

[Translation]

November 16, 2020

To All Concerned

Company Name	DCM Holdings Co., Ltd.
Representative	Yasunori Ishiguro, President and COO (Code: 3050; First Section of the Tokyo Stock Exchange)
Contact Information	Hisato Kumagai, Director Executive Officer Financial Division and Corporate Strategy Office TEL: 03-5764-5214

**Corrections to “Notice Concerning Commencement of Tender Offer for the Common Shares of Shimachu Co., Ltd. (Securities Code: 8184), and Execution of Management Integration Agreement with Shimachu Co., Ltd.” and Changes to the Terms of Purchase, etc. upon Submission of Amendment to the Tender Offer Statement**

DCM Holdings Co., Ltd. (the “Tender Offeror”) announces that, while it has commenced a tender offer (hereinafter referred to as “Tender Offer”) to acquire common shares of Shimachu Co., Ltd. (Securities Code: 8184 listed on the First Section of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”); the “Target Company”) (the “Target Shares”) through the Tender Offer as stipulated in the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) since October 5, 2020, it became necessary to amend some of the descriptions contained in the Tender Offer Statement and the Amendment to the Tender Offer Statement was submitted today.

Along with this, the Tender Offeror announces the corrections to the “Notice Concerning Commencement of Tender Offer for the Common Shares of Shimachu Co., Ltd. (Securities Code: 8184), and Execution of Management Integration Agreement with Shimachu Co., Ltd.” dated October 2, 2020, as follows.

The corrected portions are indicated by underlined text.

Description

I. Tender Offer

1. Purpose, Etc. of Tender Offer, Etc.

(1) Outline of the Tender Offer

(Before Correction)

<Omitted>

According to the “Announcement of Opinion Regarding the Tender Offer of the Company’s

Shares by DCM Holdings Co., Ltd.” made by the Target Company today (the “Target Company’s Press Release”), the Target Company resolved at a meeting of the Board of Directors held today to express its support for the Tender Offer and to recommend the Target Company’s shareholders to tender their shares in the Tender Offer. For details on the aforementioned Board of Directors' meeting of the Target Company, please refer to the Target Company’s Press Release and “(VI) Approval of All Directors of Target Company” of “(3) Measures to Ensure the Fairness of Tender Offer Price, Etc.” below.

(After Correction)

<Omitted>

According to the “Announcement of Opinion Regarding the Tender Offer of the Company’s Shares by DCM Holdings Co., Ltd.” made by the Target Company today (the “Target Company’s Press Release”), the Target Company resolved at a meeting of the Board of Directors held today to express its support for the Tender Offer and to recommend the Target Company’s shareholders to tender their shares in the Tender Offer. For details on the aforementioned Board of Directors' meeting of the Target Company, please refer to the Target Company’s Press Release and “(VI) Approval of All Directors of Target Company” of “(3) Measures to Ensure the Fairness of Tender Offer Price, Etc.” below.

According to the “Announcement of Amended Opinion Regarding Tender Offer for the Company’s Shares by DCM Holdings Co., Ltd.” made by the Target Company on November 13, 2020 (the “Target Company’s November 13 Press Release), subsequently, the Target Company resolved at a meeting of the Board of Directors held on the same day to withdraw its opinion in favor of the Tender Offer and its recommendation that its shareholders tender their shares in the Tender Offer, and to withhold its opinion in favor of or against the Tender Offer and its recommendation that its shareholders tender or not tender their shares in the Tender Offer.

As a series of facts disclosed by the Target Company on November 13, 2020 as mentioned above is considered to be material information for the shareholders of the Target Company to make decisions on whether or not to apply for the Tender Offer and would fall under the “occurrence of material facts relating to the matters required to be stated in the Tender Offer Statement”, the Tender Offeror, pursuant to applicable laws and regulations, filed an amendment to the Tender Offer Statement to the Director-General of the Kanto Local Finance Bureau and, accordingly, the tender offer period was extended to December 1, 2020, which is the last day of the ten (10) business day period following November 16, 2020, the date on which such amendment was filed (hereinafter referred to as the “Change of Tender Offer Conditions”).

