

Fujitsu successfully completes public takeover offer of GK Software

- Fujitsu completes voluntary public takeover offer of GK Software, a leading global provider of cloud solutions for the international retail industry.
- Through the takeover offer, and on-market purchases, Fujitsu acquired 68.03% of the total share capital of GK.
- The acquisition will accelerate Fujitsu's shift towards Cloud / Software-as-a-Service (SaaS) and expand its global reach with new Digital Transformation offerings.
- Fujitsu has already announced a delisting offer with the offer period set to commence in due course.

Tokyo, May 16, 2023 - Fujitsu Limited ("Fujitsu") today announces the successful completion of its public takeover offer of GK Software SE ("GK"), a leading global provider of cloud services for the international retail industry, headquartered in Schoeneck, Germany. By way of the takeover offer, and on-market purchases, Fujitsu, via Fujitsu ND Solutions AG ("ND Solutions"), a direct wholly-owned subsidiary of Fujitsu, acquired 68.03% of the total share capital of GK.

Fujitsu has committed in the Business Combination Agreement in a legally binding manner not to enter into a domination and/or profit and loss transfer agreement with GK for at least two years upon closing of the takeover offer.

The completed transaction will accelerate Fujitsu's shift towards Cloud / Software-as-a-Service (SaaS) and expand its global reach with new Digital Transformation offerings

The completed transaction is part of a global strategy to accelerate Fujitsu's standing as a digital transformation enterprise, strengthen its services, and help to grow and realize its purpose. It also provides the basis for a business partnership with GK, known for their ability to deliver highly flexible SaaS and cloud-based DX solutions to customers. Fujitsu intends to support GK to accelerate its international expansion in Japan, Asia, the Americas, and Europe. Fujitsu also intends to offer GK access to its enhanced technologies such as Artificial Intelligence (AI) and High-Performance Computing (HPC).

Details on the delisting offer

On May 2, 2023, ND Solutions announced the decision to launch a delisting offer for the shares of GK Software. The Executive Board and Supervisory Board of GK Software, both of which have approved the conclusion of a delisting agreement, welcome and support the delisting offer. The delisting offer will be made pursuant to the terms and conditions set out in the offer document to be approved by the German Federal Financial Supervisory Authority (BaFin). The offer document will be published following approval by BaFin, at which point the acceptance period for the delisting offer will commence. The offer document and other information pertaining to the delisting offer will be made available in accordance with the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz – WpÜG) on the following website: www.nd-offer.de.

Media contacts

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About Fujitsu

Fujitsu's purpose is to make the world more sustainable by building trust in society through innovation. As the digital transformation partner of choice for customers in over 100 countries, our 124,000 employees work to resolve some of the greatest challenges facing humanity. Our range of services and solutions draw on five key technologies: Computing, Networks, AI, Data & Security, and Converging Technologies, which we bring together to deliver sustainability transformation. Fujitsu Limited (TSE:6702) reported consolidated revenues of 3.7 trillion yen (US\$28 billion) for the fiscal year ended March 31, 2023 and remains the top digital services company in Japan by market share. Find out more: www.fujitsu.com

Fujitsu's Commitment to the Sustainable Development Goals

The Sustainable Development Goals (SDGs) adopted by the United Nations in 2015 represent a set of common goals to be achieved worldwide by 2030. Fujitsu's purpose – "to make the world more sustainable by building trust in society through innovation" – is a promise to contribute to the vision of a better future empowered by the SDGs.

About GK Software SE

GK Software SE is a leading global provider of cloud solutions for the international retail industry and one of the fastest growing companies in its field. The cornerstones of the company are self-developed, open and platform-independent solutions. Thanks to its comprehensive product portfolio, 22 percent of the world's 50 largest retailers currently rely on solutions from GK. The company's customers include Adidas, Aldi, Coop (Switzerland), Edeka, Grupo Kuo, Hornbach, HyVee, Lidl, Migros, Netto Marken-Discount and Walmart International. GK has subsidiaries in the U.S., France, Czech Republic, Switzerland, South Africa, Singapore, Australia and holds ownership or majority stakes in DF Deutsche Fiskal GmbH, Artificial Intelligence for Retail AG and retail7. Since its IPO in 2008, the company has grown more than sevenfold and generated revenues of EUR 130.8 million in 2021. GK was founded in 1990 by CEO Rainer Gläß and Stephan Kronmüller and is still founder-managed today. In addition to its headquarters in Schoeneck, the group now operates 16 sites worldwide. GK's goal is to become the leading cloud solutions company in the retail industry worldwide, enabling consumers on all continents to enjoy the best possible shopping experiences.

