors. The firm manages three Funds which have accumulated approximately US\$1.9 billion of committed limited partner and co-investment capital, and has a strong track record of portfolio company value creation and realizations.

The Longreach Group Companies include the funds that serve as the investment companies, The Longreach Group Limited, which is based in Hong Kong, and The Longreach Group, Inc. which is based in Tokyo, Japan. The Longreach Group, Inc. collects and analyses data and information concerning the Japanese and Asian markets and assists The Longreach Group Limited in identifying potential investment opportunities.

[Translation]
September 7, 2018

To whom it may concern:

Company Name FC Holdings Godo Kaisha
Name of Representative Director Mark Zoltan Chiba
Contact Ryuji Kurayama
(Telephone +81-3-3556-6740)

Announcement of Result of Tender Offer for Shares in Fujitsu Component Limited
(Securities Code: 6719)

FC Holdings Godo Kaisha (the “**Tender Offeror**”) decided on July 26, 2018 to acquire common shares in Fujitsu Component Limited (Securities Code: 6719, Second Section of Tokyo Stock Exchange, Inc. (the “**Tokyo Stock Exchange**”); the “**Target Company**”) (such shares, the “**Target Company Common Shares**”) through a tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “**Act**”) (the “**Tender Offer**”), which commenced on July 27, 2018 and ended on September 6, 2018, and the Tender Offeror hereby makes an announcement regarding the Tender Offer as described below.

1. Outline of Tender Offer

(1) Name and Address of the Tender Offeror

Name: FC Holdings Godo Kaisha

Address: Sogo Hanzomon Building 10F, 1-7 Kojimachi, Chiyoda-ku, Tokyo

(2) Name of the Target Company

Fujitsu Component Limited

(3) Class of Share Certificates, etc. for Tender Offer

Common shares

(4) Number of Share Certificates, etc. to be Purchased

Number of share certificates, etc. to be purchased	Minimum number of share certificates, etc. to be purchased	Maximum number of share certificates, etc. to be purchased
3,427,720 shares	1,713,900 shares	– shares

Note 1: If the total number of share certificates, etc. tendered in response to the Tender Offer (the “**Tendered Share Certificates, Etc.**”) is less than the minimum number of the share certificates, etc. to be purchased (1,713,900 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. If the total number of Tendered Share Certificates, Etc. is equal to or more than the minimum number of the share certificates, etc. to be purchased (1,713,900 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc.

Note 2: In the Tender Offer, the Tender Offeror has not set a maximum number of share certificates, etc. to be purchased, and thus the number of share certificates, etc. to be purchased is stated as the maximum number of share certificates, etc. of the Target Company to be acquired by the Tender Offeror through the Tender Offer (3,427,720 shares). The maximum number of share certificates, etc. to be purchased in the Tender Offer is the number of shares (3,427,720 shares) representing (i) the total number of issued shares (14,629,626 shares) as of June 30, 2018 stated in the Target Company’s Summary of Financial Results for the first quarter of Y.E. March 2019 (Japanese GAAP) (consolidated) released on July 26, 2018 (the “**Target Company’s Q1 Financial Results Summary**”), minus (ii) the 40 treasury shares held by the Target Company as of June 30, 2018 and the number of Target Company Common Shares held by Fujitsu Limited (“**Fujitsu**”), which Fujitsu agreed not to tender in response to the Tender Offer (the “**Untendered Shares**”) (11,201,866 shares).

Note 3: Shares less than one unit are also subject to the Tender Offer. If a right to demand purchase of shares less than one unit is exercised by a shareholder in accordance with the Companies Act, the Target Company may purchase its own shares during the period of the Tender Offer (the “**Tender Offer Period**”) in accordance with procedures under laws and regulations.

Note 4: The Tender Offeror does not intend to acquire the treasury shares held by the Target Company through the Tender Offer.

(5) Tender Offer Period

(A) Tender offer period initially planned at the time of filing

July 27, 2018 (Friday) to September 6, 2018 (Thursday) (30 business days)

(B) Possibility of extension by request of the Target Company

N/A

(6) Price of Tender Offer

935 yen per common share

2. Results of the Tender Offer

(1) Successful Completion of the Tender Offer

In the Tender Offer, the Tender Offeror set the condition that it would not purchase any of the Tendered Share Certificates, Etc. if the total number of Tendered Share Certificates, Etc. was less than the minimum number of share certificates, etc. to be purchased (1,713,900 shares). Because the total number of Tendered Share Certificates, Etc. (2,755,005 shares) is equal to or more than the minimum number of share certificates, etc. to be purchased (1,713,900 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc. as stated in the Public Notice of Commencement of Tender Offer (including matters amended by the Announcement of Amendment to Public Notice of Commencement of Tender Offer Due to Submission of Amendment to Tender Offer Registration Statement that was submitted after the public notice) and the Tender Offer Registration Statement (including matters amended by the Amendment to Tender Offer Registration Statement after the submission thereof).