(2) Background, Purpose and Decision-making Process Leading to Decision to Conduct Tender Offer and Management Policy Following Tender Offer

(II) Process of and reasons for Decision-Making by the Target Company

(Before Correction)

(iii) Content of Decision

<Omitted>

Please see “(VI) Approval of All the Directors of the Target Company” of “(3) Measures to Ensure Fairness of Tender Offer Price, Etc.,” for details of the decision-making process of the board of directors.

(After Correction)

(iii) Content of Decision

<Omitted>

Please see “(VI) Approval of All the Directors of the Target Company” of “(3) Measures to Ensure Fairness of Tender Offer Price, Etc.,” for details of the decision-making process of the board of directors.

(iv) Change of Opinion in Connection with the Transactions (Nitori)

According to the Target Company’s November 13 Press Release, subsequently, Nitori Holdings Co., Ltd. (“Nitori”) issued an announcement of its intention to conduct tender offer for the Target Shares (the “Tender Offer (Nitori)”) on October 29, 2020, and the Target Company received a written proposal for the Tender Offer (Nitori) from Nitori on the same date, and so the Target Company re-examined whether it was necessary to change the opinion of the board of directors with respect to the Transactions, from the perspective of the Target Company’s corporate value and the common interest of shareholders.

The Target Company and the Special Committee met with Nitori on November 1, November 4, and November 9, 2020 to discuss and negotiate the transactions for the purpose of making the Target Company its wholly-owned subsidiary through the Tender Offer (Nitori) and after a series of the procedures to be taken thereafter (the “Transactions (Nitori)”), and carefully considered the price and other terms of the Tender Offer (Nitori), the synergies arising from the Transactions (Nitori), and the business alliance with Nitori and other management policies after the Tender Offer.

On the other hand, given that the Tender Offer Price is significantly lower than the tender offer price in the Tender Offer (Nitori) of JPY5,500 yen per share, the Target Company and the Special Committee also confirmed with the Tender Offeror, on November 9, 2020, whether it planned to change the Tender Offer Price to at least JPY5,500 per share in line with the tender offer price in the Tender Offer (Nitori), and if so, what the specific new price would be, but the Tender Offeror did not indicate any plan to change the price or specific new price as of November 12, 2020.

On November 13, the Target Company received a report (the “Findings Report (2)”) from the Special Committee including the statements that the content of the Findings Report had changed, and the board of directors of the Target Company should change and withhold its opinion in favor of or against the Tender Offer and its recommendation that its shareholders tender or not tender their shares in the Tender Offer, and that the decision on the Tender Offer made by the board of directors of the Target Company (i.e., to change and withhold its opinion on the

Tender Offer as stated above) is not detrimental to the general shareholders (meaning “minority shareholders” under Rule 441-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, and Rule 436-3 of the Enforcement Rules for those Regulations; the same applies hereinafter) of the Target Company (for more details of the Findings Report (2), please refer to “(IV) Establishment of Independent Special Committee by Company” of “(3) Measures to Ensure Fairness of Tender Offer Price, Etc.” below).

Under the process described above, taking into account the legal advice received from Mori Hamada & Matsumoto and the advice from a financial perspective received from Nomura Securities, and in utmost respect of the judgment of the Special Committee presented in the Findings Report (2), the meeting of the board of directors of the Target Company held on November 13, 2020 carefully discussed and deliberated whether it was necessary to change the opinion of the board of directors with respect to the Tender Offer, and resolved to withdraw its opinion in favor of the Tender Offer and its recommendation that its shareholders tender their shares in the Tender Offer, and to withhold its opinion in favor of or against the Tender Offer and its recommendation that its shareholders tender or not tender their shares in the Tender Offer in light of the fact that the Transactions (Nitori) are more advantageous than the Transactions from the perspective of the interests of general shareholders because the Tender Offer Price is significantly lower than the tender offer price in the Tender Offer (Nitori) (JPY5,500 yen per share) and DCM did not indicate any plan to change the price to at least JPY5,500 yen per share or specific new price as of November 12, 2020, that in the medium-to long-term, the Transactions (Nitori) present greater opportunities for the Target Company’s development and have a higher likelihood of increasing the Target Company’s corporate value than the Transactions, and that the Tender Offer and the Tender Offer (Nitori) are mutually exclusive.

