

***(Translation)***

Cover Sheet

Submitted Document                      Amendment of Tender Offer Registration Statement

Government Agent to Receive Filing Director of the Kanto Finance Bureau

Submission Date                              February 16, 2024

Name of Submitting Party                      Bloom 1 K.K.

Address or Location of Submitting Party      37F Roppongi Hills Mori Tower, 10-1 Roppongi 6-chome, Minato-ku, Tokyo

Nearest Point of Contact                      Marunouchi Trust Tower Main 26th Floor, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo

White & Case LLP

Phone Number                                  + 81-3-6384-3300

Name of Administrative Contact              Attorney at Law Naoya Shiota/ Leo Watanabe/ Shumpei Kogasaka

Name of Agent                                  Not applicable.

Address or Address of Agent                  Not applicable.

Nearest Point of Contact                      Not applicable.

Phone Number                                  Not applicable.

Name of Administrative Contact              Not applicable.

Place for public inspection                      Bloom 1 K.K.

(37F Roppongi Hills Mori Tower, 10-1 Roppongi 6-chome, Minato-ku, Tokyo)

Tokyo Stock Exchange, Inc.

(2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo)

Note 1 In this Statement, the “Offeror” means Bloom 1 K.K.

Note 2 In this Statement, the “Target Company” means Benesse Holdings, Inc.

Note 3 In this Statement, the “Act” means the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

Note 4 In this Statement, the “Order” means the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended).

Note 5 In this Statement, the “Cabinet Office Ordinance” means the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended.).

Note 6 In this Statement, the “Share Certificates, Etc.” means rights pertaining to shares and depositary receipts.

- Note 7 Unless otherwise provided, any reference in this Statement to a number of days or a date and time means the number of days or the date and time in Japan.
- Note 8 The tender offer for which this Statement is being submitted (the “Tender Offer”) will be conducted in accordance with the procedures and information disclosure standards prescribed in the Financial Instruments and Exchange Law of Japan, which may differ from the procedures and information disclosure standards in the U.S. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended) do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards. Financial information contained in this Statement or reference documents have been prepared based on Japanese generally accepted accounting principles and may not necessarily be directly comparable to financial statements of companies in the United States. Also, because the Offeror and the Target Company are corporations incorporated outside the U.S. and their directors are non-U.S. residents, it may be difficult to exercise rights or demands against them that can be claimed based on U.S. securities laws. In addition, shareholders may not be permitted to commence any legal procedures in courts outside the U.S. against non-U.S. corporations or their directors based on a breach of U.S. securities laws. Furthermore, U.S. courts are not necessarily granted jurisdiction over non-U.S. corporations or their directors.
- Note 9 To the extent permitted by the Financial Instruments and Exchange Act of Japan and other applicable laws and regulations, financial advisors and the Tender Agent of the Offeror and the Target Company and their affiliated companies may, within their ordinary course of business, purchase or engage in any act toward the purchase of the common shares of Target Company (“Target Company Shares”) for their own accounts or the accounts of their clients during the period of purchase, etc. in the Tender Offer (the “Tender Offer Period”) but outside of the Tender Offer in accordance with the requirements of Rule 14e-5 (b) of the Securities Exchange Act of 1934. If information relating to such purchase is disclosed in Japan, the information will be also disclosed in the same manner in the United States.
- Note 10 All procedures relating to the Tender Offer will be conducted entirely in the Japanese language. If all or any part of a document relating to the Tender Offer is prepared in the English language and there is any inconsistency between the English document and the Japanese document, the Japanese document will prevail.
- Note 11 This Statement or reference documents include statements that fall under a “forward-looking statement” 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. Due to known and unknown risks, uncertainties, and other factors, the actual results might differ significantly from forward-looking statements made herein implicitly or explicitly. The Offeror and its affiliates do not guarantee that the events described in such implicit and explicit forward-looking statements will actually materialize. The “forward-looking statements” in this Statement or reference documents were prepared based on the information obtained by the Offeror as of the date hereof and, unless required by law, the Offeror and its affiliates are not obligated to amend or revise such forward-looking statements to reflect future matters and situations.
- Note 12 If a right to request the purchase of shares less than one unit is exercised by shareholders in accordance with the Companies Act (Act No. 86 of 2005, 1948, as amended; the “Companies Act”), the Target Company may purchase its own shares less than one unit during the Tender Offer Period in accordance with the procedures required by laws and regulations.