(2) Date of Disclosure of the Results of the Tender Offer and Newspaper(s) in which the Results are Disclosed

The Tender Offeror made public the results of the Tender Offer to the news media through the Tokyo Stock Exchange on September 7, 2018, in accordance with Article 27-13, Paragraph 1 of the Act, in the manner provided for 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 Ordinance with respect to Disclosure of a Tender Offer for Share Certificates, Etc. by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended).

(3) Number of Share Certificates, etc. Purchased

Type of share certificates, etc.	(i) Number tendered (in converted shares)	(ii) Number purchased (in converted shares)
Share certificates	2,755,005 shares	2,755,005 shares
Stock acquisition rights	—	—
Bonds with stock acquisition rights	—	—
Trust beneficiary certificates for share certificates, etc. ()	—	—
Depository receipts for share certificates, etc. ()	—	—
Total	2,755,005 shares	2,755,005 shares
(Total potential share certificates, etc.)	—	(—)

(4) Changes in Ownership Ratio of Share Certificates, etc. through the Tender Offer

Number of voting rights represented by share certificates, etc. held by the Tender Offeror before the Tender Offer	0 voting rights	(Ownership ratio of share certificates, etc. before the Tender Offer: 0.00%)
Number of voting rights represented by share certificates, etc. held by the specially related parties before the Tender Offer	112,018 voting rights	(Ownership ratio of share certificates, etc. before the Tender Offer: 76.57%)
Number of voting rights represented by share certificates, etc. held by the Tender Offeror after the Tender Offer	27,550 voting rights	(Ownership ratio of share certificates, etc. after the Tender Offer: 18.83%)
Number of voting rights represented by share certificates, etc. held by the specially related parties after the Tender Offer	112,018 voting rights	(Ownership ratio of share certificates, etc. after the Tender Offer: 76.57%)
Number of voting rights of all shareholders of the Target Company	146,286 voting rights	

Note 1: “Number of voting rights represented by share certificates, etc. held by the specially related parties before the Tender Offer” and “Number of voting rights represented by share certificates, etc. held by the specially related parties after the Tender Offer” refer to the total number of voting rights represented by share certificates, etc. held by each specially related party (except for the Target Company).

Note 2: “Number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders of the Target Company as of March 31, 2018 stated in the Target Company’s Quarterly Securities Report for the first quarter of the 18th fiscal term submitted by the Target Company on August 9, 2018 (the “**Target Company’s Q1 Securities Report**”). However, since shares less than one unit are subject to the Tender Offer, when calculating “Ownership ratio of share certificates, etc. after the Tender Offer,” the number of voting rights (146,295) represented by 14,629,520 shares, which is the total number of issued shares (14,629,626 shares) of the Target Company as of June 30, 2018 stated in the Target Company’s Q1 Securities Report less (i) the number of treasury shares held by the Target Company (40 shares) as of June 30, 2018 stated in the Target Company’s Q1 Financial Results Summary and 11,201,866 Untendered Shares held by Fujitsu minus (ii) the number of Target Company Common Shares less than one unit (66 shares), is used as the denominator.

Note 3: “Ownership ratio of share certificates, etc. before the Tender Offer” and “Ownership ratio of share certificates, etc. after the Tender Offer” have been rounded to two decimal places.

(5) Calculation in the Event of Pro Rata Purchase

N/A

(6) Method of Settlement

(A) Name and address of head office of securities firm/bank, etc., in charge of settlement of tender offer

Mizuho Securities, Co., Ltd. 1-5-1, Otemachi, Chiyoda-ku, Tokyo

(B) Commencement date of settlement

September 20, 2018 (Thursday)

(C) Method of settlement

A notice regarding the purchase under the Tender Offer will be mailed to the address or location of shareholders who tendered their shares in response to the Tender Offer (the “**Tendering Shareholders, Etc.**”) (or the address of the standing proxy in the case of shareholders residing in foreign countries (including corporate shareholders) (“**Non-Resident Shareholders**”) without delay after the expiration of the Tender Offer period. The purchase will be settled in cash. The Tender Offer Agent will, in accordance with the instructions given by the Tendering Shareholders, Etc. (or the standing proxy in the case of Non-Resident Shareholders) and without delay on or after the commencement date of settlement, remit the purchase price of the share certificates, etc. that have been purchased to the address designated by the Tendering Shareholders, Etc. (or the standing proxy in the case of Non-Resident Shareholders) or pay the purchase price into the account of the Tendering Shareholders, Etc. with the Tender Offer Agent through which the shares were tendered.

3. Policies after the Tender Offer and Future Prospects

There has been no change in the policies to be implemented after the Tender Offer and other related matters described in the “Announcement of Commencement of Tender Offer for Shares in Fujitsu Component Limited (Securities Code: 6719)” released by the Tender Offeror on July 26, 2018.

4. Places Where a Copy of the Tender Offer Report is Available for Public Inspection

FC Holdings Godo Kaisha Sogo Hanzomon Building 10F, 1-7 Kojimachi, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc. 2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo

End