(3) Measures to Ensure Fairness of Tender Offer Price, Etc.

(IV) Establishment of Independent Special Committee by Target Company

(Before Correction)

(iii) Details of Determination

- (b) Setting a minimum number equal to a majority rather than two-thirds of ownership, as is the case for the Tender Offer, would not impair the fairness assurance function of the majority of minority condition in the Transaction, nor would it raise any issues in terms of coercion on the Target Company's shareholders.

(After Correction)

(iii) Details of Determination

- (b) Setting a minimum number equal to a majority rather than two-thirds of ownership, as is the case for the Tender Offer, would not impair the fairness

assurance function of the majority of minority condition in the Transaction, nor would it raise any issues in terms of coercion on the Target Company's shareholders.

(iv) Change of Determinations in Connection with the Transactions (Nitori)

According to the Target Company's November 13 Press Release, in light of Nitori issuing an announcement of its intention to conduct the Tender Offer (Nitori) and the Target Company receiving a written proposal for the Tender Offer (Nitori) from Nitori as stated in "(II) Process of and reasons for Decision-Making by the Target Company" of "(2) Background, Purpose and Decision-making Process Leading to Decision to Conduct Tender Offer and Management Policy Following Tender Offer" above, the Special Committee deliberated whether it was necessary to amend the content of the Findings Report.

First, the Special Committee received immediate reports on the discussions and negotiations between the management of the Target Company and Nitori since their receipt of the written proposal from Nitori on October 29, 2020, and conducted deliberations and considerations on such reports based on the advice from Nomura Securities as to the policy to be taken, the negotiation policy with the Tender Offeror, etc. and the legal advice received from Mori Hamada & Matsumoto. In addition, the Special Committee met with Nitori on November 4 and November 9, 2020 to negotiate the possibility of increasing the tender offer price in the Tender Offer (Nitori) and directly question Nitori about necessary matters, and discussed and negotiated the Tender Offer (Nitori) with Nitori.

The Special Committee then submitted the Findings Report (2) with respect to the Tender Offer (Nitori), the contents of which are outlined below, to the board of directors of the Target Company on November 13, 2020, with unanimous approval from all members, based on the advice received from Plutus from a financial standpoint and the legal advice received from Mori Hamada & Matsumoto.

i) They consider that the board of directors of the Target Company should resolve to support the Tender Offer (Nitori) and to recommend its shareholders to tender their shares in the Tender Offer (Nitori).

ii) They consider that the decisions on the Transactions (Nitori), including the Tender Offer (Nitori), made by the board of directors of the Target Company (i.e., (i) decisions to express an opinion to support the Tender Offer (Nitori) and to recommend the shareholders of the Target Company to tender their shares in the Tender Offer (Nitori); and (ii) decisions concerning the procedures for making the Target Company a wholly owned subsidiary by means of demand for sale of shares, consolidation of shares, etc. to be made after the Tender Offer (Nitori), as part of the Transactions (Nitori)) are not detrimental to the general shareholders of the Target Company.

On the other hand, in addition to conducting comparative deliberations of the Tender Offer as part of the process of examining the Tender Offer (Nitori), the Special Committee asked the Tender Offeror whether it planned to change the Tender Offer Price to at least JPY5,500 per share in line with the tender offer price

in the Tender Offer (Nitori) (and, if so, what the specific new price would be), but the Tender Offeror did not indicate any plan to change the Tender Offer Price or specific new price as of November 12, 2020.

