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Document for Submission	Amendment to Tender Offer Registration Statement
Submitted To	Kanto Finance Bureau
Submission Date	November 21st, 2019
Name or title of submitting party	Toshiba Electronic Devices & Storage Corporation
Address or location of submitting party	1-1, Shibaura 1-chome, Minato-ku, Tokyo
Nearest Contact Location	1-1, Shibaura 1-chome, Minato-ku, Tokyo
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Name of Administrative Contact	Makoto Sakai, General Manager, Legal Affairs Division
Name or title of agent	Not applicable
Address or location of agent	Not applicable
Nearest Contact Location	Not applicable
Phone Number	Not applicable
Name of Administrative Contact	Not applicable
Location Offered for Public Inspection	Toshiba Electronic Devices & Storage Corporation (1-1, Shibaura 1-chome, Minato-ku, Tokyo)  Tokyo Stock Exchange, Inc.  (2-1 Nihonbashikabuto-cho, Chuo-ku, Tokyo)

(Note 1) The terms "Tender Offeror" and "the Company" used in this Statement refer to Toshiba Electronic Devices & Storage Corporation

(Note 2) "Target Company" as used in this Statement refers to NuFlare Technology, Inc.

(Note 3) The term "Law" as used in this Statement refers to the Financial Instruments and Exchange Act (Act No. 25 of 1948, including all subsequent amendments).

(Note 4) The term "Order" as used in this Statement refers to the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, including all subsequent amendments).

(Note 5) The term "Share Certificate(s)" as used in this Statement refers to stock rights.

(Note 6) Unless otherwise specified, any reference to number of days or date and time in this Statement shall indicate the number of days or date and time within the nation of Japan.

- (Note 7) Although the tender offer pertaining to the submission of this Statement (hereinafter the "Tender Offer") shall be implemented in accordance with the procedures and information disclosure standards prescribed in the Financial Instruments and Exchange Act, such procedures and standards may not be the same as comparable procedures and information disclosure standards found in the United States. In particular, Article 13(e) and Article 14(d) of the U.S. Securities Exchange Act of 1934, as amended (hereinafter the "Securities Exchange Act of 1934"), as well as the regulations prescribed by said Articles, do not apply to the Tender Offer, and the Tender Offer will not be conducted in accordance with the procedures and standards therein.
- (Note 8) Unless otherwise specified, all procedures relating to the Tender Offer will be conducted in Japanese. All or a portion of the documents relating to the Tender Offer will be drafted in English, but in the case of any discrepancy between a document in English and that in Japanese, the Japanese document shall prevail.
- (Note 9) This Statement includes "forward-looking statements" as defined by Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Due to known or unknown risks, uncertainties, or other causes, the actual results may vary significantly from projections made either explicitly or implicitly through "forward-looking statements". The Tender Offeror and related parties including related companies cannot guarantee that the projections explicitly or implicitly put forward as "forward-looking statements" will ultimately be correct. The "forward-looking statements" contained in this Statement were made based on information possessed by the Tender Offeror as of the date of this Statement, and, unless otherwise obligated to do so under applicable law, neither the Tender Offeror nor any related parties including related companies of the Tender Offeror has any obligation to update or amend such statements to reflect future events or circumstances.

## 1 Reasons for filing an amendment to the Tender Offer Registration Statement

With regard to the matters contained in the Tender Offer Registration Statement filed as of November 14th, 2019, pursuant to the proviso of Article 27(2) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, including all subsequent amendments; hereinafter, the "Foreign Exchange Act"), the waiting period as provided in the main body of Article 27(2) of the Foreign Exchange Act was shortened, and the Tender Offeror is now permitted to acquire the common shares of the Target Company. Accordingly, the Tender Offeror is filing this Amendment to the Tender Offer Registration Statement pursuant to the provisions of Article 27-8(2) of the Foreign Exchange Act in order to amend the language under "(2) Laws and regulations that form the grounds for the decision" and "(3) Date and Number of Approval" of "6 Authorizations, etc. Regarding Acquisition of Share Certificates" of "Article 1 Tender Offer Essential Points" as well as to attach the "Notice concerning the acquisition of shares (and voting rights) and other matters" setting forth the date on which the transaction became permissible.

## 2 Amended Items

### Article 1 Tender Offer Essential Points

#### 6 Authorizations, etc. Regarding Acquisition of Share Certificates

(2) Laws and regulations that form the grounds for the decision

(3) Date and Number of Approval

### Attached Document\*

Notice concerning the acquisition of shares (and voting rights) and other matters

## 3 Relevant Items Before and After the Amendment

The amended language is underlined below.

\*(Note) The attached document has been omitted from this English language reference translation.

## Article 1 Tender Offer Essential Points

### 6 Authorizations, etc. Regarding Acquisition of Share Certificates

#### (2) Laws and regulations that form the grounds for the decision

(Before the Amendment)

As of November 13th, 2019, the Tender Offeror filed a notice to the Minister of Finance and the competent ministers via the Bank of Japan, in accordance with Article 27(1) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; hereinafter the "Foreign Exchange Act"), and it was accepted on the same day. A waiting period of 30 days is required after acceptance of the notice before the Tender Offeror becomes able to acquire common shares of the Target Company. Such waiting period may be shortened. In addition, if the relevant inward direct investment is deemed to constitute an inward direct investment that may affect the national security, the Minister of Finance or the competent minister may recommend changing the particulars of or abandoning such inward direct investment, and the waiting period may be extended to 5 months as an examination period for this purpose.

If the waiting period described above is extended or if a recommendation is made to change the particulars of or abandon the inward direct investment, etc., the Tender Offeror may withdraw the Tender Offer, on the grounds that a situation occurred as prescribed in Article 14(1)(iv) of the Ordinance as stated in "(2) Existence of Conditions of Withdrawals of the Tender Offer, the Details Thereof, and Method for Disclosing Withdrawals" of "11 Other Conditions and Methods for Purchases" below.

(After the Amendment)

As of November 13th, 2019, the Tender Offeror filed a notice to the Minister of Finance and the competent ministers via the Bank of Japan, in accordance with Article 27(1) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended; hereinafter the "Foreign Exchange Act"), and it was accepted on the same day. While a waiting period of 30 days is required after acceptance of the notice before the Tender Offeror becomes able to acquire common shares of the Target Company, such waiting period was shortened and the Tender Offeror is permitted to acquire common shares of the Target Company on or after November 20th, 2019.

#### (3) Date and Number of Approval

(Before the Amendment)

Not applicable.

(After the Amendment)

<u>Date of the Approval</u>	<u>November 19th, 2019</u>
<u>Number of the Approval</u>	<u>JD No. 894</u>