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[Document for filing] Tender Offer Registration Statement (this “Statement”)

[Addressee] Director General of the Kanto Local Finance Bureau

[Date of filing] May 28, 2012

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[Place where a copy of this Statement is kept for public inspection] GK Symantec Investments
(Akasaka Intercity, 1-11-44, Akasaka, Minato-ku, Tokyo)
Tokyo Stock Exchange, Inc.
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Note 1: The term “Offeror” means GK Symantec Investments.

Note 2: The term “Target Company” means VeriSign Japan K.K..

Note 3: Where the figures have been rounded or truncated, the amount indicated in the total column may not always coincide with the sum of the relevant figures.

Note 4: The term “Law” means the Financial Instruments and Exchange Law (Law No. 25 of 1948, as amended).

Note 5: The term “Enforcement Order” means the Financial Instruments and Exchange Law Enforcement Order (Cabinet Order No. 321 of 1965, as amended).

Note 6: The term “Cabinet Ordinance” means the Cabinet Ordinance with respect to Disclosure of a Tender Offer for Share Certificates, etc. by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended).

Note 7: The term “share certificate(s)” means a right or interest in a share.

Note 8: Unless otherwise specified, any reference to the number of days or the date and time means the number of days or the date and time in Japan.

- Note 9: The term “Business Day(s)” means any day(s) other than those set forth in Article 1, Paragraph 1 of the Act on Holidays of Administrative Organs (Act No. 91 of 1988, as amended).
- Note 10: The tender offer that is the subject of this Statement (the “Tender Offer”) is for Common Stock and the stock acquisition rights (*shinkabu yoyaku ken*) of the Target Company, which is a company incorporated in Japan. Although the Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed in the Law, these procedures and information disclosure standards may differ from the procedures and information disclosure standards in the United States. In particular, Sections 13 (e) and 14 (d) of the U.S. Securities Exchange Act of 1934, and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards. The financial information contained in this Statement has been prepared in accordance with Japanese accounting standards, and not in accordance with U.S. accounting standards, and may not be comparable to the financial information of U.S. companies. It may be difficult to enforce any right or claim arising under U.S. federal securities laws because the Offeror is incorporated outside the United States and some or all of its directors are non-U.S. residents. Shareholders may not be able to sue the Offeror and its directors in a non-U.S. court for violations of the U.S. securities laws. Shareholders may not be able to compel the Offeror and its subsidiaries and affiliates to subject themselves to a U.S. court’s jurisdiction.
- Note 11: Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. If any portion of the documentation relating to the Tender Offer is prepared in English and there is any inconsistency between the English documentation and the Japanese documentation, the Japanese documentation will prevail.
- Note 12: This Statement includes “forward-looking statements” as defined in Article 27A of the U.S. Securities Act of 1933 and Article 21E of the U.S. Securities Exchange Act of 1934. Actual results might be substantially different from the express or implied predictions including the “forward-looking statements” contained herein due to known or unknown risks, uncertainties or any other factors. Neither the Offeror nor any of its affiliates assures that such express or implied predictions including the “forward-looking statements” will be achieved, and the actual results may substantially differ from such predictions. The “forward-looking statements” contained in this document have been prepared based on the information possessed by the Offeror as of the date hereof, and, unless otherwise required under applicable laws and regulations, neither the Offeror nor any of its affiliates assume any obligation to update or revise this document to reflect any future events or circumstances.
- Note 13: The financial advisor of the Target Company and the financial advisor and the Tender Offer Agent of the Offeror may, in the ordinary course of their trading business in the secondary market, engage in the purchase and sale of the shares of the Target Company for their own account or for their customers’ account during Tender Offer Period (defined below) to the extent permitted under Japanese securities regulations. If the disclosure of such purchase and sale is required under applicable Japanese securities regulations, such disclosure will be provided to shareholders in the United States.

PART I. Terms and Conditions of Tender Offer

1. Name of the Target Company
VeriSign Japan K.K.
2. Class of Shares to be Purchased
 - (1) Common stock
 - (2) Stock acquisition rights (*shinkabu yoyaku ken*)
 - (i) Stock acquisition rights which were issued in accordance with resolutions of the Target Company's annual meeting of shareholders held on March 25, 2005 and the Target Company's board of directors' meeting held on September 16, 2005 (the "Seventh Series Stock Acquisition Rights").
 - (ii) Stock acquisition rights which were issued in accordance with resolutions of the Target Company's annual meeting of shareholders held on March 25, 2005 and the Target Company's board of directors' meeting held on January 26, 2006 (the "Eighth Series Stock Acquisition Rights," and together with the stock acquisition rights in clauses (i) and (ii), the "Stock Acquisition Rights").
3. Purposes of Tender Offer
 - (1) Outline of the Tender Offer

The Offeror is a limited liability company (*godo kaisha*) established on October 7, 2011, for the purpose of acquiring and holding shares in the Target Company through the Tender Offer. As of the date hereof, all of the equity in the Offeror is held by Symantec Corporation ("Symantec"), a company incorporated in the State of Delaware in the United States of America (Head Office: Mountain View, CA, United States; President, CEO and Director: Enrique Salem).

As of the date hereof, Symantec holds 242,416 shares of Common Stock of the Target Company (ratio of the number of held shares to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012), from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Securities Report: approximately 54.28% (rounded to two decimal places)).

The Offeror has decided to conduct the Tender Offer in order to acquire all the shares of Common Stock of the Target Company, excluding the shares of Common Stock held by Symantec and the treasury stock held by the Target Company, and the Stock Acquisition Rights of the Target Company. The Tender Offer will be conducted as part of a series of transactions (the "Transaction") designed to make the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror as described below. Whether Symantec will solely hold all of the issued and outstanding shares of the Target Company or Symantec and the Offeror will collectively hold the shares has not been determined as of the date of filing of this Statement. The Offeror received from Symantec an expression not to tender all 242,416 shares of Common Stock of the Target Company it holds (ratio of the number of held shares to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the abovementioned Quarterly Securities Report, from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Securities Report: approximately 54.28% (rounded to two decimal places)) in the Tender Offer. The Offeror will supply the necessary financing required to purchase all the shares of Common Stock (excluding the shares of Common Stock of the Target

Company held by Symantec and the treasury stock held by the Target Company) and the Stock Acquisition Rights of the Target Company in the Tender Offer with funds made available to the Offeror by Symantec by the commencement date of the settlement of the Tender Offer. In the Tender Offer, the Offeror will set no maximum or minimum number of shares to be purchased, and will purchase all of the shares tendered.

According to the Target Company, the board of directors of the Target Company has resolved at its board of directors' meeting held on May 25, 2012, to express an affirmative opinion regarding the Tender Offer, to recommend shareholders of the Target Company to tender their shares in the Tender Offer, and to leave to the judgment of the holders of the Stock Acquisition Rights whether to tender those rights in the Tender Offer. According to the Target Company, the abovementioned resolutions of the board of directors' meeting have been made based on the assumption that the Offeror and Symantec intend for all the shares of the Target Company to be acquired solely by Symantec or collectively by the Offeror and Symantec and to delist the shares of Common Stock of the Target Company through the Tender Offer and a series of subsequent procedures.

- (2) Background and purposes of, and decision-making process for, the Tender Offer and management policy after the Tender Offer

Symantec, who holds all of the equity in the Offeror, was established in April 1988 in the State of Delaware in the United States of America, and is a company whose main purpose is the provision of security, storage, and systems management solutions that help businesses and consumers secure and manage their information and identities. As of the date of filing of this Statement, the shares of Symantec are listed on NASDAQ in the U.S. The Target Company was established in February 1996 and is a joint stock company whose main purpose is the provision of electronic authentication services and operational outsourcing services, etc.

As part of the acquisition of VeriSign, Inc.'s Authentication and Identity Businesses on August 9, 2010, under the Acquisition Agreement as of May 19, 2010, Symantec acquired from VeriSign, Inc. in a two-party transaction approximately 54.28% (rounded to two decimal places) of the total number of issued shares of Common Stock of the Target Company (ratio of the number of held shares (242,416 shares) to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012), from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Securities Report), which primarily focuses on selling and marketing SSL Server Certificate Services and Client Authentication Services in the Japanese markets. Since this acquisition of the shares of Common Stock of the Target Company by Symantec was conducted as part of a business acquisition, the tender offer procedure was not taken with regard to the acquisition.

The Target Company performs the following functions related to Symantec's SSL Server Certificate Services: local product strategy development and management, development of sales networks including developing an agent partner network, product/service localization for the Japanese markets, product and direct marketing, sales, support and authentication. The Target Company's Client Authentication Services consist of Managed PKI Services (outsourcing services for electronic authentication authority business), One-time Passwords that actualize strong two-element authentication using disposable passwords (VIP) and Risk-based Authentications that prevent on-line fraud. For these solutions, the Target Company performs local product strategy development and management, product localization, product marketing, support and sales. The Target Company also operates data centers in Kawasaki and Sapporo to operate the business.

The Target Company's CY 2011 revenue (on a consolidated basis) was 6,788 million yen, which included 4,723 million yen in SSL Server Certificate Services and 1,933 million yen in Client Authentication Services consisting primarily of Managed PKI. The Target Company also sold 131 million yen in other services, primarily reselling domain management services, etc.

The Target Company's SSL Server Certificate Services and Client Authentication Services has operated in a severe environment for the past several years, and the revenue from the core authentication products declined approximately 11% from 2009 to 2010 but recovered in 2011 by increasing approximately 5%. The Target Company charges relatively premium prices for its SSL Server Certificate products because of

their high added value and has operated in a very competitive environment due to the existence of several competitors who charge lower prices.

Symantec has promoted its strategies in other regions to differentiate the SSL Server Certificate products through value-added services, including a malware scan (a function that automatically scans a website once a day for malicious software or code), seal-in-search (a service that puts Norton™ Secured Seals on websearch results) and vulnerability scan. The Target Company has promoted the similar strategies in Japan and sells the SSL Server Certificate products through sales networks such as direct enterprise sales, direct sales through its website, and business partner channels.

Sales of Client Certificates and VIP are increasing with the development of a cloud business environment; however, there is unprecedented demand for solutions combined with the other products.

The primary strategic rationale for the Tender Offer is to drive growth in both the SSL Server Certificate Services and Client Authentication Services. Symantec also intends to realize G&A cost reductions as a result of the Target Company no longer being a Japanese listed company, and to re-invest any savings back into the business.

With respect to SSL Server Certificate Services, the goal is to reverse the direction of the stagnant SSL business in Japan. The Target Company's revenue (on a consolidated basis) from SSL Server Certificate Services has declined from 5,291 million yen in CY09 (although it increased from 4,586 million yen in CY10 to 4,723 million yen in CY11) because of the competitive market and higher prices in region than in other markets. In the markets in the rest of the world, Symantec's SSL Server Certificate bookings are growing at an average of 8% y/y for the past four (4) quarters due to measures such as differentiating products and increased marketing. Symantec intends to accelerate the localization of product differentiation, and implement marketing strategies that have worked in other regions to improve the renewal rate and new customer business following the completion of the Tender Offer.

Symantec and the Target Company have considered various possible measures to maximize the corporate value of the Target Company since August 2010. Symantec has reached the conclusion that the best way to achieve the desired level of growth for the Target Company and Symantec as a whole is to establish a much closer relationship between Symantec and the Target Company going forward, and on May 25, 2012, determined to make the Offeror purchase all the shares of Common Stock (excluding the shares of Common Stock of the Target Company held by Symantec and the treasury stock held by the Target Company) and the Stock Acquisition Rights of the Target Company through the Tender Offer as part of a series of transactions designed to make the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror. In particular, by making the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror, the Target Company will be able to make use of Symantec's brand and other shared resources more effectively, and will be better able to respond rapidly to changes in the competitive landscape by employing a quicker decision-making process. (Whether Symantec will solely hold all of the issued and outstanding shares of the Target Company or Symantec and the Offeror will collectively hold the shares has not been determined as of the date of filing of this Statement.) The details of the management composition of the Target Company after being made a company wholly owned solely by Symantec or collectively by Symantec and the Offeror have not been determined.

If the Tender Offer is completed, Symantec also intends to implement product differentiation more aggressively and improve the Target Company's sales system for SSL Server Certificates and Client Authentication Services. Additionally, Symantec intends to leverage global strategies to improve the existing inside sales team to drive SSL Server Certificate renewals, focus on new business, and increase marketing spending, etc.

