



December 16, 2020

To All

Company name: Mitsui Fudosan Co., Ltd.
Representative: Masanobu Komoda
(President & Chief Executive Officer)
Securities Code: 8801 (First Section, TSE)
Contact: Chiharu Fujioka
Managing Officer, General Manager, Corporate Communications Department
(Tel: +81-3-3246-3155)

Notice Concerning Execution of the Tender Agreement with Oasis Management Company Ltd. regarding the Tender Offer for the Common Stock of Tokyo Dome Corporation (Securities Code: 9681) and Announcement Relating to Partial Amendment to “Notice Concerning Commencement of Tender Offer for the Common Stock of Tokyo Dome Corporation (Securities Code: 9681) and Execution of the Capital and Business Alliance Agreement”

As announced in the press release titled “Notice Concerning Commencement of Discussions with Oasis Management Company Ltd. regarding its Tender to the Tender Offer for the Common Stock of Tokyo Dome Corporation (Securities Code: 9681)” dated December 8, 2020, Mitsui Fudosan Co., Ltd. (the “Tender Offeror”) has been discussing with Oasis Management Company Ltd. (“Oasis”), a major shareholder of TOKYO DOME CORPORATION (the “Target Company”) towards the execution of a tender agreement regarding the tender offer for the common stock of the Target Company (“Tender Offer”). And, the Tender Offeror hereby announces that the Tender Offeror, together with The Yomiuri Shimbun Holdings, executed certain tender agreement with Oasis as of December 16, 2020 which provides that Oasis agrees to tender all shares of the common stock of the Target Company owned by the funds managed by Oasis in the Tender Offer and that accordingly, the press release titled “Notice Concerning Commencement of Tender Offer for the Common Stock of Tokyo Dome Corporation (Securities Code: 9681) and Execution of the Capital and Business Alliance Agreement” dated November 27, 2020 is amended.

The amended portions are indicated by underlines.

1 Reasons for Amendments

The press release titled “Notice Concerning Commencement of Tender Offer for the Common Stock of Tokyo Dome Corporation (Securities Code: 9681) and Execution of the Capital and Business Alliance Agreement” dated November 27, 2020 is hereby amended in order to reflect certain matters that require amendment following the execution by the Tender Offeror and The Yomiuri Shimbun Holdings of a certain tender agreement with Oasis which manages Oasis Investments II Master Fund Ltd., as of December 16, 2020, which provides that Oasis agrees to tender all shares of common stock of the Target Company owned by the funds managed by Oasis in the Tender Offer.

As of today, the terms and conditions (including price for purchase etc., which is 1,300 yen per share of common stock) defined in Article 27-3, Paragraph 2, Item 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) for the Tender Offer have not been changed.

2 Matters to be Amended

1. Purpose of Purchase, Etc.

(1) Overview of the Tender Offer

<Before Amendment>

(Omitted)

To implement the Tender Offer, as stated in “(a) Tender Agreement” of “(6) Matters Concerning Material Agreements Related to the Tender Offer” below, the Tender Offeror, as of today, received a letter from Mizuho Bank, Ltd., the Target Company’s second largest shareholder (number of shares owned: 4,282,324 shares; shareholding ratio: 4.62%; “Mizuho Bank” or the “Tendering Shareholder”), regarding the Tendering Shareholder’s intention to tender all of the Target Company Stock held by it in the Tender Offer (the “Tender Agreement”). Upon the Tender Offer, The Yomiuri Shimbun Holdings made representation to the Tender Offeror that The Yomiuri Shimbun Holdings would tender all of the Target Company Stock held by it (together with the Target Company Stock held by the Tendering Shareholder, the “Prospective Tendered Shares”) in the Tender Offer. The Tender Offeror has not received any letter from The Yomiuri Shimbun Holdings of their intent to tender to the Tender Offer, and has not executed any contract in agreement to tender to the Tender Offer with The Yomiuri Shimbun Holdings.