## 1 Reason for Filing of Amendment to Tender Offer Registration Statement

The Offeror received from the Japan Fair Trade Commission the “Notification of Decision Not to Issue Cease and Desist Order” dated as of February 14, 2024 and “Notice of Shortening of Acquisition Prohibition Period” dated as of February 14, 2024. The Target Company filed a Quarterly Report for the Third Quarter of the 70th Term on February 14, 2024. As there were matters to be amended in parts of the descriptions of the Tender Offer Registration Statement filed as of January 30, 2024 and the Public Notice for Commencing Tender Offer dated January 30, 2024 attached to thereof and there were new documents to be attached to thereof, an Amendment to the Tender Offer Registration Statement was filed in order to amend it pursuant to Paragraph 2 of Article 27-8 of the Act.

## 2 Matter to Amend

### I Tender Offer Registration Statement

#### 1. Terms of Tender Offer

#### 6. Licenses, Etc. Concerning Acquisition of Share Certificates, Etc.

##### (2) Relevant Laws and Regulations

① Act on Prohibition of Private Monopolization and Maintenance of Fair Trade of Japan

##### (3) Date and Number of approval, etc.

#### 11 Other conditions and methods of purchase

(2) Conditions of withdrawal of the tender offer, details thereof and method of disclosure of withdrawal

#### 5. Status of the Target Company

#### 4. Matters Concerning the Target Company as a Company Subject to Continuous Disclosure

(1) Documents Submitted by the Target Company

(ii) Quarterly securities report or semiannual securities report

### II Documents Attached to a Tender Offer Registration Statement

## 3 Relevant Items Before and After the Amendment

Where amended are shown with the underlines.

# I Tender Offer Registration Statement

## 1. Terms of Tender Offer

### 6. Licenses, Etc. Concerning Acquisition of Share Certificates, Etc.

#### (2) Relevant Laws and Regulations

##### ① Act on Prohibition of Private Monopolization and Maintenance of Fair Trade of Japan

###### (Pre-Amendment)

The Offeror is required under Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the “Antimonopoly Act”), to give prior notification (the “Prior Notification”) to the Japan Fair Trade Commission (the “JFTC”) regarding its plan to acquire Target Shares through the Tender Offer (the “Share Acquisition”) and under Article 10, Paragraph 8 of the Antimonopoly Act before the Share Acquisition, and the Offeror may not consummate the Share Acquisition until basically thirty (30) days have passed from the date on which the Prior Notification was accepted (provided that such period may be shortened; the period during which the Share Acquisition is prohibited being hereinafter referred to as the “Acquisition Prohibition Period”).

In addition, Article 10, Paragraph 1 of the Antimonopoly Act prohibits any act of acquiring shares of other companies that will cause a substantial restraint of competition in a particular field of trade and the JFTC may order measures necessary to eliminate any acts in violation of such prohibition (Article 17-2, Paragraph 1 of the Antimonopoly Act; hereinafter referred to as a “Cease and Desist Order”), or file a petition for an emergency suspension order with the court (Article 70-4, Paragraph 1 of the Antimonopoly Act). If the JFTC intends to issue a Cease and Desist Order in case the Prior Notification is given, it must conduct a hearing of opinions with the would-be addressee of that Cease and Desist Order (Article 49 of the Antimonopoly Act), and in advance of such hearing, shall notify the addressee of the details of the planned Cease and Desist Order (Article 50, Paragraph 1 of the Antimonopoly Act; hereinafter referred to as “Prior Notice of Cease and Desist Order”), which notice must be made within a certain period of time (in principle, thirty (30) days from the date on which the Prior Notification above was accepted; however, the period might be extended or shortened; hereinafter referred to as the “Cease and Desist Period”) (Article 10, Paragraph 9 of the Antimonopoly Act). If the JFTC has decided not to give Prior Notice of Cease and Desist Order, it will give notification to that effect (“Notification of Decision Not to Issue Cease and Desist Order”) (Article 9 of the Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Japan Fair Trade Commission Rule No. 1 of 1953, as amended)).

