



August 17, 2023

To All Concerned

Name of Listed Company	T&K TOKA CO., LTD.
Representative	Akihiro Takamizawa, Representative Director (Code: 4636; Prime Section of the Tokyo Stock Exchange)
Person In Charge	Hideaki Sekine Managing Director, Chief of Headquarters, Management Headquarters TEL: 03-3963-0511
Company Name	K.K. BCJ-74
Name of Representative	Yuji Sugimoto Representative Director

**Announcement Regarding Planned Commencement of Tender Offer
for T&K TOKA CO., LTD. (Securities Code: 4636) by K.K. BCJ-74**

This is to announce the "Announcement Regarding Planned Commencement of Tender Offer for T&K TOKA CO., LTD. (Securities Code: 4636)" attached hereto today.

This press release is released at the request to T&K TOKA CO., LTD. (the target company in the tender offer) from K.K. BCJ-74 (the tender offeror) pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act.

(Attachment)

"Announcement Regarding Planned Commencement of Tender Offer for T&K TOKA CO., LTD. (Securities Code: 4636)" dated August 17, 2023

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To All Concerned

Company Name	K.K. BCJ-74
Name of Representative	Yuji Sugimoto Representative Director

**Announcement Regarding Planned Commencement of Tender Offer
for T&K TOKA CO., LTD. (Securities Code: 4636)**

K.K. BCJ-74 (the "Tender Offeror") hereby announces that it has decided on August 17, 2023 to acquire the common shares (the "Shares") and the share options which are described in (i) through (vii) of "(2) Share options" of "2. Class of Shares to Be Purchased" below (the "Share Options") of T&K TOKA CO., LTD. (listed on the Prime Market of the Tokyo Stock Exchange (the "Prime Market of the Tokyo Stock Exchange"); the "Company") through a tender offer (the "Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the "Act").

The Tender Offeror is a wholly-owned subsidiary company of G.K. BCJ-73 ("Tender Offeror's Parent Company"), whose entire equities are indirectly owned by an investment fund that receives investment advice from Bain Capital Private Equity, LP and its group (individually or collectively, "Bain Capital"), and a stock company which was established on June 13, 2023 chiefly for the purpose of owning the Shares and controlling and managing the business activities of the Company. As of today, Bain Capital, the Tender Offeror's Parent Company and the Tender Offeror do not own any Shares or any Share Options.

Bain Capital is an international investment company with assets under management worth approximately 160 billion worldwide, whose approximately 50 employees have been proceeding with the effort to improve the corporate value of investees in Japan since it opened its Tokyo base in 2005. Bain Capital principally consists of professionals with experience mainly in business companies and consulting companies. Bain Capital steadily implemented a growth strategy by supporting business operation at a field level in addition to providing capital and financial support that general investment companies do, and has a record of leading the value improvement measures toward success as set forth below. Bain Capital has a record of investing in 30 companies in Japan including IDAJ Co., LTD., EVIDENT CORPORATION, ImpactHD Inc., Hitachi Metals, Ltd. (current, Proterial, Ltd.), Net Marketing Co. Ltd., Tri-Stage Inc., Line'well Inc., Nihon Safety Co., Ltd., IGNIS LTD., Kirindo Holdings Co., Ltd., Hey, Kabushiki Kaisha (current, STORES, Inc.), NICHIIGAKKAN CO., LTD., SHOWA AIRCRAFT INDUSTRY CO., LTD., Cheetah Digital Kabushiki Kaisha (current, EmberPoint Co., Ltd.), Works Human Intelligence Co., Ltd., Toshiba Memory Corporation (current, Kioxia Corporation) and other companies. Since its establishment in 1984, Bain Capital has a record of global investment in approximately 300 companies, and approximately 1,000 companies including additional investment.

The Tender Offeror resolved to carry out the Tender Offer as a part of the transactions ("Transaction") to acquire all Shares listed on the Prime Market of the TSE (excluding treasury shares) and all Share Options and to make Shares delisted

The Company holds 139,370,400 issued shares of Hangzhou Toka Ink Chemical Co., Ltd. ("Hangzhou Toka Ink Chemical") (Ownership ratio of Hangzhou Toka Ink Chemical Shares (Note 1): 33.50%), its equity method affiliate in China and listed on the Science and Technology Innovation Board of Shanghai Stock Exchange (Star Market). If the Tender Offer were implemented and the Company's control were acquired in this situation, since it would be deemed that the Tender Offeror has substantially acquired not less than 30% of Hangzhou Toka Ink Chemical Shares, it would be necessary to implement a tender offer in China for Hangzhou Toka Ink Chemical Shares under the Chinese tender offer systems. Therefore, in order to avoid this, the Tender Offer will be promptly commenced if the Company sells shares of Hangzhou Toka Ink Chemical Shares it holds so that the Ownership Ratio of Hangzhou Toka Ink Chemical Shares will be less than 30% ("China TOB Treatment Measures"), and other certain conditions provided in the tender offer agreement executed between the Company and the Tender Offeror as of today ("Tender Offer Agreement"; For details, please see "(1)