With respect to the Client Authentication Services, if the Tender Offer is completed, Symantec intends to provide solutions combined with the Target Company's Client Authentication Services and Symantec's other products, and to leverage Symantec Japan, Inc., the Japanese arm of Symantec's large sales force, in combination with the Target Company sales team to drive Client Authentication Services growth.

In determining the purchase price of the shares of Common Stock of the Target Company (the "Offer

Price”), based on the information regarding business strategy, products, customers, etc. and financial information including P/L statements, etc. provided by the Target Company, the Offeror and Symantec have made a broad-ranging and comprehensive analysis of the financial and business matters of the Target Company. Further, in consideration of the fact that the shares of Common Stock of the Target Company are generally traded on a financial instruments exchange and therefore referencing to the performance of the stock prices for the most recent six months, the Offeror and Symantec have determined the Offer Price to be 44,000 yen, as the result of considering the possibility of the approval of the Tender Offer by the Target Company and the prospects of the Tender Offer. In discussing and negotiating with the Target Company, the Offeror and Symantec referred to the level of premiums attached to tender offer prices for equity securities in past non-issuer tender offers similar to the Tender Offer. In determining the Offer Price, the Offeror and Symantec have not obtained any valuation report from an independent third-party appraiser, since the Offeror and Symantec believe that they were able to determine the Offer Price taking into consideration the results of earnest discussion and negotiation (the details are described in “(i) Establishment of Third Party Panel by the Target Company” of “(3) Measures to ensure fairness of the Tender Offer and to avoid conflicts of interest” below), etc., with the Third Party Panel (defined below) established by a board of directors’ meeting of the Target Company, after taking into account other various comprehensive factors regarding the value of the shares of the Target Company (specifically, the information regarding business strategy, products, customers, etc. provided by the Target Company, and the performance of stock prices) as well as objective materials such as financial information, etc. as described above.

The Offer Price of 44,000 yen represents (i) a premium of approximately 76.78% (rounded to two decimal places) to 24,890 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 24, 2012, which is one (1) business day before the date of disclosure of the Tender Offer; (ii) a premium of approximately 60.74% (rounded to two decimal places) to 27,374 yen (rounded to the nearest whole number), which is the simple average closing price for the past one (1) month from April 25, 2012 to May 24, 2012; (iii) a premium of approximately 51.61% (rounded to two decimal places) to 29,022 yen (rounded to the nearest whole number), which is the simple average closing price for the three (3) month period from February 27, 2012 to May 24, 2012, and (iv) a premium of approximately 58.82% (rounded to two decimal places) to 27,705 yen (rounded to the nearest whole number), which is the simple average closing price for the six (6) month period from November 25, 2011 to May 24, 2012.

The Offer Price represents a premium of approximately 73.91% (rounded to two decimal places) to 25,300 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 25, 2012, which is one (1) business day before the date hereof.

All of the Stock Acquisition Rights that will be the subject of the Tender Offer have been issued as stock options. The acquisition of the Stock Acquisition Rights by transfer requires the approval of a board of directors’ meeting of the Target Company. The Target Company made a resolution at its board of directors’ meeting held on May 25, 2012, to the effect that with respect to the purchase of the Stock Acquisition Rights tendered in the Tender Offer, subject to the successful completion of the Tender Offer and a request from the Offeror or holders of the Stock Acquisition Rights to the Target Company for approval of the transfer of the Stock Acquisition Rights provided in the Companies Act (Act No. 86 of 2005, as amended; hereinafter the same) as a condition precedent, the transfer of the Stock Acquisition Rights to the Offeror would be approved. With respect to all of the Stock Acquisition Rights, since the exercise period has already started as of the date hereof and the exercise price per share of Common Stock of the Target Company exceeds the Offer Price as of the date hereof, the purchase price of each of the Stock Acquisition Rights has been determined to be one (1) yen.

- (3) Measures to ensure fairness of the Tender Offer and to avoid conflicts of interest
- (i) Establishment of an independent Third Party Panel by the Target Company

According to the Target Company, the Target Company went through the following process leading up to the determination of the opinion of the board of directors about the Tender Offer, given that the proposal for the Transaction by the Offeror and Symantec, which is the wholly-owning parent company of the Offeror,

involved structural conflicts of interest and given the necessity of ensuring the interests of minority shareholders of the Target Company.

After the Target Company received a proposal for the Transaction from Symantec on August 3, 2011, the Target Company held a meeting of its board of directors on August 5, 2011, at which it adopted resolutions (i) to establish a third party panel (the “Former Third Party Panel”) consisting of Seiichiro Umeno, who was an outside company auditor of the Target Company at the time (an attorney-at-law) and the outside experts namely Kiyotaka Fujisaki (President and CEO of Aucnet Inc.) and Tatsuya Arai (Senior Partner of Grant Thornton Taiyo ASG LLC and Certified Public Accountant), and to request the Former Third Party Panel to examine whether or not the board of directors of the Target Company should express an affirmative opinion regarding a tender offer to be implemented with the purpose of Symantec acquiring all of the shares of the Target Company, and make a recommendation to the board of directors of the Target Company, as well as to delegate the Former Third Party Panel to conduct consultations and negotiations with Symantec as necessary with regard to the tender offer on behalf of the Target Company or the shareholders of the Target Company, and (ii) to appoint a person nominated by the Former Third Party Panel as the financial advisor of the Target Company in relation to the Transaction, and to appoint Mori Hamada & Matsumoto as the legal advisor of the Target Company in relation to the Transaction. Thereafter, since the Former Third Party Panel nominated Nomura Securities Co., Ltd. (“Nomura Securities”) as financial advisor from among a number of candidates, Nomura Securities was appointed as the financial advisor of the Target Company.

According to the Target Company, the Former Third Party Panel held meetings a total of 12 times, and conducted information gathering, examination, and the like, as well as conducting consultations and negotiations with Symantec relating to the Transaction, while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto and from the perspective of the impact that the Transaction would have on the corporate value of the Target Company and the impact that the Transaction would have on the interests of the shareholders of the Target Company.

In the consultations and negotiations between the Former Third Party Panel and Symantec, the appropriateness of the purchase price presented by Symantec became the primary point at issue, and from October 4, 2011 when the purchase price was first presented by Symantec, the Former Third Party Panel continued consultations and negotiations with Symantec aimed at Symantec raising the purchase price; however, since the Former Third Party Panel did not approve the final proposal of purchase price presented by Symantec (the “Previous Offer Price”), the consultations and negotiations between the Former Third Party Panel and Symantec ceased on November 28, 2011, and the Target Company, at its board of directors meeting held on December 22, 2011, adopted a resolution to terminate the request for examination to the Former Third Party Panel.

After the Target Company again received a proposal for the Transaction from Symantec on March 30, 2012, the Target Company held a meeting of the board of directors on April 2, 2012, at which it adopted resolutions (i) (i-1) to establish a third party panel (the “New Third Party Panel,” collectively with the Former Third Party Panel, the “Third Party Panel”) consisting of Seiichiro Umeno, Kiyotaka Fujisaki and Tatsuya Arai, who were members of the Former Third Party Panel, and Arata Hayashi, who took office as an outside director of the Target Company on March 29, 2012, and (i-2) to request the New Third Party Panel (a) to examine whether or not the board of directors of the Target Company should express an affirmative opinion regarding the Tender Offer and to make a recommendation to the board of directors of the Target Company, and (b) to examine whether it would be detrimental for minority shareholders if the board of directors of the Target Company expressed an affirmative opinion regarding the Tender Offer and decided that the Target Company would implement procedures after the Tender Offer in order for all issued shares of the Target Company to be acquired solely by Symantec or collectively by Symantec and the Offeror, and to express an opinion to the board of directors of the Target Company, as well as (i-3) to delegate the New Third Party to conduct consultations and negotiations with Symantec as necessary with regard to the Tender Offer on behalf of the Target Company or the shareholders of the Target Company, and (ii) to appoint a person nominated by the New Third Party Panel as the financial advisor of the Target Company in relation to the Transaction, and to appoint Mori Hamada & Matsumoto as the legal advisor of the Target Company in relation to the Transaction. Thereafter, since the New Third Party Panel nominated Nomura Securities as financial advisor, Nomura Securities was appointed as the financial advisor of the Target Company.

According to the Target Company, the New Third Party Panel held meetings a total of 10 times, and conducted information gathering, examination, and the like, as well as conducted consultations and negotiations with Symantec relating to the Transaction, while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto from the perspective of the impact that the Transaction would have on the corporate value of the Target Company and the impact that the Transaction would have on the interests of the shareholders of the Target Company, and, as a result thereof, the Offer Price the amount of which exceeded that of the Previous Offer Price was presented by Symantec.

In particular, the New Third Party Panel gathered information about the Tender Offer such as by sending a list of questions to Symantec, implementing hearings with the management of the Target Company and with Symantec, and receiving a report from Nomura Securities about results of analysis about the share value of the Common Stock of the Target Company, and based on this conducted careful examination of the Tender Offer while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto.

According to the Target Company, based on this information gathering and the results of examination, the New Third Party Panel concluded that it is reasonable to consider the Transaction would contribute to the corporate value of the Target Company because (i) it is considered reasonable to a certain extent that upon the implementation of the Transaction including the Tender Offer, the corporate value of the Target Company would increase because of improvement of efficiency and market competitiveness in the marketing and sales activities of the Target Company, enhancement of customer base, products lineup, and development capacity of products for the Japanese market, and (ii) possibilities and degree of decline of the corporate value of the Target Company through the implementation of the Transaction would be limited.

Further, the New Third Party Panel conducted earnest consultations and negotiations with Symantec about the Offer Price, including direct negotiations through teleconferencing on multiple occasions, while obtaining advice from Nomura Securities. In addition, the New Third Party Panel has received explanations from Nomura Securities relating to the valuation of the Common Stock of the Target Company based on the final draft of the valuation report presented by Nomura Securities to the Target Company dated May 25, 2012 as stated below in “(ii) Obtainment of the valuation report and fairness opinion from a third party appraiser who is independent from the Offeror by the Target Company,” and has received explanations from Nomura Securities to the effect that the Offer Price was appropriate for the shareholders of the Target Company from a financial perspective based on the final draft of the fairness opinion presented by Nomura Securities to the Target Company dated May 25, 2012 as also stated below.

All members of the New Third Party Panel having reached a unanimous opinion, the New Third Party Panel then, at the board of directors meeting of the Target Company held on May 25, 2012, reported and submitted the report with the details dated May 25, 2012, to the board of directors of the Target Company to the effect that it would be appropriate for the board of directors to adopt a resolution to the effect that the board of directors of the Target Company expresses an affirmative opinion regarding the Tender Offer and that the board of directors recommends the shareholders of the Target Company to tender their shares in the Tender Offer, and that it would not be detrimental for minority shareholders if the board of directors of the Target Company expressed an affirmative opinion regarding the Tender Offer and decided that the Target Company would implement procedures after the Tender Offer in order for all of the Target Company’s issued shares to be acquired solely by Symantec or collectively by Symantec and the Offeror after the Tender Offer.

According to the Target Company, no member of the Third Party Panel has interests in Symantec or the Offeror, and the Target Company believes that no member of the Third Party Panel has a conflict of interest with the general shareholders of the Target Company in relation to the Transaction.

- (ii) Obtainment of the valuation report and fairness opinion from a third party appraiser who is independent from the Offeror by the Target Company

According to the Target Company, in evaluating the Offer Price, in order to guarantee the fairness thereof the Target Company requested Nomura Securities, a third party appraiser independent from the Offeror and Symantec, to appraise the share price of the Target Company. Note that, according to the Target Company,

since, among others, Nomura Securities does not have any interests in the Offeror and Symantec and, as stated above in “(i) Establishment of an independent Third Party Panel by the Target Company”, the appointment of Nomura Securities as the financial advisor of the Target Company in relation to the Transaction was based on the nomination by the New Third Party Panel which consists of the members having no conflict of interest with the general shareholders of the Target Company in relation to the Transaction, the Target Company believes that Nomura Securities has no conflicts of interests with the general shareholders of the Target Company in relation to the Transaction, though Nomura Securities has a certain transactional relationship with the Target Company.

Nomura Securities obtained materials and received explanations from the Target Company such as about the current state of business and future business plans, and based on such information implemented a share price analysis of the Common Stock of the Target Company using the average market value method, the comparable companies method, and the discounted cash flow method (the “DCF method”), and the Target Company obtained a valuation report from Nomura Securities dated May 25, 2012.