In light of those facts, the Special Committee submitted the Findings Report (2) containing its opinions to the effect that (i) the Transactions (Nitori) will contribute to the enhancement of the Target Company's corporate value and from the perspective of promoting the interests of the general shareholders of the Target Company, fair procedures have been implemented in the Transactions (Nitori) and the terms of the Transactions (Nitori) are appropriate; (ii) from the perspective of increasing corporate value, the Transactions (Nitori) and the Transactions are both expected to produce synergy effects that increase corporate value, but in the medium- to long-term, the Transactions (Nitori) present greater opportunities for the Target Company's development and have a higher likelihood of increasing the Target Company's corporate value; and (iii) from the perspective of the interests of the general shareholders, the Tender Offer Price is JPY4,200 per share, significantly lower than the tender offer price in the Tender Offer (Nitori) (JPY5,500 per share), and the Tender Offeror has not indicated any plan to increase the Tender Offer Price to at least JPY5,500 per share in line with the tender offer price in the Tender Offer (Nitori) or specific new price, so the Transactions (Nitori) are more advantageous than the Transactions; and therefore, (a) the board of directors of the Target Company should change and withhold its opinion in favor of or against the Tender Offer and its recommendation that its shareholders tender or not tender their shares in the Tender Offer, and (b) the decision by the board of directors of the Target Company to change and withhold its opinion on the Tender Offer is not detrimental to the general shareholders of the Target Company.

(VI) Approval of All Directors of Target Company

(Before Correction)

<Omitted>

Please note that none of the directors of the Target Company are concurrently serving as officers or employees of the Tender Offeror Group, nor are from the Tender Offeror Group, and there is no conflict of interest between them and the Target Company. Moreover, in the Management Integration Agreement, it is provided that the Target Company may nominate two (2) directors of the Tender Offeror after the settlement for the Tender Offer; however, such candidates have not yet been determined.

(After Correction)

<Omitted>

Please note that none of the directors of the Target Company are concurrently serving as officers or employees of the Tender Offeror Group, nor are from the Tender Offeror Group, and there is no conflict of interest between them and the Target Company. Moreover, in the Management Integration Agreement, it is provided that the Target

Company may nominate two (2) directors of the Tender Offeror after the settlement for the Tender Offer; however, such candidates have not yet been determined.

According to the Target Company's November 13 Press Release, subsequently, the Target Company resolved at a meeting of the Board of Directors held on November 13, 2020 to withdraw its opinion in favor of the Tender Offer and its recommendation that its shareholders tender their shares in the Tender Offer, and to withhold its opinion in favor of or against the Tender Offer and its recommendation that its shareholders tender or not tender their shares in the Tender Offer, with unanimous approval from all of the Directors of the Target Company.

(VII) No Deal Protection and Other Measures to Ensure Opportunities for Acquisition Proposals Other Than the Transactions

(Before Correction)

<Omitted>

In addition, the Tender Offeror set the period of the Tender Offer (the "Tender Offer Period") as 30 business days, even though the minimum tender offer period required under law is 20 business days. By setting the Tender Offer Period to a relatively long period, the Tender Offeror intends to ensure the opportunities for the Target Company's shareholders to appropriately determine whether or not to tender in the Tender Offer, and to ensure the appropriateness of the Tender Offer Price by ensuring an opportunity for any Competing Acquisition Offeror to make offers.

(After Correction)

<Omitted>

In addition, the Tender Offeror set the period of the Tender Offer (the "Tender Offer Period") as 30 business days, even though the minimum tender offer period required under law is 20 business days (Please note that the Tender Offer Period after the Change of Tender Offer Conditions has been extended to 40 business days). By setting the Tender Offer Period to a relatively long period, the Tender Offeror intends to ensure the opportunities for the Target Company's shareholders to appropriately determine whether or not to tender in the Tender Offer, and to ensure the appropriateness of the Tender Offer Price by ensuring an opportunity for any Competing Acquisition Offeror to make offers. Please note that the Tender Offer Period after the Change of Tender Offer is from October 5, 2020 (Monday) to December 1, 2020 (Tuesday).