(Omitted)

<After Amendment>

(Omitted)

To implement the Tender Offer, as stated in “(a) Tender Agreement” of “(6) Matters Concerning Material Agreements Related to the Tender Offer” below, the Tender Offeror, as of today, received a letter from Mizuho Bank, Ltd., the Target Company’s second largest shareholder (number of shares owned: 4,282,324 shares; shareholding ratio: 4.62%; “Mizuho Bank” or the “Tendering Shareholder”), regarding the Tendering Shareholder’s intention to tender all of the Target Company Stock held by it in the Tender Offer (the “Tender Agreement”). Upon the Tender Offer, The Yomiuri Shimbun Holdings made representation to the Tender Offeror that The Yomiuri Shimbun Holdings would tender all of the Target Company Stock held by it (together with the Target Company Stock held by the Tendering Shareholder, the “Prospective Tendered Shares”) in the Tender Offer. The Tender Offeror has not received any letter from The Yomiuri Shimbun Holdings of their intent to tender to the Tender Offer, and has not executed any contract in agreement to tender to the Tender Offer with The Yomiuri Shimbun Holdings. In addition, as stated in “(d) Oasis Tender Agreement” of “(6) Matters Concerning Material Agreements Related to the Tender Offer” below, the Tender Offeror and The Yomiuri Shimbun Holdings have executed certain tender agreement (the “Oasis Tender Agreement”) as of December 16, 2020 with Oasis (as defined in “(iv) Process of and Reasons for Decision-Making by the Target Company” of “(a) Background to, purpose and decision-making process of the Tender Offer” of “(2) Background to, Purpose and Decision-Making Process of the Tender Offer, and Management Policy After the Tender Offer” below. According to the Change Report pertaining to Report of Possession of Large Volume filed by Oasis on January 31, 2020, Oasis owned 9,208,900 shares of the Target Company Stock as of January 24, 2020 (shareholding ratio: 9.61%).), which provides that Oasis agrees to tender all shares of the common stock of the Target Company owned by the funds managed by Oasis in the Tender Offer.

(Omitted)

(6) Matters Concerning Material Agreements Related to the Tender Offer

<Before Amendment>

(Omitted)

(c) Capital and Business Alliance Agreement

(Omitted)

<After Amendment>

(Omitted)

(c) Capital and Business Alliance Agreement

(Omitted)

(d) Oasis Tender Agreement

The Tender Offeror and The Yomiuri Shimbun Holdings have executed the Oasis Tender Agreement as of December 16 2020 with Oasis (According to the Change Report pertaining to Report of Possession of Large Volume filed by Oasis on January 31, 2020, Oasis owned 9,208,900 shares of the Target Company Stock as of January 24, 2020 (shareholding ratio: 9.61%).) which provides that Oasis agrees to tender all shares of the common stock of the Target Company owned by the funds managed by Oasis in the Tender Offer. There is no conditions precedent regarding the tender of the Target Company Stock in the Tender Agreement. In the Oasis Tender Agreement, the Tender Offeror, The Yomiuri Shimbun Holdings and Oasis have agreed on the following matters.

(a) Oasis agrees to tender all shares of the Target Company Stock held at the execution date of the Oasis Tender Agreement by the funds managed by Oasis (9,208,900 shares in total) to the Tender Offer at the price of JPY 1,300 per share of common stock or any higher price if the Tender Offeror raises the tender price.

(b) Notwithstanding (a) above, the Tender Offeror and The Yomiuri Shimbun Holdings agree that Oasis shall not be bound by the tender obligation set forth in (a) above if there arises a third party that offers a purchase of the Target Company Stock at a price higher than JPY 1,300 per share or any higher price that may be offered by the Tender Offeror in the Tender Offer or otherwise in the judgment of Oasis the performance of the tender obligation under (a) above breaches fiduciary duty owed to its investors; provided that Oasis shall, to the extent reasonably practicable, consult with Tender Offeror and The Yomiuri Shimbun Holdings in good faith in advance of taking any action that conflicts with the agreement under (a) above.

(c) The Tender Offeror represents and warrants to Oasis, as of the execution date of the Oasis Tender Agreement, that the contents of the tender offer filing statement for the Tender Offer and its public announcement concerning the Tender Offer are true and correct in all material respects.

End.

This press release is intended to provide information regarding the Tender Offer to the public and has not been prepared for the purpose of soliciting an offer to sell shares. If shareholders wish to make an offer to sell their own shares, they should first read the Tender Offer Explanation Statement concerning the Tender Offer and make an offer to sell their shares at their own discretion. This press release shall neither be, nor constitute a part of, an offer to sell or purchase, or solicitation to sell or purchase, any securities, and neither this press release (or a part of this press release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this press release may not be relied upon at the time of entering into any such agreement.

In certain countries or regions, the announcement, issue or distribution of this press release may be restricted by laws or regulations. In such cases, you are required to be aware of such restrictions and comply with the laws and regulations of such countries or regions. This press release does not constitute any solicitation of an offer to sell or offer to purchase shares in relation to the Tender Offer, and shall be considered as a mere distribution of informative materials.