The Offeror has submitted Prior Notification to the JFTC with respect to the Share Acquisition on January 16, 2024 and it has been accepted as of that date. Accordingly, in principle, the Cease and Desist Period in which any Prior Notice of Cease and Desist Order may be made and the Acquisition Prohibition Period will expire upon the passing February 15, 2024. If (i) the Cease and Desist Period does not expire by the day immediately preceding the expiration date of the Tender Offer Period (including in any case where this period is extended), (ii) the Prior Notice of Cease and Desist Order is given, or (iii) the Offeror is subject to a petition for a court order for emergency suspension on suspicion of violating the provisions of Article 10, Paragraph 1 of the Antimonopoly Act, the Offeror may withdraw the Tender Offer as it will be deemed that an event set out in Article 14, Paragraph 1, Item (4) of the Order has occurred as described in “(2) Conditions of withdrawal of the tender offer, details thereof and method of disclosure of withdrawal” of “11. Other conditions and methods of purchase” below. If the Cease and Desist Period expires without receiving the Prior Notice of Cease and Desist Order or the request for reporting under Article 10, Paragraph 9 of the Antimonopoly Act, or if the Notification of Decision Not to Issue Cease and Desist Order is received, the Offeror shall immediately submit an amendment statement hereto to the Director-General of the Kanto Local Finance Bureau in accordance with Article 27-8, Paragraph 2 of the Act.

(Post-Amendment)

The Offeror is required under Article 10, Paragraph 2 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the “Antimonopoly Act”), to give prior notification (the “Prior Notification”) to the Japan Fair Trade Commission (the “JFTC”) regarding its plan to acquire Target Shares through the Tender Offer (the “Share Acquisition”) and under Article 10, Paragraph 8 of the Antimonopoly Act before the Share Acquisition, and the Offeror may not consummate the Share Acquisition until basically thirty (30) days have passed from the date on which the Prior Notification was accepted (provided that such period may be shortened; the period during which the Share Acquisition is prohibited being hereinafter referred to as the “Acquisition Prohibition Period”).

In addition, Article 10, Paragraph 1 of the Antimonopoly Act prohibits any act of acquiring shares of other companies that will cause a substantial restraint of competition in a particular field of trade and the JFTC may order measures necessary to eliminate any acts in violation of such prohibition (Article 17-2, Paragraph 1 of the Antimonopoly Act; hereinafter referred to as a “Cease and Desist Order”), or file a petition for an emergency suspension order with the court (Article 70-4, Paragraph 1 of the Antimonopoly Act). If the JFTC intends to issue a Cease and Desist Order in case the Prior Notification is given, it must conduct a hearing of opinions with the would-be addressee of that Cease and Desist Order (Article 49 of the Antimonopoly Act), and in advance of such hearing, shall notify the addressee of the details of the planned Cease and Desist Order (Article 50, Paragraph 1 of the Antimonopoly Act; hereinafter referred to as “Prior Notice of Cease and Desist Order”), which notice must be made within a certain period of time (in principle, thirty (30) days from the date on which the Prior Notification above was accepted; however, the period might be extended or shortened; hereinafter referred to as the “Cease and Desist Period”) (Article 10, Paragraph 9 of the Antimonopoly Act). If the JFTC has decided not to give Prior Notice of Cease and Desist Order, it will give notification to that effect (“Notification of Decision Not to Issue Cease and Desist Order”) (Article 9 of the Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Japan Fair Trade Commission Rule No. 1 of 1953, as amended)).