(4) Policy for Organizational Restructuring, Etc. after Tender Offer (Matters Regarding the So-called 'Two-Step Acquisition')

(Before Correction)

<Omitted>

Please note that according to the Target Company's Press Release, if the Tender Offeror makes a Demand of Sale of Shares, the Target Company intends to approve such Demand of Sale of Shares at the meeting of its board of directors. It is provided in the Companies Act that in

the case where a Demand for Sale of Shares is made, the Shareholders Subject to Sale of Shares may file a petition with the court for a determination of the sale price for their Target Shares in accordance with Article 179-8 of the Companies Act and other applicable laws and regulations. Please note that if said petition is filed, the sale price of the Target Shares will be finally determined by the court.

Alternatively, if the Tender Offeror cannot hold 90% or more of the total voting rights in the Target Company after the closing of the Tender Offer, the Tender Offeror intends to request the Target Company to perform the consolidation of Target Shares pursuant to Article 180 of the Companies Act (the “Share Consolidation”) and to hold an extraordinary meeting of shareholders (the “Extraordinary Shareholders Meeting”) for, among purposes, the partial amendment of the Target Company’s articles of incorporation to abolish the provisions as to share unit number immediately after the completion of the settlement of the Tender Offer (at around late January or early February 2021), conditional upon coming into effect of Share Consolidation. Even in the case where the Tender Offeror holds less than two-thirds of the total voting rights in the Target Company after the closing of the Tender Offer, as set out in “(1) Overview of Tender Offer” above, taking into account the existence of shareholders, such as passive index funds which hold the Target Shares with policies of not subscribing to tender offers regardless of the appropriateness of the terms of the transactions, the Tender Offeror recognizes that there may be some shareholders who did not tender in the Tender Offer but are in favor of each of the above-mentioned proposals, and therefore, plans to make these requests in order to confirm the intentions of those shareholders who did not tender in the Tender Offer.

<Omitted>

(After Correction)

<Omitted>

Please note that according to the Target Company’s November 13 Press Release, if the Tender Offeror makes a Demand of Sale of Shares, the Target Company is still considering how it will respond. It is provided in the Companies Act that in the case where a Demand for Sale of Shares is made, the Shareholders Subject to Sale of Shares may file a petition with the court for a determination of the sale price for their Target Shares in accordance with Article 179-8 of the Companies Act and other applicable laws and regulations. Please note that if said petition is filed, the sale price of the Target Shares will be finally determined by the court.

Alternatively, if the Tender Offeror cannot hold 90% or more of the total voting rights in the Target Company after the closing of the Tender Offer, the Tender Offeror intends to request the Target Company to perform the consolidation of Target Shares pursuant to Article 180 of the Companies Act (the “Share Consolidation”) and to hold an extraordinary meeting of shareholders (the “Extraordinary Shareholders Meeting”) for, among purposes, the partial amendment of the Target Company’s articles of incorporation to abolish the provisions as to share unit number immediately after the completion of the settlement of the Tender Offer, conditional upon coming into effect of Share Consolidation. Even in the case where the Tender Offeror holds less than two-thirds of the total voting rights in the Target Company after the closing of the Tender Offer, as set out in “(1) Overview of Tender Offer” above, taking into account the existence of shareholders, such as passive index funds which hold the Target Shares with policies of not subscribing to tender offers regardless of the



appropriateness of the terms of the transactions, the Tender Offeror recognizes that there may be some shareholders who did not tender in the Tender Offer but are in favor of each of the above-mentioned proposals, and therefore, plans to make these requests in order to confirm the intentions of those shareholders who did not tender in the Tender Offer. It is scheduled that the Tender Offeror would request the Target Company to announce the timing and other matters concerning the Extraordinary Shareholders Meeting once such matters have been determined through consultation between the Tender Offeror and the Target Company.