The price range per share of Common Stock of the Target Company as calculated by the above methods was as follows.

Average market value method	24,890 yen to 29,022 yen
Comparable companies method	36,025 yen to 39,076 yen
DCF method	42,767 yen to 46,630 yen

For the average market value method, the reference date was set as May 24, 2012, and the price range per share of Common Stock was analyzed as being 24,890 yen to 29,022 yen, based on the closing price of the Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on the reference date (24,890 yen), the closing price average for the one week period prior to the reference date (25,040 yen), the closing price average for the one month period prior to the reference date (27,374 yen), the closing price average for the three months period prior to the reference date (29,022 yen), and the closing price average for the six months period prior to the reference date (27,705 yen).

For the comparable companies method, the price range per share of Common Stock was analyzed as being 36,025 yen to 39,076 yen by appraising the share value of the Target Company through a comparison with financial indicators indicative of market values and profitability of listed companies engaged in business relatively similar to that of the Target Company.

For the DCF method, the price range per share of Common Stock was analyzed as being 42,767 yen to 46,630 yen, analyzing the corporate value and share value based on the free cash flow that the Target Company is expected to create in the future, discounted by a certain rate to the current value, based on future earnings forecasts for the Target Company for the fiscal year ending December 2012 onwards, taking into consideration matters such as business plans of the Target Company, interviews with the management of the Target Company, trends in results up to this stage, and publicly disclosed information. According to the Target Company, any significant growth or decline in its profits was expected in its business plans provided to Nomura Securities.

Further, the Target Company received from Nomura Securities on May 25, 2012 a fairness opinion to the effect that the Offer Price of 44,000 yen is appropriate for the shareholders of the Target Company from a financial perspective.

Note that the Target Company has not obtained a valuation report from a third party appraiser with regard to the Stock Acquisition Rights.

(iii) Advice from a Law Firm that is independent from the Offeror to the Target Company

According to the Target Company, upon receiving advice from Mori Hamada & Matsumoto, the legal advisor of the Target Company independent from the Offeror and Symantec, about the legality of the procedures for the Tender Offer and the fairness of the method and process of the decision making of the board of directors of the Target Company in relation to the Tender Offer, the Target Company carefully examined various conditions such as the conditions for the Target Company to be able to accept the

Transaction proposed by Symantec, the specific conditions and procedures for the Tender Offer, and the implementation timing.

- (iv) Approval by All Directors of the Target Company without Conflicts of Interest and Consent by All Company Auditors of the Target Company

According to the Target Company, it has carefully discussed and considered matters such as the various conditions relating to the Tender Offer, based on, among others, the explanation related to the Transaction by Symantec and the Offeror, the valuation report and the fairness opinion obtained from Nomura Securities, legal advice provided by Mori Hamada and Matsumoto, and the reports of the New Third Party Panel.

As a result thereof, the Target Company has concluded that the Transaction including the Tender Offer would contribute to the corporate value of the Target Company as well as the common interests of shareholders, because, among other reasons, (i) upon the implementation of the Transaction including the Tender Offer, the corporate value of the Target Company would increase because of improvement of efficiency and market competitiveness in the marketing and sales activities of the Target Company, enhancement of customer base, products lineup, and development capacity of products for the Japanese market, (ii) possibilities and degree of decline of the corporate value of the Target Company through the implementation of the Transaction would be limited, (iii) the Offer Price, the amount of which exceeds that of the Previous Offer Price, is appropriate, and all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the meeting of the board of directors of the Target Company held on May 25, 2012, to express an affirmative opinion regarding the Tender Offer on the assumption that Symantec makes the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror, and to recommend the shareholders of the Target Company to tender their shares in the Tender Offer. In addition, all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the same meeting of the board of directors to leave to the judgment of the holders of the Stock Acquisition Rights whether to tender those rights in the Tender Offer, since the offer price for the Stock Acquisition Rights is one (1) yen.

According to the Target Company, all company auditors of the Target Company present at the meeting of the board of directors (all three company auditors were present) expressed their opinion that they have no objection to the said resolutions made by the board of directors of the Target Company.

With respect to the period between August 3, 2011, on which day Symantec proposed the Transaction for the first time and the concrete discussion between Symantec and the Target Company on the Transaction commenced, and March 28, 2012, among the directors of the Target Company during this period, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Francis deSouza, who served as senior vice president at that time (Mr. Francis deSouza resigned as director of the Target Company on March 29, 2012), have never participated in any deliberations or resolutions regarding the Transaction on the agenda at meetings of the board of directors of the Target Company because of a conflict of interest regarding the Transaction or the possibility thereof.

With respect to the period on and after March 29, 2012, among the directors of the Target Company, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Fran Rosch, who serves as vice president of Symantec (Mr. Fran Rosch assumed his office as a director of the Target Company on March 29, 2012), have or may have a conflict of interest regarding the Transaction and account for two of four directors of the Target Company. Therefore, Mr. Scott Taylor was absent from the meeting of the board of directors in which the deliberations and resolutions regarding the Transaction on the agenda including the agenda item regarding the expression of the Target Company's opinion regarding the Tender Offer were conducted. On the other hand, although Mr. Fran Rosch attended such meeting of the board of directors through teleconference in order to constitute quorum for the meeting, he did not make any statement during the deliberations on the abovementioned agenda and abstained from voting on the resolution. In addition, Mr. Scott Taylor, Mr. Fran Rosch and Mr. Francis deSouza did not participate in any discussions or negotiations, etc. with Symantec and the Offeror regarding the Transaction as representatives of the Target Company.

(v) Securing an Opportunity for Any Party Other Than the Offeror to Purchase

In addition, while the minimum tender offer period stipulated by laws and regulations is 20 Business Days, the Offeror sets the period for purchases, etc. under the Tender Offer (“Tender Offer Period”) as 30 Business Days. By setting a relatively long Tender Offer Period, the Offeror ensures the opportunity for a decision to be made appropriately on the tender under the Tender Offer by the shareholders and holders of the Stock Acquisition Rights, and allows an opportunity for any third party other than the Offeror to purchase the shares in the Target Company, and thereby gives consideration to ensuring the fairness of the Tender Offer.

Along with the extended Tender Offer Period described above, in order to ensure further fairness of the Tender Offer, the Offeror has refrained from entering into any kind of agreement with the Target Company which places restrictions on contacts or negotiations between the Target Company and other competing offerors (if any).

(4) Policy for organizational restructuring, etc. after the Tender Offer
(matters relating to so-called “Two-Step Acquisitions”)

If the Tender Offer is completed but the Offeror fails to acquire all issued shares of Common Stock of the Target Company (other than the shares of Common Stock held by Symantec and the treasury shares held by the Target Company; in this (4), hereinafter the same) through the Tender Offer, Symantec and the Offeror plans that all issued shares of the Target Company will be acquired solely by Symantec or collectively by Symantec and the Offeror through the following procedure.

Specifically, Symantec and the Offeror intend to request the Target Company to hold an extraordinary general shareholders’ meeting at which the following proposals will be submitted after the successful completion of the Tender Offer: (i) to change the Target Company into a company with class shares as stipulated by the Companies Act through partial amendment to the Articles of Incorporation of the Target Company to enable the Target Company to issue different classes of shares other than Common Stock; (ii) to impose an option to call all shares (*Zenbu Shutoku Joku*) (matters provided for in Article 108, Paragraph 1, Item 7 of the Companies Act; hereinafter the same) of Common Stock issued by the Target Company through partial amendment to the Articles of Incorporation of the Target Company; and (iii) to deliver a class of shares different from Common Stock of the Target Company in exchange for the acquisition by the Target Company of all shares of Common Stock with an option to call all shares (other than the treasury shares held by the Target Company).

In addition, the Target Company will become a company with class shares as stipulated by the Companies Act if the proposal in (i) above is approved at the extraordinary general shareholders’ meeting above, and based on that, approval at a general class shareholders’ meeting consisting of the shareholders of Common Stock of the Target Company (which will become subject to an option to call all shares (*Zenbu Shutoku Joku*) as a result of approval of (ii) above) becomes necessary with regard to the proposal in (ii) above pursuant to Article 111, Paragraph 2, Item 1 of the Companies Act, in addition to approval at the extraordinary general shareholders’ meeting above. Therefore, Symantec and the Offeror intend to request the Target Company to hold the general class shareholders’ meeting above on the same date as the extraordinary general shareholders’ meeting above. Symantec and the Offeror will vote in favor of each such proposal at both extraordinary general shareholders’ meeting and general class shareholders’ meeting.

If each of the procedures above is implemented, all shares of Common Stock issued by the Target Company will be made subject to the option to call all shares and all shares (other than the treasury shares held by the Target Company) will thereafter be acquired by the Target Company. The shareholders of the Target Company (excluding the Target Company itself) will receive a class of shares of the Target Company different from Common Stock as consideration for the acquisition. If any of the shares of a different class of the Target Company to be delivered to the shareholders include a fraction of a share, such receiving shareholders will instead receive cash obtained by selling the total number of such fractions to be delivered to the shareholders (in cases where such total number still includes a fraction less than one, such fraction will be rounded down; the same shall apply hereafter), in accordance with Article 234 of the Companies Act and other relevant laws and regulations. The cash amount distributed to each of such shareholders as

a result of selling the shares consisting of the fractional shares is expected to be an amount obtained by multiplying the Offer Price in the Tender Offer by the number of the shares of Common Stock held by each shareholder. The class and number of the shares of the Target Company to be delivered as consideration for the acquisition of shares of Common Stock of the Target Company with an option to call all shares has not been determined as of the date hereof. However, such class and number will be determined so that the number of shares of the Target Company that will be delivered to the shareholders of the Target Company who did not tender in the Tender Offer (other than Symantec and the Offeror) will receive a fraction of a share in order for all of the issued and outstanding shares of the Target Company to be held solely by Symantec or collectively by Symantec and the Offeror. In addition, if the number of shares of the Target Company that will be delivered to the Offeror is determined to be a fraction of a share, Symantec will solely hold all of the issued and outstanding shares of the Target Company, and if the number of shares of the Target Company that will be delivered to the Offeror is determined to be one share or more, Symantec and the Offeror will collectively hold the shares. However, which method is to be adopted has not been determined as of the date of filing of this Statement.

With respect to the provisions under the Companies Act that are designed to protect minority shareholders in relation to the procedures (i) through (iii) above, the Companies Act provides that the shareholders may file a petition to determine the acquisition price of their shares in accordance with Article 172 of the Companies Act and other provisions of relevant laws and regulations if the acquisition of all shares of Common Stock for which there is an option to call as set out in (iii) above is resolved at the general shareholders' meeting. The acquisition price per share obtained through this method will ultimately be determined by a court. In addition to the above, the Companies Act also provides that the shareholders may request the purchase of their shares in accordance with Articles 116 and 117 of the Companies Act and other provisions of relevant laws and regulations if the Articles of Incorporation is amended to impose an option to call all shares of Common Stock set out in (ii) above; however, with respect to this method, if the acquisition of all shares of Common Stock becomes effective based on the resolution of the shareholders' meeting set out in (iii) above, and the shareholders relinquish such Common Stock as a result thereof, there is a possibility that the petition to the court for determining the purchase price stipulated in Article 117, Paragraph 2 of the Companies Act will be dismissed for the reason that the shareholders lost their eligibility. Procedures (i) through (iii) above respectively require resolutions at a general shareholders' meeting and/or a general class shareholders' meeting at which a quorum is present as stipulated in the Companies Act and the Articles of Incorporation of the Target Company, made by two-thirds or more of the votes of the shareholders present at such meeting(s). Therefore, Symantec and the Offeror will request that the Target Company implement the procedures (i) through (iii) above, if the ratio (the "Tender Ratio") of the total number of the shares of Common Stock held by Symantec (242,416 shares) and the shares tendered in the Tender Offer to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012) from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Securities Report, reaches two-thirds or more (297,726 shares or more). However, Symantec and the Offeror do not intend to request the implementation of the procedures (i) through (iii) above, if the Tender Ratio is below two-thirds, although the Tender Offer will be conducted even if this is the case. If Symantec and the Offeror do not request the implementation of these procedures and the Target Company does not implement them, the shares of Common Stock of the Target Company are expected to remain listed on the Tokyo Stock Exchange Mothers section. In addition, even if the Tender Ratio reaches two-thirds or more, the procedures (i) through (iii) above may be replaced with other methods that have a comparable effect depending on the circumstances of interpretation of any relevant law or regulation by the relevant authorities, the share holding ratio of the Offeror after the Tender Offer and the ownership of shares of Common Stock by the Target Company's shareholders after the Tender Offer. However, even in such case, Symantec and the Offeror intend to adopt the method of ultimately delivering cash to the Target Company's shareholders (other than Symantec, the Offeror and the Target Company). The amount of cash to be delivered to each of the Target Company's shareholders in such case is also expected to be an amount obtained by multiplying the Offer Price by the number of shares of Common Stock held by each shareholder. In principle, Symantec and the Offeror intend to request that the Target Company commence the procedures in (i) through (iii) above promptly after the completion of the Tender Offer and complete such procedures by around November 2012, in the case where they will request that the Target Company

implement these procedures. After consultation with the Target Company, Symantec and the Offeror will promptly announce specific procedures to be taken and the timing thereof in the cases described above as soon as they are determined.