Tender Offer Agreement" in "4. Matters Related to Important Agreements Concerning the Tender Offer" below) (Note 2) ("Tender Offer Conditions") are satisfied or waived. As of today, based on the consultations with a Chinese local law firm and a securities corporation, it aims to commence the Tender Offer around early January 2024. Since it is difficult to accurately estimate the time required for the China TOB Treatment Measures, the Tender Offeror will announce the specific schedule of the Tender Offer as soon as it is determined. If the expected start time of the Tender Offer is changed, the Tender Offeror will promptly provide a notification.

(Note 1) "Ownership Ratio of Hangzhou Toka Ink Chemical Shares" means the ratio to the total number of issued shares (416,000,000 shares) as of May 24, 2023 that Hangzhou Toka Ink Chemical published in "Public Notice of Dividend Distribution for year of 2022[2022 年 年度权益分派实施公告]" on May 18, 2023 (rounded off to two decimal places).

(Note 2) The "Tender Offer Conditions" are as follows: in addition to the China TOB Treatment Measures, (I) the Company's Board of Directors has resolved to express its opinion in support of the Tender Offer and recommending that the Company's shareholders and the Share Option Holders tender in the Tender Offer and such resolution has been disclosed in accordance with applicable laws and regulations, and such expression of opinion has not been withdrawn or changed, nor has any resolution been passed that is inconsistent therewith; (II) the special committee established by the Company's Board of Directors with respect to the Tender Offer has submitted a positive report regarding the support of the Tender Offer by the Company's Board of Directors and such report has not been withdrawn or changed; (III) all of the representations and warranties made by the Company in the Tender Offer Agreement (Note 3) are true and correct in all material respects; (IV) all of the obligations required to be performed or complied with by the Company under the Tender Offer Agreement (Note 4) have been performed or complied with in all material respects; (V) no request for the conviction of an extraordinary shareholders meeting has been made by the Company's shareholders, the subject matter of which is the distribution of surplus of the Company; (VI) confirmation has been obtained from the Company to the effect that there is no undisclosed material facts, etc. (which refers collectively to material facts about the business, etc. as set forth in Article 166, Paragraph 2 of the Act) (excluding those that have been disclosed pursuant to Paragraph 4 of the same Article) and facts concerning launch of a tender offer, etc. or a fact concerning suspension of a tender offer, etc. as set forth in Article 167, Paragraph 2 of the same Act (excluding those that have been disclosed pursuant to the Tender Offer and Paragraph 4 of the same Article); hereinafter the same) with respect to the Company; (VII) no judicial or administrative agencies' decision, etc. has been made that restricts or prohibits the Transactions and there is no specific threat thereof; (VIII) clearance under domestic and foreign competition laws and other regulatory laws has been completed (Note 5); (IX) the transfer of officers seconded by the Company to Hangzhou Toka Ink Chemical has been completed, (X) the cancellation of certain transactions between related parties to which Hangzhou Toka Ink Chemical is a party has been completed, (XI) the Company has cancelled, or caused its subsidiary or affiliated companies (excluding Hangzhou Toka Ink Chemical.) to cancel transactions in which it has received orders from companies located in the Russian Federation or the Islamic Republic of Iran or transactions in which ultimate customers are companies located in the Russian Federation or the Islamic Republic of Iran, (XII) if the Tender Offer had been commenced, no circumstances have arisen that would allow the withdrawal of the Tender Offer; (XIII) since the date of the Tender Offer Agreement, there has been no material adverse effect on the business, assets, liabilities, financial condition, business condition or cash flow of the Company or its subsidiaries or the execution of the Transaction, or any event or occurrence that would have such an adverse effect, or any material change in the stock market conditions or other market, financial or economic environment in Japan or abroad, and no specific threat thereof has occurred.

(Note 3) In the Tender Offer Agreement, the Company has made representations and warranties regarding: (1) the effectiveness of its establishment and survival, (2) the authority and power necessary for the execution and performance of the Tender Offer Agreement, (3) the effectiveness and enforceability of the Tender Offer Agreement, (4) the absence of conflicts with laws and regulations, etc. regarding the execution and performance of the Tender Offer Agreement, (5) the absence of bankruptcy proceedings, etc., (6) the absence of transactions or involvement with antisocial forces, (7) the absence of bribery, etc., (8) the absence of undisclosed material

facts, etc., and (9) the accuracy of the disclosed documents.