<Omitted>

## 2. Outline of Tender Offer

### (2) Schedule, Etc.

#### (II) Anticipated Tender Offer Period at the time of filing of the Tender Offer Statement (Before Correction)

From October 5, 2020 (Monday) to November 16, 2020 (Monday) (30 business days)

#### (After Correction)

From October 5, 2020 (Monday) to December 1, 2020 (Tuesday) (40 business days)

### (8) Settlement Method

#### (II) Commencement Date of Settlement

##### (Before Correction)

November 20, 2020 (Friday)

##### (After Correction)

December 7, 2020 (Monday)

## 4. Others

### (1) Agreements Between Tender Offeror and Target Company or its Officers and Details Thereof

#### (Before Correction)

According to the Target Company's Press Release, at the meeting of its Board of Directors held today, the Target Company adopted a resolution to support the Tender Offer and to recommend its shareholders to tender their shares in the Tender Offer.

For details, please refer to the Target Company's Press Release, as well as "(VI) Approval of All Directors of Target Company" of "(3) Measures to Ensure Fairness of Tender Offer Price" of "1. Purpose, Etc. of Tender Offer, Etc." above.

<Omitted>

#### (After Correction)

According to the Target Company's Press Release, at the meeting of its Board of Directors

held today, the Target Company adopted a resolution to support the Tender Offer and to recommend its shareholders to tender their shares in the Tender Offer.

For details, please refer to the Target Company's Press Release, as well as "(VI) Approval of All Directors of Target Company" of "(3) Measures to Ensure Fairness of Tender Offer Price" of "1. Purpose, Etc. of Tender Offer, Etc." above.

According to the Target Company's November 13 Press Release, subsequently, the Target Company resolved at a meeting of the Board of Directors held on November 13, 2020 to withdraw its opinion in favor of the Tender Offer and its recommendation that its shareholders tender their shares in the Tender Offer, and to withhold its opinion in favor of or against the Tender Offer and its recommendation that its shareholders tender or not tender their shares in the Tender Offer.

<Omitted>

End

- The Tender Offer is conducted to purchase common stock of the Target, a corporation incorporated in Japan. Although the Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed in the Financial Instruments and Exchange Act, these procedures and standards may differ from the procedures and standards in the United States. In particular, Sections 13(e) and 14(d) of the U.S. Securities Exchange Act of 1934, as amended, and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards. All of the financial information contained in this press release is based on Japanese accounting standard, not U.S. accounting standards, and may not necessarily be comparable to financial information based on U.S. accounting standards. Further, it may be difficult to enforce any right or demand arising under U.S. federal securities laws, because both of the Tender Offeror and the Target are incorporated outside the United States and none of its officers are U.S. residents. It may be impossible to sue a company outside the United States and its officers in a non-U.S. court for a violation of the U.S. Securities laws. Furthermore, there is no guarantee that one would be able to compel a company outside the United States or its subsidiaries and affiliated parties to subject themselves to the jurisdiction of a U.S. court.
- Unless otherwise specified, all procedures relating to the Tender Offer shall be conducted in Japanese language. If some of the documents relating to the Tender Offer are prepared in English language and if there is any inconsistency between the English version and the Japanese version, the Japanese version shall 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 substantially differ from the projections and other matters expressly or impliedly set forth herein as "forward-looking statements." Neither the Tender Offeror nor the Target, nor any of their respective affiliated parties, assumes that such express or implied projections, etc. 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 Tender Offeror and the Target as of the date hereof and, unless otherwise required under applicable laws and regulations, neither the Tender Offeror nor the Target, nor any of their respective affiliated parties, assumes any obligation to update or revise this press release to reflect any future events or circumstances.

- There is a possibility that the Tender Offeror, any of the Target's financial advisors or the tender offer agent (including their respective related parties) may conduct purchases of common stock of the Target not under the Tender Offer for its or their own account or on the account of its or their clients, or may take any action toward such purchase, prior to the commencement of the Tender Offer or during the tender offer period, in the ordinary course of business in accordance with the requirements under Article 5(b) of Rule 14(e) of the U.S. Securities Exchange Act of 1934, to such extent as is permitted by Japanese legislation related to financial instruments transactions and other applicable laws and regulations.