The Tender Offer is not intended to solicit the shareholders of the Target Company to approve the proposals at the extraordinary general shareholders' meeting and the general class shareholders' meeting stated above. Further, each shareholder, etc. should seek tax advice from their own tax experts or other experts with respect to the tax treatment applicable to the Tender Offer or each procedure above.

The Offeror intends to request that the Target Company conduct the necessary procedures for the extinction of the Stock Acquisition Rights of the Target Company that were not obtained even though the Tender Offer was completed.

(5) Possibility of and reasons for delisting

The shares of Common Stock of the Target Company are currently listed on Mothers of the Tokyo Stock Exchange. However, since the Offeror has not set a maximum limit on the number of shares to be purchased in the Tender Offer, the shares of Common Stock of the Target Company may be delisted through prescribed procedures in accordance with the stock delisting criteria of Mothers established by the Tokyo Stock Exchange, depending on the results of the Tender Offer. Also, even in the case where the shares of Common Stock of the Target Company do not fall under that criteria, if each of the procedures set out in "(4) Policy for organizational restructuring, etc. after the Tender Offer (matters relating to so-called "Two-Step Acquisitions"))" above is implemented after the completion of the Tender Offer, the shares of Common Stock of the Target Company will fall under the criteria and will therefore be delisted through the prescribed procedures. After delisting, it will not be possible for the shareholders to trade the shares of Common Stock of the Target Company on Mothers of the Tokyo Stock Exchange. Further, if each of the procedures set out in "(4) Policy for organizational restructuring, etc. after the Tender Offer (matters relating to so-called "Two-Step Acquisitions"))" above is implemented, the Target Company does not intend to apply for listing of the class shares of the Target Company to be delivered as consideration in exchange for the acquisition by the Target Company of all shares of Common Stock of the Target Company with an option to call all shares. Symantec and the Offeror do not intend to request the implementation of the procedures described in "(4) Policy for organizational restructuring, etc. after the Tender Offer (matters relating to so-called "Two-Step Acquisitions"))" above, if the Tender Ratio is below two-thirds, although the Tender Offer will be conducted even if this is the case. If Symantec and the Offeror do not request the implementation of these procedures and the Target Company does not implement them, the shares of Common Stock of the Target Company are expected to remain listed on the Tokyo Stock Exchange Mothers section.

(6) Matters relating to material agreement between the Offeror and shareholders of the Target Company regarding the tender of their shares

The Offeror has received from Symantec an expression not to tender all 242,416 shares of Common Stock of the Target Company it holds (ratio of the number of held shares to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012), from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Securities Report: approximately 54.28% (rounded to two decimal places)) in the Tender Offer, because the Tender Offer will be conducted as part of a series of transactions designed to make the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror. (Whether Symantec will solely hold all of the issued and outstanding shares of the Target Company or Symantec and the Offeror will collectively hold the shares has not been determined as of the date of filing of this Statement.)

4. Tender Offer Period, Price and Number of Shares to be Purchased

(1) Tender offer period

(i) Period set at the time of filing

Tender Offer Period	From May 28, 2012 (Monday) through July 6, 2012 (Friday) (30 Business Days)
Date of public notice	May 28, 2012 (Monday)
Name of newspaper in which public notice is to appear	Public notice will be made electronically via the Internet, and a notice to that effect will be published in The Nihon Keizai Shimbun. (URL of the electronic notice: http://info.edinet-fsa.go.jp/)

(ii) Possibility of extension of the tender offer period at the request of the Target Company

N/A

(iii) Contact to confirm whether the tender offer period is extended

N/A

(2) Price of tender offer, etc.

Share certificates	44,000 yen per share of Common Stock
Certificate of stock acquisition rights	1 yen per Seventh Series Stock Acquisition Right 1 yen per Eighth Series Stock Acquisition Right
Certificate of corporate bonds with stock acquisition rights	-
Beneficiary certificate of trust of shares ()	-
Depository receipt for shares ()	-
Basis of calculation	(a) Common Stock In determining the Offer Price, based on the information regarding business strategy, products, customers, etc. and financial information including P/L statements, etc. provided by the Target Company, the Offeror and Symantec have made a broad-ranging and comprehensive analysis of the financial and business matters of the Target Company. Further, in consideration of the fact that the shares of Common Stock of the Target Company are generally traded on a financial instruments exchange and therefore referencing to the performance of the stock prices for the most recent six months, the Offeror and Symantec have determined the Offer Price to be 44,000 yen, as the result of considering the possibility of the approval of the Tender Offer by the Target Company and the prospects of the Tender Offer. In discussing and negotiating with the Target Company, the Offeror and Symantec referred to the level of premiums attached to tender offer prices for equity securities in past non-issuer tender offers similar to the Tender Offer. In determining the Offer Price, the Offeror

and Symantec have not obtained any valuation report from an independent third-party appraiser, since the Offeror and Symantec believe that they were able to determine the Offer Price taking into consideration the results of earnest discussion and negotiation (the details are described in “(i) Establishment of Third Party Panel by the Target Company” of “(Measures to ensure fairness of the Tender Offer)” in the section titled “Process of calculation” below), etc., with the Third Party Panel established by a board of directors’ meeting of the Target Company, after taking into account other various comprehensive factors regarding the value of the shares of the Target Company (specifically, the information regarding business strategy, products, customers, etc. provided by the Target Company, and the performance of stock prices) as well as objective materials such as financial information, etc. as described above.

The Offer Price of 44,000 yen represents (i) a premium of approximately 76.78% (rounded to two decimal places) to 24,890 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 24, 2012, which is one (1) business day before the date of disclosure of the Tender Offer; (ii) a premium of approximately 60.74% (rounded to two decimal places) to 27,374 yen (rounded to the nearest whole number), which is the simple average closing price for the past one (1) month from April 25, 2012 to May 24, 2012; (iii) a premium of approximately 51.61% (rounded to two decimal places) to 29,022 yen (rounded to the nearest whole number), which is the simple average closing price for the three (3) month period from February 27, 2012 to May 24, 2012, and (iv) a premium of approximately 58.82% (rounded to two decimal places) to 27,705 yen (rounded to the nearest whole number), which is the simple average closing price for the six (6) month period from November 25, 2011 to May 24, 2012.

The Offer Price represents a premium of approximately 73.91% (rounded to two decimal places) to 25,300 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 25, 2012, which is one (1) business day before the date hereof.

(b) Stock Acquisition Rights

All of the Stock Acquisition Rights that will be the subject of the Tender Offer have been issued as stock options. The acquisition of the Stock Acquisition Rights by transfer requires the approval of a board of directors’ meeting of the Target Company. The Target Company made a resolution at its board of directors’ meeting held on May 25, 2012, to the effect that with respect to the purchase of the Stock Acquisition Rights tendered in the Tender Offer, subject to the successful completion of the Tender Offer and a request from the Offeror or holders of the Stock Acquisition Rights to the Target Company for approval of the transfer of the Stock Acquisition Rights provided in the Companies Act as a condition precedent, the transfer of the Stock Acquisition Rights to the Offeror would be approved. With respect to all of the Stock Acquisition Rights, since the exercise period has already started as of the date hereof and the exercise price per share of Common Stock of the Target Company exceeds the Offer Price as of the date hereof, the purchase price of each of the Stock Acquisition Rights has been determined to be one (1) yen.

<p>Process of calculation</p>	<p>(Process of determination of the Offer Price)</p> <p>Symantec, who holds all of the equity in the Offeror, was established in April 1988 in the State of Delaware in the United States of America, and is a company whose main purpose is the provision of security, storage, and systems management solutions that help businesses and consumers secure and manage their information and identities. As of the date of filing of this Statement, the shares of Symantec are listed on NASDAQ in the U.S. The Target Company was established in February 1996 and is a joint stock company whose main purpose is the provision of electronic authentication services and operational outsourcing services, etc.</p> <p>As part of the acquisition of VeriSign, Inc.'s Authentication and Identity Businesses on August 9, 2010, under the Acquisition Agreement as of May 19, 2010, Symantec acquired from VeriSign, Inc. in a two-party transaction approximately 54.28% (rounded to two decimal places) of the total number of issued shares of Common Stock of the Target Company (ratio of the number of held shares (242,416 shares) to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012), from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Securities Report), which primarily focuses on selling and marketing SSL Server Certificate Services and Client Authentication Services in the Japanese markets. Since this acquisition of the shares of Common Stock of the Target Company by Symantec was conducted as part of a business acquisition, the tender offer procedure was not taken with regard to the acquisition.</p> <p>The Target Company performs the following functions related to Symantec's SSL Server Certificate Services: local product strategy development and management, development of sales networks including developing an agent partner network, product/service localization for the Japanese markets, product and direct marketing, sales, support and authentication. The Target Company's Client Authentication Services consist of Managed PKI Services (outsourcing services for electronic authentication authority business), One-time Passwords that actualize strong two-element authentication using disposable passwords (VIP) and Risk-based Authentications that prevent on-line fraud. For these solutions, the Target Company performs local product strategy development and management, product localization, product marketing, support and sales. The Target Company also operates data centers in Kawasaki and Sapporo to operate the business.</p> <p>The Target Company's CY 2011 revenue (on a consolidated basis) was 6,788 million yen, which included 4,723 million yen in SSL Server Certificate Services and 1,933 million yen in Client Authentication Services consisting primarily of Managed PKI. The Target Company also sold 131 million yen in other services, primarily reselling domain management services, etc.</p> <p>The Target Company's SSL Server Certificate Services and Client Authentication Services has operated in a severe environment for the past several years, and the revenue from the core authentication products declined approximately 11% from 2009 to 2010 but recovered in 2011 by increasing approximately 5%. The Target Company charges relatively premium prices for its SSL Server Certificate products because of their high</p>
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added value and has operated in a very competitive environment due to the existence of several competitors who charge lower prices.

Symantec has promoted its strategies in other regions to differentiate the SSL Server Certificate products through value-added services, including a malware scan (a function that automatically scans a website once a day for malicious software or code), seal-in-search (a service that puts Norton™ Secured Seals on websearch results) and vulnerability scan. The Target Company has promoted the similar strategies in Japan and sells the SSL Server Certificate products through sales networks such as direct enterprise sales, direct sales through its website, and business partner channels.

Sales of Client Certificates and VIP are increasing with the development of a cloud business environment; however, there is unprecedented demand for solutions combined with the other products.

The primary strategic rationale for the Tender Offer is to drive growth in both the SSL Server Certificate Services and Client Authentication Services. Symantec also intends to realize G&A cost reductions as a result of the Target Company no longer being a Japanese listed company, and to re-invest any savings back into the business.

With respect to SSL Server Certificate Services, the goal is to reverse the direction of the stagnant SSL business in Japan. The Target Company's revenue (on a consolidated basis) from SSL Server Certificate Services has declined from 5,291 million yen in CY09 (although it increased from 4,586 million yen in CY10 to 4,723 million yen in CY11) because of the competitive market and higher prices in region than in other markets. In the markets in the rest of the world, Symantec's SSL Server Certificate bookings are growing at an average of 8% y/y for the past four (4) quarters due to measures such as differentiating products and increased marketing. Symantec intends to accelerate the localization of product differentiation, and implement marketing strategies that have worked in other regions to improve the renewal rate and new customer business following the completion of the Tender Offer.