Further information about the company: <https://www.gk-software.com/>

Important notice

This announcement is for information purposes only and does not constitute an invitation to make an offer to sell GK securities. This announcement does not constitute an offer to purchase GK securities and is not for the purposes of Fujitsu making any representations or entering into any other binding legal commitments. Investors and holders of GK securities are strongly advised to read the relevant documents regarding the delisting offer, when available, because they contain important information. In addition, holders of GK securities subject to the delisting offer are strongly recommended to seek independent advice in order to reach an informed decision in respect of the content of such documents and with regard to the delisting offer.

The publication, sending, distribution or dissemination of this announcement in certain jurisdictions other than Germany and the United States may be governed by laws of jurisdictions other than Germany and the United States in which the publication, sending, distribution or dissemination are subject to legal restrictions. Persons

who are not resident in Germany or the United States or who are for other reasons subject to the laws of other jurisdictions should inform themselves of, and observe, the laws of such other jurisdictions.

This announcement is not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

If you are a resident of the United States, please read the following:

The intended delisting offer is being made for the securities of a German company and is subject to German disclosure requirements, which are different from those of the United States. The financial information included in this announcement, if any, has been largely prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. The intended delisting offer will be made in the United States pursuant to the applicable US tender offer rules, including Regulation 14E and relevant provisions on exemptions from the prohibition on purchases outside the intended delisting offer and otherwise in accordance with the requirements of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*). Accordingly, the intended delisting offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

To the extent permissible under applicable law or regulation, ND Solutions and its affiliates or brokers (acting as agents for ND Solutions or its affiliates, as applicable) may from time to time before, during or after the period in which the delisting offer remains open for acceptance, and other than pursuant to the intended delisting offer, directly or indirectly purchase, or arrange to purchase, shares of GK, that may be the subject of the delisting offer, or any securities that are convertible into, exchangeable for or exercisable for shares of GK. Any such purchases, or arrangements to purchase, will comply with all applicable German rules and regulations and Rule 14e-5 under the U.S. Securities Exchange Act to the extent applicable. Information about such purchases will be disclosed in Germany to the extent required by applicable law. To the extent information about such purchases or arrangements to purchase is made public in Germany, such information also will be deemed to be publicly disclosed in the United States. In addition, the financial advisors to ND Solutions may also engage in ordinary course trading activities in securities of GK, which may include purchases or arrangements to purchase such securities. In some jurisdictions, publication or distribution of this announcement may be illegal or permitted only to certain persons.

Forward-looking statements

This announcement contains forward-looking statements or statements that may be deemed to be forward-looking statements with respect to Fujitsu, ND Solutions and GK. Statements other than historical facts contained in this announcement may constitute forward-looking statements. Forward-looking statements include "targets," "plans," "believes," "expects," "aims," "intends," "will," "may", "anticipates", "estimates", "projects" and similar words and phrases, or the negative forms thereof. Forward-looking statements include (i) future capital expenditures, expenses, revenues, earnings, synergies, economic trends, indebtedness, financial condition, dividend policy, losses and projections; (ii) business and management strategies and the potential synergies and business expansion and growth that the delisting offer may bring to Fujitsu, ND Solutions, or GK; and (iii) the impact of any governmental regulation on the business of Fujitsu or GK, including statements regarding the impact of such regulation on the business of Fujitsu or GK.

Forward-looking statements are subject to risks and uncertainties that may materially affect expected results and are based on certain important assumptions. A number of factors could cause actual results to differ materially from those assumed or implied in the forward-looking statements. In light of such uncertainties and risks, you are cautioned not to place undue reliance on forward-looking statements, which are relevant only as of the date they are made. Neither Fujitsu, ND Solutions nor GK undertakes any obligation to update any forward-looking statements or other statements contained in this announcement, except as required by applicable law.

None of the statements contained or referred to in this announcement are made as a profit forecast.