- (Note 4) In the Tender Offer Agreement, the Company has substantially assumed: (1) an obligation to cooperate in satisfaction of the Tender Offer Conditions, (2) an obligation to implement the China TOB Treatment Measures, (3) an obligation to transfer officers dispatched by the Company to Hangzhou Toka Ink Chemical from positions in charge of the day-to-day business execution of Hangzhou Toka Ink Chemical, (4) an obligation to make efforts to terminate certain related party transactions to which Hangzhou Toka Ink Chemical is a party, (5) an obligation to cause itself or its subsidiaries or affiliates (excluding Hangzhou Toka Ink Chemical) to terminate transactions orders for which are received from companies located in the Russian Federation or the Islamic Republic of Iran and transactions for which companies located in the Russian Federation or the Islamic Republic of Iran are the ultimate clients, (6) an obligation to endeavor to obtain the necessary acceptance or consent from the counterparty to such agreement or other agreement in connection with the Transactions and the resulting conversion of the Company into a wholly-owned subsidiary by the Tender Offeror, (7) an obligation to perform businesses within the ordinary course of business, (8) an obligation to notify when aware of breach of representations and warranties or breach of duty, (9) an obligation to cooperate in financing by the Tender Offeror, (10) an obligation to grant the Tender Offeror access to our group's information, and (11) an obligation to maintain confidentiality.
- (Note 5) Approval pertaining to the notification under the competition laws of Japan and Serbia or the expiration of waiting period is included.

An outline of the Tender Offer is as follows.

1. Name of the Target Company

T&K TOKACO., LTD.

2. Class of Shares to Be Purchased

(1) common shares

(2) Share options

- (I) third share option issued based on the resolutions at the meeting of the Board of Directors held on June 19, 2015 ("Third Share Option") (Exercise period: from July 8, 2015 to July 7, 2045)
- (II) fourth share option issued based on the resolutions at the meeting of the Board of Directors held on June 17, 2016 ("Fourth Share Option") (Exercise period: from July 6, 2016 to July 5, 2046)
- (III) fifth share option issued based on the resolutions at the meeting of the Board of Directors held on June 22, 2017 ("Fifth Share Option") (Exercise period: from July 11, 2017 to July 10, 2047)
- (IV) sixth share option issued based on the resolutions at the meeting of the Board of Directors held on June 21, 2018 ("Sixth Share Option") (Exercise period: from July 11, 2018 to July 10, 2048)
- (V) seventh share option issued based on the resolutions at the meeting of the Board of Directors held on June 20, 2019 ("Seventh Share Option") (Exercise period: from July 10, 2019 to July 9, 2049)
- (VI) eighth share option issued based on the resolutions at the meeting of the Board of Directors held on June 19, 2020 ("Eighth Share Option") (Exercise period: from July 9, 2020 to July 8, 2050)
- (VII) ninth share option issued based on the resolutions at the meeting of the Board of Directors held on June 18, 2021 ("Ninth Share Option") (Exercise period: from July 8, 2021 to July 7, 2051)

3. Tender Offer Period

The Tender Offer will be promptly commenced if the Tender Offer Conditions are satisfied or waived. As of today, Tender Offeror aims to commence the Tender Offer around early January 2024. Since it is difficult to accurately estimate the time required for the China TOB Treatment Measures, the Tender Offeror will announce the specific schedule of the Tender Offer as soon as it is determined. If the expected start time of the Tender Offer is changed, the Tender Offeror will promptly provide a notification. Tender Offeror intends to set the Tender Offer Period of 30 business days.

4. Tender Offer Price

- (1) JPY 1,400 per share of common shares
- (2) Share options
 - (I) JPY 279,800 per Third Share Option
 - (II) JPY 279,800 per Fourth Share Option
 - (III) JPY 279,800 per Fifth Share Option
 - (IV) JPY 279,800 per Sixth Share Option
 - (V) JPY 279,800 per Seventh Share Option
 - (VI) JPY 279,800 per Eighth Share Option
 - (VII) JPY 280,000 per Ninth Share Option

5. Number of Shares to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
22,786,353 (shares)	15,170,600 (shares)	— (shares)
22,786,353 (shares)	15,170,600 (shares)	— (shares)

(Note) Since the minimum “Number of shares to be purchased” and “Minimum number of shares to be purchased” is a tentative number relied on the information as of the today, it is likely that the actual minimum planned purchase quantity in the Tender Offer may differ from the above numbers due to the fluctuation of the total number of issued shares and the number of treasury shares owned by the Company after the said time. Also, the Tender Offer will determine the final minimum planned purchase quantity based on the latest available information as of the commencement time of the Tender Offer before the commencement of the Tender Offer.