Symantec and the Target Company have considered various possible measures to maximize the corporate value of the Target Company since August 2010. Symantec has reached the conclusion that the best way to achieve the desired level of growth for the Target Company and Symantec as a whole is to establish a much closer relationship between Symantec and the Target Company going forward, and on May 25, 2012, determined to make the Offeror purchase all the shares of Common Stock (excluding the shares of Common Stock of the Target Company held by Symantec and the treasury stock held by the Target Company) and the Stock Acquisition Rights of the Target Company through the Tender Offer as part of a series of transactions designed to make the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror. In particular, by making the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror, the Target Company will be able to make use of Symantec's brand and other shared resources more effectively, and will be better able to respond rapidly to changes in the competitive landscape by employing a quicker decision-making process. (Whether Symantec will solely hold all of the issued and outstanding shares of the Target Company or Symantec and the Offeror will collectively hold the shares has not been determined as of the date of filing of this Statement.) The details of the management composition of the Target Company after being made a company wholly owned solely by Symantec or collectively by Symantec and the Offeror have not been determined.

If the Tender Offer is completed, Symantec also intends to implement product differentiation more aggressively and improve the Target Company's sales system for SSL Server Certificates and Client Authentication Services. Additionally, Symantec intends to leverage global strategies to improve the existing inside sales team to drive SSL Server Certificate renewals, focus on new business, and increase marketing spending, etc.

With respect to the Client Authentication Services, if the Tender Offer is completed, Symantec intends to provide solutions combined with the Target Company's Client Authentication Services and Symantec's other products, and to leverage Symantec Japan, Inc., the Japanese arm of Symantec's large sales force, in combination with the Target Company sales team to drive Client Authentication Services growth.

In determining the Offer Price, based on the information regarding business strategy, products, customers, etc. and financial information including P/L statements, etc. provided by the Target Company, the Offeror and Symantec have made a broad-ranging and comprehensive analysis of the financial and business matters of the Target Company. Further, in consideration of the fact that the shares of Common Stock of the Target Company are generally traded on a financial instruments exchange and therefore referencing to the performance of the stock prices for the most recent six months, the Offeror and Symantec have determined the Offer Price to be 44,000 yen, as the result of considering the possibility of the approval of the Tender Offer by the Target Company and the prospects of the Tender Offer. In discussing and negotiating with the Target Company, the Offeror and Symantec referred to the level of premiums attached to tender offer prices for equity securities in past non-issuer tender offers similar to the Tender Offer. In determining the Offer Price, the Offeror and Symantec have not obtained any valuation report from an independent third-party appraiser, since the Offeror and Symantec believe that they were able to determine the Offer Price taking into consideration the results of earnest discussion and negotiation (the details are described in "(i) Establishment of Third Party Panel by the Target Company" of "(Measures to ensure fairness of the Tender Offer)" below), etc., with the Third Party Panel established by a board of directors' meeting of the Target Company, after taking into account other various comprehensive factors regarding the value of the shares of the Target Company (specifically, the information regarding business strategy, products, customers, etc. provided by the Target Company, and the performance of stock prices) as well as objective materials such as financial information, etc. as described above.

The Offer Price of 44,000 yen represents (i) a premium of approximately 76.78% (rounded to two decimal places) to 24,890 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 24, 2012, which is one (1) business day before the date of disclosure of the Tender Offer; (ii) a premium of approximately 60.74% (rounded to two decimal places) to 27,374 yen (rounded to the nearest whole number), which is the simple average closing price for the past one (1) month from April 25, 2012 to May 24, 2012; (iii) a premium of approximately 51.61% (rounded to two decimal places) to 29,022 yen (rounded to the nearest whole number), which is the simple average closing price for the three (3) month period from February 27, 2012 to May 24, 2012, and (iv) a premium of approximately 58.82% (rounded to two decimal places) to 27,705 yen (rounded to the nearest whole number), which is the simple average closing price for the six (6) month period from November 25, 2011 to May 24, 2012.

The Offer Price represents a premium of approximately 73.91% (rounded to two decimal places) to 25,300 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 25, 2012, which is one (1) business day before the date hereof.

All of the Stock Acquisition Rights that will be the subject of the Tender Offer have been issued as stock options. The acquisition of the Stock Acquisition Rights by transfer requires the approval of a board of directors' meeting of the Target Company. The Target Company made a resolution at its board of directors' meeting held on May 25, 2012, to the effect that with respect to the purchase of the Stock Acquisition Rights tendered in the Tender Offer, subject to the successful completion of the Tender Offer and a request from the Offeror or holders of the Stock Acquisition Rights to the Target Company for approval of the transfer of the Stock Acquisition Rights provided in the Companies Act as a condition precedent, the transfer of the Stock Acquisition Rights to the Offeror would be approved. With respect to all of the Stock Acquisition Rights, since the exercise period has already started as of the date hereof and the exercise price per share of Common Stock of the Target Company exceeds the Offer Price as of the date hereof, the purchase price of each of the Stock Acquisition Rights has been determined to be one (1) yen.

(Measures to ensure fairness of the Tender Offer)

(i) Establishment of an independent Third Party Panel by the Target Company

According to the Target Company, the Target Company went through the following process leading up to the determination of the opinion of the board of directors about the Tender Offer, given that the proposal for the Transaction by the Offeror and Symantec, which is the wholly-owning parent company of the Offeror, involved structural conflicts of interest and given the necessity of ensuring the interests of minority shareholders of the Target Company.

After the Target Company received a proposal for the Transaction from Symantec on August 3, 2011, the Target Company held a meeting of its board of directors on August 5, 2011, at which it adopted resolutions (i) to establish the Former Third Party Panel, and to request the Former Third Party Panel to examine whether or not the board of directors of the Target Company should express an affirmative opinion regarding a tender offer to be implemented with the purpose of Symantec acquiring all of the shares of the Target Company, and make a recommendation to the board of directors of the Target Company, as well as to delegate the Former Third Party Panel to conduct consultations and negotiations with Symantec as necessary with regard to the tender offer on behalf of the Target Company or the shareholders of the Target Company, and (ii) to appoint a person nominated by the Former Third Party Panel as the financial advisor of the Target Company in relation to the Transaction, and to appoint Mori Hamada & Matsumoto as the legal advisor of the Target Company in relation to the Transaction. Thereafter, since the Former Third Party Panel nominated Nomura Securities as financial advisor from among a number of candidates, Nomura Securities was appointed as the financial advisor of the Target Company.

According to the Target Company, the Former Third Party Panel held meetings a total of 12 times, and conducted information gathering,

	<p>examination, and the like, as well as conducting consultations and negotiations with Symantec relating to the Transaction, while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto and from the perspective of the impact that the Transaction would have on the corporate value of the Target Company and the impact that the Transaction would have on the interests of the shareholders of the Target Company.</p> <p>In the consultations and negotiations between the Former Third Party Panel and Symantec, the appropriateness of the purchase price presented by Symantec became the primary point at issue, and from October 4, 2011 when the purchase price was first presented by Symantec, the Former Third Party Panel continued consultations and negotiations with Symantec aimed at Symantec raising the purchase price; however, since the Former Third Party Panel did not approve the Previous Offer Price, the consultations and negotiations between the Former Third Party Panel and Symantec ceased on November 28, 2011, and the Target Company, at its board of directors meeting held on December 22, 2011, adopted a resolution to terminate the request for examination to the Former Third Party Panel.</p> <p>After the Target Company again received a proposal for the Transaction from Symantec on March 30, 2012, the Target Company held a meeting of the board of directors on April 2, 2012, at which it adopted resolutions (i) (i-1) to establish the New Third Party Panel, and (i-2) to request the New Third Party Panel (a) to examine whether or not the board of directors of the Target Company should express an affirmative opinion regarding the Tender Offer and to make a recommendation to the board of directors of the Target Company, and (b) to examine whether it would be detrimental for minority shareholders if the board of directors of the Target Company expressed an affirmative opinion regarding the Tender Offer and decided that the Target Company would implement procedures after the Tender Offer in order for all issued shares of the Target Company to be acquired solely by Symantec or collectively by Symantec and the Offeror, and to express an opinion to the board of directors of the Target Company, as well as (i-3) to delegate the New Third Party to conduct consultations and negotiations with Symantec as necessary with regard to the Tender Offer on behalf of the Target Company or the shareholders of the Target Company, and (ii) to appoint a person nominated by the New Third Party Panel as the financial advisor of the Target Company in relation to the Transaction, and to appoint Mori Hamada & Matsumoto as the legal advisor of the Target Company in relation to the Transaction. Thereafter, since the New Third Party Panel nominated Nomura Securities as financial advisor, Nomura Securities was appointed as the financial advisor of the Target Company.</p> <p>According to the Target Company, the New Third Party Panel held meetings a total of 10 times, and conducted information gathering, examination, and the like, as well as conducted consultations and negotiations with Symantec relating to the Transaction, while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto from the perspective of the impact that the Transaction would have on the corporate value of the Target Company and the impact that the Transaction would have on the interests of the shareholders of the Target Company, and, as a result thereof, the Offer Price the amount of which exceeded that of the Previous Offer Price was presented by Symantec.</p> <p>In particular, the New Third Party Panel gathered information about the Tender Offer such as by sending a list of questions to Symantec, implementing hearings with the management of the Target Company and with Symantec, and receiving a report from Nomura Securities about results of analysis about the share value of the Common Stock of the Target</p>
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	<p>Company, and based on this conducted careful examination of the Tender Offer while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto.</p> <p>According to the Target Company, based on this information gathering and the results of examination, the New Third Party Panel concluded that it is reasonable to consider the Transaction would contribute to the corporate value of the Target Company because (i) it is considered reasonable to a certain extent that upon the implementation of the Transaction including the Tender Offer, the corporate value of the Target Company would increase because of improvement of efficiency and market competitiveness in the marketing and sales activities of the Target Company, enhancement of customer base, products lineup, and development capacity of products for the Japanese market, and (ii) possibilities and degree of decline of the corporate value of the Target Company through the implementation of the Transaction would be limited.</p> <p>Further, the New Third Party Panel conducted earnest consultations and negotiations with Symantec about the Offer Price, including direct negotiations through teleconferencing on multiple occasions, while obtaining advice from Nomura Securities. In addition, the New Third Party Panel has received explanations from Nomura Securities relating to the valuation of the Common Stock of the Target Company based on the final draft of the valuation report presented by Nomura Securities to the Target Company dated May 25, 2012 as stated below in “(ii) Obtainment of the valuation report and fairness opinion from a third party appraiser who is independent from the Offeror by the Target Company,” and has received explanations from Nomura Securities to the effect that the Offer Price was appropriate for the shareholders of the Target Company from a financial perspective based on the final draft of the fairness opinion presented by Nomura Securities to the Target Company dated May 25, 2012 as also stated below.</p> <p>All members of the New Third Party Panel having reached a unanimous opinion, the New Third Party Panel then, at the board of directors meeting of the Target Company held on May 25, 2012, reported and submitted the report with the details dated May 25, 2012, to the board of directors of the Target Company to the effect that it would be appropriate for the board of directors to adopt a resolution to the effect that the board of directors of the Target Company expresses an affirmative opinion regarding the Tender Offer and that the board of directors recommends the shareholders of the Target Company to tender their shares in the Tender Offer, and that it would not be detrimental for minority shareholders if the board of directors of the Target Company expressed an affirmative opinion regarding the Tender Offer and decided that the Target Company would implement procedures after the Tender Offer in order for all of the Target Company’s issued shares to be acquired solely by Symantec or collectively by Symantec and the Offeror after the Tender Offer.</p> <p>According to the Target Company, no member of the Third Party Panel has interests in Symantec or the Offeror, and the Target Company believes that no member of the Third Party Panel has a conflict of interest with the general shareholders of the Target Company in relation to the Transaction.</p> <p>(ii) Obtainment of the valuation report and fairness opinion from a third party appraiser who is independent from the Offeror by the Target Company</p> <p>According to the Target Company, in evaluating the Offer Price, in order</p>
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to guarantee the fairness thereof the Target Company requested Nomura Securities, a third party appraiser independent from the Offeror and Symantec, to appraise the share price of the Target Company. Note that, according to the Target Company, since, among others, Nomura Securities does not have any interests in the Offeror and Symantec and, as stated above in “(i) Establishment of an independent Third Party Panel by the Target Company”, the appointment of Nomura Securities as the financial advisor of the Target Company in relation to the Transaction was based on the nomination by the New Third Party Panel which consists of the members having no conflict of interest with the general shareholders of the Target Company in relation to the Transaction, the Target Company believes that Nomura Securities has no conflicts of interests with the general shareholders of the Target Company in relation to the Transaction, though Nomura Securities has a certain transactional relationship with the Target Company.