The Offeror has submitted Prior Notification to the JFTC with respect to the Share Acquisition on January 16, 2024 and it has been accepted as of that date.

Subsequently, the Offeror received from the JFTC on February 14, 2024, the “Notification of Decision Not to Issue Cease and Desist Order” dated as of February 14, 2024, with regard to the Share Acquisition. Accordingly, the Cease and Desist Period expired on February 14, 2024. Furthermore, since the Offeror received from the JFTC on February 14, 2024, the “Notice of Shortening of Acquisition Prohibition Period” dated as of February 14, 2024, which stated that the Acquisition Prohibition Period should be shortened from 30 days to 29 days, the Acquisition Prohibition Period expired after February 14, 2024.

(3) Date and Number of Approvals, etc.

(Pre-Amendment)

	Jurisdiction	Name of organization of Approvals, etc.	Date of Approvals, etc. (Local Time)	Number of Approvals, etc.
①	China	State Administration for Market Regulation	December 29, 2023	No.2 Anti-Monopoly Enforcement Department Review Decision [2023] No. 896
②	Japan	Ministry of Finance and Relevant Ministers	January 22, 2024	JD No. 1320

(Post-Amendment)

	Jurisdiction	Name of organization of Approvals, etc.	Date of Approvals, etc. (Local Time)	Number of Approvals, etc.
①	China	State Administration for Market Regulation	December 29, 2023	No.2 Anti-Monopoly Enforcement Department Review Decision [2023] No. 896
②	Japan	Ministry of Finance and Relevant Ministers	January 22, 2024	JD No. 1320
③	Japan	Japan Fair Trade Commission	February 14, 2024 (upon receipt of the Notice of Non-issuance of Cease and Desist Order and the Notice of Shortening of Prohibition Period for Acquisition)	Kokeiki No. 133 (the number of the Notice of Non-issuance of Cease of Desist Order) Kokeiki No. 134 (the number of the Notice of Shortening of Prohibition Period for Acquisition)

11 Other conditions and methods of purchase

(2) Conditions of withdrawal of the tender offer, details thereof and method of disclosure of withdrawal

(Pre-Amendment)

If any of the circumstances set forth in Article 14, paragraph (1), item (i), sub-items (a) through (i) and (l) through (r); item (iii), sub-items (a) through (h) and (j), item (iv); and paragraph (2), items (iii) through (vi) of the Order arises, the Offeror may withdraw the Tender Offer.

In the Tender Offer, “facts equivalent to those set forth in sub-item (a) to sub-item (i)” set forth in sub-item (j) of item (iii) of paragraph (1) of Article 14 of the Order means the cases (i) where it has become clear that the legal disclosure documents submitted by the Target Company in the past included a false statement regarding an important matter or omitted a statement regarding an important matter that should have been provided therein, and if the Offeror did not know the existence of the false statement or the omission and was not possible to know about it despite the exercise of reasonable care, and (ii) where any of the facts set forth in sub-item (a) through (g) of that item arises with respect to any of the Target Company’s important subsidiaries.

As described in “(2) Relevant Laws and Regulations” of “6. Licenses, Etc. Concerning Acquisition of Share Certificates, Etc.” above, with regard to the Offeror’s prior notification to the Japan Fair Trade Commission pursuant to the provision of Paragraph 2, Article 10, of the Antimonopoly Act, if (1) the Offeror receives a cease and desist order from the Japan Fair Trade Commission ordering a disposition of the Target Company Shares in whole or in part, transfer of a part of its business, or any other disposition similar thereto; (2) the period for taking such measures does not expire; or (3) the Offeror receives a petition for an emergency stop order from the court on the grounds that it is a person who is suspected to commit an act in violation of the provision of Paragraph 1, Article 10, of the Antimonopoly Act, the Tender Offer may be withdrawn on the grounds that “permission, etc.” set forth in Article 14, Paragraph 1, Item 4 of the Order has not been obtained by the day

preceding the expiration date of the Tender Offer Period (including any extension).