6. Commencement Date of Settlement

The commencement date of settlement will be announced as soon as the details of the Tender Offer schedule, etc. are determined.

7. Tender Offer Agent

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

For other details of the Tender Offer, please refer to the "Announcement of Opinion in Support of and Recommendation to Tender in Scheduled Tender Offer for the Company's Share Certificates, Etc. by K.K. BCJ-74" released by the Company on August 17, 2023.

[Restrictions on Solicitation]

This press release is to announce the declaration of opinion of the Company regarding the Tender Offer and has not been prepared for the purpose of soliciting an offer to sell shares or share options. If shareholders wish to make an offer to sell their shares or share options, they should first be sure to carefully read the Tender Offer Explanatory Statement for the Tender Offer and make their own independent decision. This press release does not constitute, nor form part of, any offer to sell, solicitation of a sale of, or any solicitation of any offer to buy, any securities. In addition, neither this press release (or any part of it) nor the fact of its distribution shall form the basis of any agreement pertaining to the Tender Offer or be relied upon in the event of the execution of any such agreement.

[U.S. Regulations]

The Tender Offer will be conducted in compliance with the procedures and information disclosure standards provided under the Financial Instruments and Exchange Act of Japan, and those procedures and standards are not always the same as those applicable in the United States. In particular, neither Section 13(e) nor Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended, the "U.S. Securities Exchange Act of 1934") or the rules under these sections apply to the Tender Offer; therefore, the Tender Offer is not conducted in accordance with those procedures or standards. All of the financial information included or referred to in this press release and reference materials of this press release do not conform to the U.S. accounting standards and may not be equivalent or comparable to the financial statements prepared pursuant to the U.S. accounting standards. In addition, because the Tender Offeror is a corporation incorporated outside the United States and some or all of its officers are non-U.S. residents, it may be difficult to exercise rights or demands against them which arise pursuant to U.S. securities laws. It also may be impossible to bring an action against a corporation that is based outside of the United States or its officers in a court outside of the United States on the grounds of a violation of U.S. securities laws. Furthermore, there is no guarantee that a corporation that is based outside of the United States or its subsidiaries or affiliates may be compelled to submit themselves to the jurisdiction of a U.S. court.

All procedures regarding the Tender Offer will be conducted in Japanese. All or part of the documents regarding the Tender Offer will be prepared in English; however, if there is any discrepancy between the documents in English and those in Japanese, the documents in Japanese shall prevail.

Before the commencement of the Tender Offer or during the purchase period of the Tender Offer, the Tender Offeror and its affiliates (including the Company), and the affiliates of the financial advisors and Tender Offer Agent of each of the foregoing might purchase, etc. by means other than the Tender Offer or conduct an act aimed at such a purchase, etc. of the common shares of the Company on their own account or the account of their client to the extent permitted by Japanese legislation related to financial instruments transactions in the scope of their ordinary business and in accordance with the requirements of Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934. If information regarding such a purchase, etc. is disclosed in Japan, the person that conducted that purchase, etc. will disclose such information in English on the website of such person.

[Forward-looking Statements]

This press release includes forward-looking statements as defined in Section 27A of the U.S. Securities Act of 1933 (as amended, the "U.S. Securities Exchange Act of 1933") and Section 21E of the U.S. Securities Exchange Act of 1934. The actual results may be significantly different from the predictions expressly or implicitly indicated in the forward-looking statements, due to known or unknown risks, uncertainties, or other factors. The Tender Offeror or its affiliates cannot promise that the predictions expressly or implicitly indicated as the forward-looking statements will turn out to be correct. The forward-looking statements included in this press release were prepared based on the information held by the Tender Offeror as of the date of this press release, and unless obligated by laws or regulations or the rules of a financial instruments exchange, the Company or its affiliates shall not be obligated to update or revise the statements to reflect future incidents or situations.

[Other Countries]

Some countries or regions may impose legal restrictions on the announcement, issue, or distribution of this press release. In such cases, please take note of such restrictions and comply therewith. The announcement, issue, or distribution of this press release shall not constitute a solicitation of an offer to sell or an offer to buy share certificates, etc. relating to the Tender Offer and shall be deemed a distribution of materials for informative purposes only.