Nomura Securities obtained materials and received explanations from the Target Company such as about the current state of business and future business plans, and based on such information implemented a share price analysis of the Common Stock of the Target Company using the average market value method, the comparable companies method, and the DCF method, and the Target Company obtained a valuation report from Nomura Securities dated May 25, 2012.

The price range per share of Common Stock of the Target Company as calculated by the above methods was as follows.

Average market value method	24,890 yen to 29,022 yen
Comparable companies method	36,025 yen to 39,076 yen
DCF method	42,767 yen to 46,630 yen

For the average market value method, the reference date was set as May 24, 2012, and the price range per share of Common Stock was analyzed as being 24,890 yen to 29,022 yen, based on the closing price of the Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on the reference date (24,890 yen), the closing price average for the one week period prior to the reference date (25,040 yen), the closing price average for the one month period prior to the reference date (27,374 yen), the closing price average for the three months period prior to the reference date (29,022 yen), and the closing price average for the six months period prior to the reference date (27,705 yen).

For the comparable companies method, the price range per share of Common Stock was analyzed as being 36,025 yen to 39,076 yen by appraising the share value of the Target Company through a comparison with financial indicators indicative of market values and profitability of listed companies engaged in business relatively similar to that of the Target Company.

For the DCF method, the price range per share of Common Stock was analyzed as being 42,767 yen to 46,630 yen, analyzing the corporate value and share value based on the free cash flow that the Target Company is expected to create in the future, discounted by a certain rate to the current value, based on future earnings forecasts for the Target Company for the fiscal year ending December 2012 onwards, taking into consideration matters such as business plans of the Target Company, interviews with the management of the Target Company, trends in results up to this stage, and publicly disclosed information. According to the Target Company, any significant growth or decline in its profits was expected in its business plans provided to Nomura Securities.

Further, the Target Company received from Nomura Securities on May 25,

2012 a fairness opinion to the effect that the Offer Price of 44,000 yen is appropriate for the shareholders of the Target Company from a financial perspective.

Note that the Target Company has not obtained a valuation report from a third party appraiser with regard to the Stock Acquisition Rights.

(iii) Advice from a Law Firm that is independent from the Offeror to the Target Company

According to the Target Company, upon receiving advice from Mori Hamada & Matsumoto, the legal advisor of the Target Company independent from the Offeror and Symantec, about the legality of the procedures for the Tender Offer and the fairness of the method and process of the decision making of the board of directors of the Target Company in relation to the Tender Offer, the Target Company carefully examined various conditions such as the conditions for the Target Company to be able to accept the Transaction proposed by Symantec, the specific conditions and procedures for the Tender Offer, and the implementation timing.

(iv) Approval by All Directors of the Target Company without Conflicts of Interest and Consent by All Company Auditors of the Target Company

According to the Target Company, it has carefully discussed and considered matters such as the various conditions relating to the Tender Offer, based on, among others, the explanation related to the Transaction by Symantec and the Offeror, the valuation report and the fairness opinion obtained from Nomura Securities, legal advice provided by Mori Hamada and Matsumoto, and the reports of the New Third Party Panel.

As a result thereof, the Target Company has concluded that the Transaction including the Tender Offer would contribute to the corporate value of the Target Company as well as the common interests of shareholders, because, among other reasons, (i) upon the implementation of the Transaction including the Tender Offer, the corporate value of the Target Company would increase because of improvement of efficiency and market competitiveness in the marketing and sales activities of the Target Company, enhancement of customer base, products lineup, and development capacity of products for the Japanese market, (ii) possibilities and degree of decline of the corporate value of the Target Company through the implementation of the Transaction would be limited, (iii) the Offer Price, the amount of which exceeds that of the Previous Offer Price, is appropriate, and all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the meeting of the board of directors of the Target Company held on May 25, 2012, to express an affirmative opinion regarding the Tender Offer on the assumption that Symantec makes the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror, and to recommend the shareholders of the Target Company to tender their shares in the Tender Offer. In addition, all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the same meeting of the board of directors to leave to the judgment of the holders of the Stock Acquisition Rights whether to tender those rights in the Tender Offer, since the offer price for the Stock Acquisition Rights is one (1) yen.

According to the Target Company, all company auditors of the Target

	<p>Company present at the meeting of the board of directors (all three company auditors were present) expressed their opinion that they have no objection to the said resolutions made by the board of directors of the Target Company.</p> <p>With respect to the period between August 3, 2011, on which day Symantec proposed the Transaction for the first time and the concrete discussion between Symantec and the Target Company on the Transaction commenced, and March 28, 2012, among the directors of the Target Company during this period, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Francis deSouza, who served as senior vice president at that time (Mr. Francis deSouza resigned as director of the Target Company on March 29, 2012), have never participated in any deliberations or resolutions regarding the Transaction on the agenda at meetings of the board of directors of the Target Company because of a conflict of interest regarding the Transaction or the possibility thereof.</p> <p>With respect to the period on and after March 29, 2012, among the directors of the Target Company, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Fran Rosch, who serves as vice president of Symantec (Mr. Fran Rosch assumed his office as a director of the Target Company on March 29, 2012), have or may have a conflict of interest regarding the Transaction and account for two of four directors of the Target Company. Therefore, Mr. Scott Taylor was absent from the meeting of the board of directors in which the deliberations and resolutions regarding the Transaction on the agenda including the agenda item regarding the expression of the Target Company’s opinion regarding the Tender Offer were conducted. On the other hand, although Mr. Fran Rosch attended such meeting of the board of directors through teleconference in order to constitute quorum for the meeting, he did not make any statement during the deliberations on the abovementioned agenda and abstained from voting on the resolution. In addition, Mr. Scott Taylor, Mr. Fran Rosch and Mr. Francis deSouza did not participate in any discussions or negotiations, etc. with Symantec and the Offeror regarding the Transaction as representatives of the Target Company.</p> <p>(v) Securing an Opportunity for Any Party Other Than the Offeror to Purchase</p> <p>In addition, while the minimum tender offer period stipulated by laws and regulations is 20 Business Days, the Offeror sets the Tender Offer Period as 30 Business Days. By setting a relatively long Tender Offer Period, the Offeror ensures the opportunity for a decision to be made appropriately on the tender under the Tender Offer by the shareholders and holders of the Stock Acquisition Rights, and allows an opportunity for any third party other than the Offeror to purchase the shares in the Target Company, and thereby gives consideration to ensuring the fairness of the Tender Offer.</p> <p>Along with the extended Tender Offer Period described above, in order to ensure further fairness of the Tender Offer, the Offeror has refrained from entering into any kind of agreement with the Target Company which places restrictions on contacts or negotiations between the Target Company and other competing offerors (if any).</p>
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(3) 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
204,292 (shares)	- (shares)	- (shares)

- Note 1: In the Tender Offer, the Offeror sets no maximum or minimum number of shares to be purchased, and purchases all of the shares tendered. The number of shares to be purchased is equal to the number calculated by deducting the number of shares held by Symantec (242,416 shares), who has no intention to tender the shares of Common Stock of the Target Company it holds, and the number of shares of treasury stock held by the Target Company (8,201 shares) as of March 31, 2012, as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012), from the total number of issued shares (454,790 shares) as of March 31, 2012, as stated in the abovementioned Quarterly Securities Report, and adding the maximum number of the shares of the Target Company (119 shares) that may be issued on the exercise of the Stock Acquisition Rights (119 rights) outstanding as of February 29, 2012 (according to the Target Company, there was no change in the number of outstanding stock acquisition rights from March 1 through March 31, 2012), as stated in the Target Company's Annual Securities Report (*yuka shoken hokoku sho*) for the 16th term (filed on March 29, 2012) (including the number of the shares of the Target Company that may be issued on the exercise of such stock acquisition rights up to the date of filing of this Statement since April 1, 2012).
- Note 2: The Offeror does not intend to acquire the treasury shares held by the Target Company through the Tender Offer.
- Note 3: The Offeror will purchase the shares of Common Stock of the Target Company that may be issued on the exercise of the Stock Acquisition Rights by the last day of the Tender Offer Period.

5. Ownership Ratios of Shares After Tender Offer

Details	Number of voting rights
Number of voting rights represented by the shares to be purchased: (a)	204,292
Number of voting rights represented by potential shares included in (a): (b)	119
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares included in (b): (c)	-
Number of voting rights represented by shares held by the Offeror (as of May 28, 2012) : (d)	-
Number of voting rights represented by potential shares included in (d): (e)	-
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares included in (e): (f)	-
Number of voting rights represented by shares held by special related parties (as of May 28, 2012) : (g)	242,416
Number of voting rights represented by potential shares included in (g): (h)	-
Number of voting rights represented by depository receipts for shares and beneficiary certificates of trust for shares included in (h): (i)	-
Number of voting rights of all shareholders, etc. of the Target Company (as of March 31, 2012) : (j)	446,589
Percentage of the number of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target Company ((a)/(j)) (%)	45.73
Percentage of ownership of shares after tender offer ((a+d+g)/(j+(b-c)+(e-f)+(h-i))×100) (%)	100.00

Note 1: “Number of voting rights represented by the shares to be purchased: (a)” is the number of voting rights represented by the number of shares to be purchased in the Tender Offer (204,292 shares).

Note 2: “Number of voting rights represented by potential shares included in (a): (b)” is the number of voting rights represented by the shares of the Target Company that may be issued on the exercise of the Stock Acquisition Rights (119 rights) outstanding as of February 29, 2012 (according to the Target Company, there was no change in the number of outstanding Stock Acquisition Rights from March 1 through March 31, 2012), as set out in the Target Company’s Annual Securities Report for the 16th term (filed on March 29, 2012).

Note 3: “Number of voting rights represented by the shares held by special related parties (as of May 28, 2012): (g)” is the number of voting rights represented by the shares held by Symantec.

Note 4: “Number of voting rights of all shareholders, etc. of the Target Company (as of March 31, 2012): (j)” is the total number of voting rights of all shareholders of the Target Company as of March 31, 2012 as stated in the Target Company’s Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012). However, in the Tender Offer, because the Offeror will purchase the shares of the Target Company that may be issued on the exercise of the Stock Acquisition Rights, the “Percentage of the number of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target Company” and “Percentage of ownership of shares after tender offer” are calculated by substituting the denominator with the number of voting rights (446,708) represented by the number of shares calculated by adding the total number of issued shares (454,790 shares) as of March 31, 2012, as stated in the abovementioned Quarterly Securities Report after deducting the number of shares of treasury stock held by the Target Company (8,201 shares) as of March 31, 2012, as stated in the abovementioned Quarterly Securities Report (446,589 shares), to the maximum number of the shares of the Target Company (119 shares) that may be issued on the exercise of the Stock Acquisition Rights (119 rights) outstanding as of February 29, 2012 (according to the Target Company, there was no change in the number of outstanding Stock Acquisition Rights from March 1 through March 31, 2012), as stated in the Target Company’s Annual Securities Report

for the 16th term (filed on March 29, 2012) (including the number of the shares of the Target Company that may be issued on the exercise of such stock acquisition rights up to the date of filing of this Statement since April 1, 2012).

Note 5: “Percentage of the number of voting rights represented by the shares to be purchased to the number of voting rights of all shareholders, etc. of the Target Company” and “Percentage of ownership of shares after tender offer” have been rounded to two decimal places.

6. Licenses, Etc. Concerning Acquisition of Shares

N/A

7. Method of Tendering Shares under the Tender Offer and Cancellation thereof

(1) Method of tendering shares

(i) Tender Offer Agent
Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

5-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo

(ii) Any person who offers to sell share certificates, etc. in the Tender Offer (“Tendering Shareholders”, which refers to shareholders and holders of stock acquisition rights) will be required to fill out the prescribed “Form for Tender” and submit it to the head office or any branch in Japan of the Tender Offer Agent by 4 p.m. on the last day of the Tender Offer Period. That person’s seal will be required at the time of the tender.

(iii) Tendering Shareholders who do not have an account with the Tender Offer Agent are required to open a new account therewith. Tendering Shareholders who are opening a new account with the Tender Offer Agent must submit identification documents (see Note 1 below). Tendering Shareholders who have already opened an account with the Tender Offer Agent may also be required to submit identification documents. Please contact the Tender Offer Agent with respect to the details of the identification and related documents.