In the event that the Offeror intends to withdraw the Tender Offer, the Offeror shall give a public notice electronically, and shall then post in the Nihon Keizai Shimbun that such public notice has been made; provided, however, that, if it is impracticable to give such public notice by the last day of the Tender Offer Period, the Offeror shall make a public announcement pursuant to Article 20 of the Cabinet Office Ordinance and give a public notice forthwith.

(Post-Amendment)

If any of the circumstances set forth in Article 14, paragraph (1), item (i), sub-items (a) through (i) and (l) through (r); item (iii), sub-items (a) through (h) and (j); and paragraph (2), items (iii) through (vi) of the Order arises, the Offeror may withdraw the Tender Offer.

In the Tender Offer, “facts equivalent to those set forth in sub-item (a) to sub-item (i)” set forth in sub-item (j) of item (iii) of paragraph (1) of Article 14 of the Order means the cases (i) where it has become clear that the legal disclosure documents submitted by the Target Company in the past included a false statement regarding an important matter or omitted a statement regarding an important matter that should have been provided therein, and if the Offeror did not know the existence of the false statement or the omission and was not possible to know about it despite the exercise of reasonable care, and (ii) where any of the facts set forth in sub-item (a) through (g) of that item arises with respect to any of the Target Company’s important subsidiaries.

In the event that the Offeror intends to withdraw the Tender Offer, the Offeror shall give a public notice electronically, and shall then post in the Nihon Keizai Shimbun that such public notice has been made; provided, however, that, if it is impracticable to give such public notice by the last day of the Tender Offer Period, the Offeror shall make a public announcement pursuant to Article 20 of the Cabinet Office Ordinance and give a public notice forthwith.

## 5. Status of the Target Company

### 4. Matters Concerning the Target Company as a Company Subject to Continuous Disclosure

- (1) Documents Submitted by the Target Company
- (ii) Quarterly securities report or semiannual securities report

(Pre-Amendment)

Submitted to the Director General of the Kanto Local Finance Bureau on November 14, 2023 for the Second Quarterly Financial Results for the 70th Term (from July 1, 2023 to September 30, 2023)

Expected to be submitted to the Director General of the Kanto Local Finance Bureau on February 14, 2024 for the Third Quarterly Financial Results for the 70th Term (from October 1, 2023 to December 31, 2023)

(Post-Amendment)

Submitted to the Director General of the Kanto Local Finance Bureau on November 14, 2023 for the Second Quarterly Financial Results for the 70th Term (from July 1, 2023 to September 30, 2023)

Submitted to the Director General of the Kanto Local Finance Bureau on February 14, 2024 for the Third Quarterly Financial Results for the 70th Term (from October 1, 2023 to December 31, 2023)

## II Documents Attached to a Tender Offer Registration Statement

(1) Public Notice for Commencing Tender Offer dated January 30, 2024

### 2. Content of Tender offer

(11) Other conditions and methods of purchase

② Conditions of withdrawal of the tender offer, details thereof and method of disclosure of withdrawal

(Pre-Amendment)

If any of the circumstances set forth in Article 14, paragraph (1), item (i), sub-items (a) through (i) and (l) through (r); item (iii), sub-items (a) through (h) and (j), item (iv); and paragraph (2), items (iii) through (vi) of the Order arises, the Offeror may withdraw the Tender Offer.

In the Tender Offer, “facts equivalent to those set forth in sub-item (a) to sub-item (i)” set forth in sub-item (j) of item (iii) of paragraph (1) of Article 14 of the Order means the cases (i) where it has become clear that the legal disclosure documents submitted by the Target Company in the past included a false statement regarding an important matter or omitted a statement regarding an important matter that should have been provided therein, and if the Offeror did not know the existence of the false statement or the omission and was not possible to know about it despite the exercise of reasonable care, and (ii) where any of the facts set forth in sub-item (a) through (g) of that item arises with respect to any of the Target Company’s important subsidiaries.

With regard to the Offeror’s prior notification to the Japan Fair Trade Commission pursuant to the provision of Paragraph 2, Article 10, of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the “Antimonopoly Act”), if (1) the Offeror receives a cease and desist order from the Japan Fair Trade Commission ordering a disposition of the Target Company Shares in whole or in part, transfer of a part of its business, or any other disposition similar thereto; (2) the period for taking such measures does not expire; or (3) the Offeror receives a petition for an emergency stop order from the court on the grounds that it is a person who is suspected to commit an act in violation of the provision of Paragraph 1, Article 10, of the Antimonopoly Act, the Tender Offer may be withdrawn on the grounds that “permission, etc.” set forth in Article 14, Paragraph 1, Item 4 of the Order has not been obtained by the day preceding the expiration date of the Tender Offer Period (including any extension).

In the event that the Offeror intends to withdraw the Tender Offer, the Offeror shall give a public notice electronically, and shall then post in the Nihon Keizai Shimbun that such public notice has been made; provided, however, that, if it is impracticable to give such public notice by the last day of the Tender Offer Period, the Offeror shall make a public announcement pursuant to Article 20 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended; the “Cabinet Office Ordinance”) and give a public notice forthwith.

(Post-Amendment)

If any of the circumstances set forth in Article 14, paragraph (1), item (i), sub-items (a) through (i) and (l) through (r); item (iii), sub-items (a) through (h) and (j); and paragraph (2), items (iii) through (vi) of the Order arises, the Offeror may withdraw the Tender Offer.

In the Tender Offer, “facts equivalent to those set forth in sub-item (a) to sub-item (i)” set forth in sub-item (j) of item (iii) of paragraph (1) of Article 14 of the Order means the cases (i) where it has become clear that the legal disclosure documents submitted by the Target Company in the past included a false statement regarding an important matter or omitted a statement regarding an important matter that should have been provided therein, and if the Offeror did not know the existence of the false statement or the omission and was not possible to know about it despite the exercise of reasonable care, and (ii) where any of the facts set forth in sub-item (a) through (g) of that item arises with respect to any of the Target Company’s important subsidiaries.



In the event that the Offeror intends to withdraw the Tender Offer, the Offeror shall give a public notice electronically, and shall then post in the Nihon Keizai Shimbun that such public notice has been made; provided, however, that, if it is impracticable to give such public notice by the last day of the Tender Offer Period, the Offeror shall make a public announcement pursuant to Article 20 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers (Ministry of Finance Order No. 38 of 1990, as amended; the “Cabinet Office Ordinance”) and give a public notice forthwith.

(2) Notice of Non-issuance of Cease and Desist Order and Notice of Shortening of Prohibition Period for Acquisition

The Offeror received from the Japan Fair Trade Commission on February 14, 2024, the “Notification of Decision Not to Issue Cease and Desist Order” dated as of February 14, 2024 and “Notice of Shortening of Acquisition Prohibition Period”, dated as of February 14, 2024. Accordingly, the Offeror attached these documents hereto, in accordance with Article 13, Paragraph 1, item (9) of the Cabinet Office Ordinance.

(3) Document pursuant to Article 13, Paragraph 1, Item 12 of the Cabinet Office Ordinance

Since the Target Company filed a Quarterly Report for the Third Quarter of the 70th Term (from October 1, 2023 to December 31, 2023) with the Director General of the Kanto Local Finance Bureau on February 14, 2024, the document pursuant to Article 13, Paragraph 1, Item 12 of the Cabinet Office Ordinance is attached hereto.