(iv) When receiving tendered shares from a Tendering Shareholder, the shares scheduled to be tendered must be recorded in an account opened by the Tendering Shareholder in their own name with the Tender Offer Agent (“Tendering Shareholder’s Account”). Therefore, if the shares scheduled to be tendered are recorded in an account opened with a financial instruments business operator other than the Tender Offer Agent (including those recorded in a special purpose account opened with Mitsubishi UFJ Trust and Banking Corporation, the shareholder registry administrator of the Target Company’s special purpose accounts), the Tendering Shareholder must complete the procedures to transfer such shares to the Tendering Shareholder’s Account before tendering such shares. Please note that the procedures to transfer such shares may require a certain number of days. In addition, shares transferred to a Tendering Shareholder’s Account cannot be recorded again in the special purpose account mentioned above.

(v) When receiving tendered stock acquisition rights from their holders, “a document that contains the items described in the stock acquisition right registry,” which is issued by the Target Company as certification of the position of the holders upon their request, must be submitted together with other documents necessary for the change of the holders’ name of the stock acquisition right in the registry, subject to the completion of the Tender Offer. In addition, the holders are required to submit a “Notice of Approval of Transfer” issued by the Target Company upon their request and in accordance with the Target Company’s board of directors’ approval, together with those documents above, because the transfer of the

stock acquisition rights is restricted.

- (vi) Tenders of share certificates, etc. through financial instruments business operators other than the Tender Offer Agent shall not be accepted under the Tender Offer.
- (vii) Upon receiving share certificates, etc. tendered by Tendering Shareholders, the Tender Offer Agent shall deliver a “Receipt of Acceptance of the Tender Offer” to the Tendering Shareholders.
- (viii) In the case of individual shareholders, etc. residing in Japan, the difference between the sale price of the tendered share certificates, etc. purchased by the Offeror and the acquisition costs, etc. will be subject, in principle, to separate self-assessment taxation concerning capital gains from the transfer of shares, etc. (see Note 2 below).
- (ix) Any tender of share certificates, etc. by shareholders, etc. residing outside of Japan (including corporate shareholders, etc. located outside of Japan, “Foreign Shareholders, etc.”) shall be made with the Tender Offer Agent through a standing proxy in Japan. Foreign Shareholders, etc. are also required to submit identification documents (see Note 1 below).

Note 1: Identification documents

The following identification documents will be required when a Tendering Shareholder opens a new account with the Tender Offer Agent and the like:

Individuals:

A copy of their residence certificate (the original must have been issued within the past six (6) months), health insurance card, driver’s license, passport, resident registration card, etc. (including the individual’s name, address and date of birth).

Corporations:

A certified copy of the commercial registration or documents issued by a governmental agency, etc. (prepared within the past six (6) months that identify both the corporation’s name and the address of the head office or principal office).

In addition to the identification of the corporate shareholder, personal identification of each person in charge of the transaction (or representative of the corporation if such representative effects the transaction) will be required.

Foreign Shareholders, etc.:

In the case of foreigners (excluding foreigners who are residents of Japan) or corporations that have their head office or principal office outside Japan, documents issued by a foreign government or competent international organization approved by the Japanese government or other similar documents equivalent to the identification documents for residents of Japan.

Note 2: Separate self-assessment taxation concerning capital gains from the transfer of share certificates, etc. (for individual shareholders, etc. residing in Japan)

In principle, individual shareholders, etc. residing in Japan will be subject to separate self-assessment taxation with respect to capital gains from the transfer of share certificates, etc. Please consult with tax experts or other experts when making any decision with respect to specific tax treatment.

(2) Method of cancellation of the tender

Tendering Shareholders may, at any time during the Tender Offer Period, cancel their tender under the

Tender Offer. Tendering Shareholders who wish to cancel their tender must send by personal delivery or mail a “Receipt of Acceptance of the Tender Offer” and a cancellation notice stating that such Tendering Shareholder is cancelling its tender under the Tender Offer (the “Cancellation Notice”) to the head office or any branch in Japan of the party specified below by 4 p.m. on the last day of the Tender Offer Period. The cancellation of the tender will take effect at the time when the Cancellation Notice is delivered to, or reaches, the party stated below. However, if the Cancellation Notice is sent by mail, it must reach the party stated below by no later than 4 p.m. on the last day of the Tender Offer Period.

Party authorized to receive the Cancellation Notice:

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

5-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo
(or any other domestic branch of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)

(3) Method of return of shares

If Tendering Shareholders submit a cancellation their tender in the manner described in “(2) Method of cancellation of tender,” the tendered share certificates, etc. will be returned without delay after the completion of the cancellation procedures in accordance with the method indicated in “(4) Method of return of shares” in the section titled “10. Method of Settlement” below.

(4) Name and address of the head office of financial instruments business operators, banks, etc. keeping custody of, and returning shares

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

5-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo

8. Funds Required for Tender Offer

(1) Funds, etc. required for tender offer

Purchase price (JPY): (a)	8,988,848,000
Types of consideration other than cash:	-
Sum of consideration other than cash:	-
Purchase commission: (b)	80,000,000
Others: (c)	20,000,000
Total (a)+(b)+(c):	9,088,848,000

Note 1: "Purchase price (JPY): (a)" shows the amount obtained by multiplying (X) the number of shares to be purchased in the Tender Offer (204,292 shares) by (Y) the purchase price per share (44,000 yen).

Note 2: "Purchase commission: (b)" consists of estimated commissions to be paid to the Tender Offer Agent.

Note 3: "Others: (c)" consists of the estimated amount of fees and expenses for public notice of the Tender Offer, printing of the Tender Offer Explanatory Statement and other necessary documents, and any other fees and expenses.

Note 4: The actual amount of other expenses to be paid to the Tender Offer Agent and attorney's fees, etc. has not been determined yet.

Note 5: The above amounts exclude consumption tax, etc.

(2) Deposits or borrowings, etc. that may be appropriated to funds required for tender offer

(i) Deposits one or two days prior to the filing date

Type of deposit	Amount (thousand yen)
-	-
TOTAL (a)	-

(ii) Borrowings prior to the filing date

(a) Financial institutions

	Lender's business category	Name of lender	Terms of lending agreement	Amounts (thousand yen)
1	-	-	-	-
2	-	-	-	-
TOTAL				-

(b) Others

Lender's business category	Name of lender	Terms of loan agreement	Amounts (thousand yen)
-	-	-	-
TOTAL			-

(iii) Borrowings to be made on or after the filing date

(a) Financial institutions

	Lender's business category	Name of lender	Terms of loan agreement	Amounts (thousand yen)
1	-	-	-	-
2	-	-	-	-
TOTAL (b)				-

(b) Others

Lender's business category	Name of lender	Terms of loan agreement	Amounts (thousand yen)
Information and communication business	Symantec Corporation (350 Ellis Street, Mountain View, CA, 94043, United States)	Borrowing of funds required for tender offer Collateral: N/A	11,500,000
TOTAL (c)			11,500,000

Note: The timing, method, term, interest and other conditions for the borrowing will be determined through separate discussions. The Offeror has obtained a certificate, as evidence of the above borrowing, from Symantec stating that it is ready to make a loan up to JPY 11,500,000,000. The Offeror has confirmed by the latest balance sheet and certificate of balance of Symantec that Symantec has cash and deposits exceeding the limit amount of the borrowing.

(iv) Other methods of financing

Contents	Amounts (thousand yen)
-	-
TOTAL (d)	-

(v) Total of deposits or borrowings, etc. that can be as appropriated for funds required for tender offer

11,500,000 thousand yen (= (a)+(b)+(c)+(d))

(3) Relationship between the Offeror and the issuer of the securities to be used as consideration for the purchase

N/A

9. The Company Issuing Securities to be Used as Consideration for the Purchase

N/A

10. Method of Settlement

- (1) Name and address of head office of financial instruments business operators, banks etc. in charge of settlement of purchase

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

5-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo

- (2) Commencement date of settlement

July 13, 2012 (Friday)

- (3) Method of settlement

A notice regarding the purchase, etc. under the Tender Offer will be mailed to the address or location of Tendering Shareholders (or the standing proxy in the case of Foreign Shareholders, etc.) without delay after the expiration of the Tender Offer period.

The purchase, etc. shall be settled in cash. The Tender Offer Agent will remit to the address designated by Tendering Shareholders (or the standing proxy in the case of Foreign Shareholders, etc.) the sales price with regard to the share certificates, etc. purchased in accordance with the instructions given by the Tendering Shareholders (or the standing proxy in the case of Foreign Shareholders, etc.) without delay on or after the commencement date of settlement.

- (4) Method of return of shares

In the event that all of the tendered share certificates, etc. will not be purchased under the terms set forth in “(2) Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal” in the section titled “11. Other Conditions and Methods of Tender Offer” below, the Tender Offer Agent will, without delay from the commencement date of settlement (or the date of withdrawal of the Tender Offer if the Offeror withdraws the Tender Offer), return the share certificates, etc. that must be returned. With respect to the shares, the Tender Offer Agent will return shares by reverting the record of shares to the original entry just prior to the tender, and with respect to stock acquisition rights, the documents submitted upon tender of the stock acquisition rights (set forth in (v) of “(1) Method of tendering shares” in the section titled “7. Method of Tendering Shares under the Tender Offer and Cancellation thereof” above) shall be delivered to the Tendering Shareholders (or the standing proxy in the case of Foreign Shareholders, etc.) or mailed to the address of the Tendering Shareholders (or the standing proxy in the case of Foreign Shareholders, etc.) respectively, in accordance with the instructions given by each relevant Tendering Shareholder.

11. Other Conditions and Methods of Tender Offer

- (1) Conditions set forth in Article 27-13, Paragraph 4 of the Law and the details thereof

There are no maximum or minimum number of shares to be purchased. Therefore, the Offeror will purchase all of the tendered share certificates, etc.

- (2) Conditions for withdrawal of the Tender Offer, details thereof and method of disclosure for withdrawal

If any event listed in Article 14, Paragraph 1, Items 1.1 through 1.9 and Items 1.12 through 1.18, Items 3.1 through 3.8, Item 5 as well as Article 14, Paragraph 2, Items 3 through 6 of the Enforcement Order occurs, the Offeror may withdraw the Tender Offer. If the Offeror intends to withdraw the Tender Offer, the Offeror will give an electronic public notice and publish a notice thereof in The Nihon

Keizai Shimbun. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Ordinance and give public notice immediately after the announcement.

(3) Conditions of reduction of purchase price and method of disclosure of the reduction

Under the provisions of Article 27-6, Paragraph 1, Item 1 of the Law, if the Target Company conducts any act set out in Article 13, Paragraph 1 of the Enforcement Order during the Tender Offer Period, the Offeror may reduce the purchase price in accordance with the standards prescribed in Article 19, Paragraph 1 of the Cabinet Ordinance. If the Offeror intends to reduce the purchase price, the Offeror will give an electronic public notice and publish a notice thereof in The Nihon Keizai Shimbun. However, if it is deemed difficult to give the notice by the last day of the Tender Offer Period, the Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Ordinance and give public notice immediately after the announcement. If the purchase price is reduced, the Offeror will also purchase at the reduced purchase price the tendered share certificates, etc. tendered prior the date of the public notice.

(4) Matters concerning the right of Tendering Shareholders to cancel their tender

Tendering Shareholders may cancel their tender in the Tender Offer at any time during the Tender Offer Period. The method of cancellation of their tender is as described in “(2) Method of cancellation of the tender” in the section titled “7. Method of Tendering Shares under the Tender Offer and Cancellation thereof” above. The Offeror will not make any claim for indemnification or penalty payment against Tendering Shareholders, even if the Tendering Shareholders cancel their agreement. Further, the cost of returning tendered share certificates, etc. to the Tendering Shareholders will be borne by the Offeror.

(5) Method of disclosure of change in the conditions of Tender Offer (if any)

The Offeror may change the conditions of the purchase except as prohibited in Article 27-6, Paragraph 1 of the Law and Article 13 of the Enforcement Order.

When changing conditions of the purchase, the Offeror will give an electronic public notice concerning the details of the change and publish a notice thereof in The Nihon Keizai Shimbun. However, if it is deemed difficult to give the notice by the last day of the Tender Offer Period, the Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Ordinance and give public notice immediately after the announcement. If the conditions of the purchase are changed, the Offeror will also purchase the tendered share certificates, etc. tendered on or before the date of the public notice in accordance with the changed conditions of the purchase.

(6) Method of disclosure of amendment statement (if any)

If the Offeror submits an amendment statement to the Director of the Kanto Local Finance Bureau, except in the circumstances provided for under the provision of Article 27-8, Paragraph 11 of the Law, the Offeror will immediately make a public announcement of the content thereof that is relevant to the content of the public notice of the commencement of the Tender Offer, in accordance with the manner set out in Article 20 of the Cabinet Ordinance. The Offeror will also amend the Explanatory Statement of the Tender Offer immediately and deliver the Amended Explanatory Statement to the Tendering Shareholders who have received the previous Explanatory Statement. However, if the amendments are limited, the Offeror may instead prepare and deliver to Tendering Shareholders a document stating the reason for the amendments, the matters having been amended and the details thereof.

(7) Method of disclosure of results of Tender Offer

The results of the Tender Offer will be made public by the method set out in Article 9-4 of the

Enforcement Order and Article 30-2 of the Cabinet Ordinance on the day after the last day of the Tender Offer Period.

(8) Other Matters

The distribution of this Statement and other materials relating to the Tender Offer may be restricted by law in certain jurisdictions. The Offeror requests persons receiving this Statement and other materials relating to the Tender Offer to inform themselves and observe any relevant restrictions in the jurisdictions in which they reside.

PART II. Information on the Offeror

1. In the Case that the Offeror is a Corporation

(1) Outline of the Offeror

(i) History of the Offeror

Date	History
October 7, 2011	Incorporation of GK Symantec Investments.

(ii) Business purpose of the Offeror and the content of its business

Business purpose of the Offeror

The purpose of the Offeror is to operate the following businesses:

- (a) Control and management of business activities by holding shares; and
- (b) Any and all businesses incidental or related to the foregoing item.

Details of the business of the Offeror

The Offeror's principal business is to acquire the shares of the Target Company through the Tender Offer and hold such shares.

(iii) Amount of paid-in capital and total number of issued shares

(as of May 28, 2012)

Amount of paid-in capital	Total number of issued shares
1(one) yen	-

Note: The Offeror is a godo kaisha.

(iv) Major shareholders

(as of May 28, 2012)

Name	Address	Number of shares held (shares)	Ratio to the total number of issued shares (%)
Symantec Corporation	350 Ellis Street, Mountain View, CA, 94043, United States	-	-
Total	-	-	-

Note: The sole member of the Offeror, a godo kaisha, is the company listed above, which holds 100.00% of the equity in the Offeror.

(v) Professional background of and number of shares held by directors and officers

(as of May 28, 2012)

Title	Position	Name	Date of birth	Professional background		Number of shares held (shares)
Executor	-	Gregory M. King	August 27, 1971	October 1997	Attorney at Law Simpson Thacher & Bartlett LLP	-
				January 2007	Symantec Corporation Legal Director	
				June 2009	Symantec Corporation Senior Director	
				April 2011	Symantec Corporation Vice President Legal Department (present post)	
				October 2011	GK Symantec Investments Executor (present post)	
Executor	-	Kenta Uemura	July 31, 1969	March 1992	KYOCERA Corporation Legal Department	-
				February 2001	Hewlett-Packard Japan, Ltd. Contract Department	
				February 2002	Sony Ericsson Mobile Communications Japan, Inc. Legal Manager	
				October 2003	DHL Japan, Inc. Legal Director	
				September 2006	Cadbury Japan Limited Legal Director	
				August 2010	Symantec Japan, Inc. Legal Director (present post)	
				October 2011	GK Symantec Investments Executor (present post)	
Total						-

Note: Gregory M. King and Kenta Uemura are the persons who perform the duties of Symantec, the member of the Offeror.

(2) Financial conditions

Since the Offeror was established on October 7, 2011, and only one fiscal year (from October 7, 2011 to December 31, 2011) has passed since its establishment as of the date hereof, only the financial statements corresponding to one year are shown below.

(i) Balance Sheet

Balance Sheet
(as of December 31, 2011)

(JPY)

Assets Section		Liabilities Section	
Categories	Amount	Categories	Amount
Current assets	1	Current liabilities	0
Cash and deposits	1	Fixed liabilities	0
Fixed assets	0	Total liabilities section	0
Deferred assets	0	Net Assets Section	
		Equityholder's equity	1
		Stated capital	1
		Advance on application for capital contribution	0
		Capital surplus	0
		Earned surplus	0
		Evaluation/translation adjustments, etc.	0
		Total net assets section	1
Total assets section	1	Total liabilities section and net assets section	1

(ii) Income Statement

Income Statement
(from October 7, 2011 to December 31, 2011)

(JPY)

Categories	Amount
Net sales	0
Cost of sales	0
Sales, general administrative expenses	0
Non-operating profit	0
Non-operating expenses	0
Extraordinary income	0
Extraordinary loss	0
Net profit	0

(iii) Statement of Changes in Equityholder's Equity

Statement of Changes in Equityholder's Equity
(from October 7, 2011 to December 31, 2011)

(JPY)

	Equityholder's equity			
	Stated capital	Capital surplus	Earned surplus	Total equityholder's equity
Balance at the beginning of the current period	1	0	0	1
Changes during the current period				
Balance at the end of the current period	1	0	0	1

	Evaluation/translati on adjustments, etc.	Total net assets
Balance at the beginning of the current period	0	1
Changes during the current period		
Balance at the end of the current period	0	1

(3) Matters Concerning the Offeror Which Is an Ongoing Disclosure Company

(i) Documents Filed by the Offeror

(a) Annual Securities Report and Documents Attached Thereto

(b) Quarterly Securities Report or Semiannual Securities Report

(c) Amendment Report

(ii) Place of Public Inspection of Documents Mentioned Above

2. In Case the Offeror is an Entity other than Corporation

N/A

3. In Case the Offeror is an Individual

N/A

PART III. Shares Held and Traded by the Offeror and Special Related Parties

1. Breakdown of Share Certificate Ownership as of the Filing Date

(1) Total shares held by the Offeror and special related parties

(as of May 28, 2012)

	Number of shares held	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	-	242,416 (shares)	-
Certificates of stock acquisition rights	-	-	-
Certificates of bonds with stock acquisition rights	-	-	-
Beneficiary certificates of trust of shares ()	-	-	-
Depository receipts for shares ()	-	-	-
Total	-	242,416 (shares)	-
Total number of shares held	242,416 (shares)	-	-
(Total number of potential shares)	(-)	-	-

(2) Shares held by the Offeror

(as of May 28, 2012)

	Number of shares held	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	-	-	-
Certificates of stock acquisition rights	-	-	-
Certificates of bonds with stock acquisition rights	-	-	-
Beneficiary certificates of trust of shares ()	-	-	-
Depository receipts for shares ()	-	-	-

Total	-	-	-
Total number of shares held	-	-	-
(Total number of potential shares)	(-)	-	-

(3) Shares held by the special related parties (total number of shares held by special related parties)

(as of May 28, 2012)

	Number of shares held	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	-	242,416 (shares)	-
Certificates of stock acquisition rights	-	-	-
Certificates of bonds with stock acquisition rights	-	-	-
Beneficiary certificates of trust of shares ()	-	-	-
Depository receipts for shares ()	-	-	-
Total	-	242,416 (shares)	-
Total number of shares held	242,416 (shares)	-	-
(Total number of potential shares)	(-)	-	-

(4) Shares held by special related parties (breakdown by each special related party)

(i) Special related party

(as of May 28, 2012)

Name	Symantec Corporation
Address	350 Ellis Street, Mountain View, CA, 94043, United States
Occupation or content of business	Provision of security, storage, and systems management solutions that help businesses and consumers secure and manage their information and identities
Contact information	Contact Person Masakazu Iwakura/ Naoko Shimura Attorneys-at-Law Contact Place Nishimura & Asahi Ark Mori Building, 1-12-32, Akasaka, Minato-ku, Tokyo, Japan Telephone Number (03)5562-8500

Relationship with the Offeror	A party who has a special capital relationship with the Offeror

(ii) Number of shares held

(as of May 28, 2012)

	Number of shares held	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 2 of the Enforcement Order	Number of share certificates, etc. provided in Article 7, Paragraph 1, Item 3 of the Enforcement Order
Share certificates	-	242,416 (shares)	-
Certificates of stock acquisition rights	-	-	-
Certificates of bonds with stock acquisition rights	-	-	-
Beneficiary certificates of trust of shares ()	-	-	-
Depository receipts for shares ()	-	-	-
Total	-	242,416 (shares)	-
Total number of shares held	242,416 (shares)	-	-
(Total number of potential shares)	(-)	-	-

2. Trading of Shares

(1) Trading during the 60-day period preceding the filing date

N/A

3. Material Contracts Concerning the Shares Shown Above

The Offeror has received from Symantec an expression not to tender all 242,416 shares of the Common Stock it holds (ratio of the number of held shares to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012), from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Report: approximately 54.28% (rounded to two decimal places)) in the Tender Offer, because the Tender Offer will be conducted as part of a series of transactions designed to make the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror. (Whether Symantec will solely hold all of the issued and outstanding shares of the Target Company or Symantec and the Offeror will collectively hold the shares has not been determined as of the date of filing of this Statement.)

4. Contracts pertaining to Purchase of Shares subsequent to the Filing Date

N/A

PART IV. Transactions between the Offeror and the Target Company

1. Transactions between the Offeror and the Target Company or its officers, and the Details Thereof
N/A
2. Agreements between the Offeror and the Target Company or its officers, and the Terms Thereof
 - (1) Agreements between the Offeror and the Target Company or its officers, and the terms thereof

According to the Target Company, it has carefully discussed and considered matters such as the various conditions relating to the Tender Offer, based on, among others, the explanation related to the Transaction by Symantec and the Offeror, the valuation report and the fairness opinion obtained from Nomura Securities, legal advice provided by Mori Hamada and Matsumoto, and the reports of the New Third Party Panel.

As a result thereof, the Target Company has concluded that the Transaction including the Tender Offer would contribute to the corporate value of the Target Company as well as the common interests of shareholders, because, among other reasons, (i) upon the implementation of the Transaction including the Tender Offer, the corporate value of the Target Company would increase because of improvement of efficiency and market competitiveness in the marketing and sales activities of the Target Company, enhancement of customer base, products lineup, and development capacity of products for the Japanese market, (ii) possibilities and degree of decline of the corporate value of the Target Company through the implementation of the Transaction would be limited, (iii) the Offer Price, the amount of which exceeds that of the Previous Offer Price, is appropriate, and all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the meeting of the board of directors of the Target Company held on May 25, 2012, to express an affirmative opinion regarding the Tender Offer on the assumption that Symantec makes the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror, and to recommend the shareholders of the Target Company to tender their shares in the Tender Offer. In addition, all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the same meeting of the board of directors to leave to the judgment of the holders of the Stock Acquisition Rights whether to tender those rights in the Tender Offer, since the offer price for the Stock Acquisition Rights is one (1) yen.

According to the Target Company, all company auditors of the Target Company present at the meeting of the board of directors (all three company auditors were present) expressed their opinion that they have no objection to the said resolutions made by the board of directors of the Target Company.

With respect to the period between August 3, 2011, on which day Symantec proposed the Transaction for the first time and the concrete discussion between Symantec and the Target Company on the Transaction commenced, and March 28, 2012, among the directors of the Target Company during this period, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Francis deSouza, who served as senior vice president at that time (Mr. Francis deSouza resigned as director of the Target Company on March 29, 2012), have never participated in any deliberations or resolutions regarding the Transaction on the agenda at meetings of the board of directors of the Target Company because of a conflict of interest regarding the Transaction or the possibility thereof.

With respect to the period on and after March 29, 2012, among the directors of the Target Company, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Fran Rosch, who serves as vice president of Symantec (Mr. Fran Rosch assumed his office as a director of the Target Company on March 29, 2012), have or may have a conflict of interest regarding the Transaction and account for two of four directors of the Target Company. Therefore, Mr. Scott Taylor was absent from the meeting of the board of directors in which the deliberations and resolutions regarding the Transaction on the agenda including the agenda item regarding the expression of the Target Company's opinion regarding the Tender Offer were conducted. On the other hand, although Mr. Fran Rosch attended such meeting of the board of directors through teleconference in order to

constitute quorum for the meeting, he did not make any statement during the deliberations on the abovementioned agenda and abstained from voting on the resolution. In addition, Mr. Scott Taylor, Mr. Fran Rosch and Mr. Francis deSouza did not participate in any discussions or negotiations, etc. with Symantec and the Offeror regarding the Transaction as representatives of the Target Company.

(2) Background and purposes of, and decision-making process for, the Tender Offer and management policy after the Tender Offer

Symantec, who holds all of the equity in the Offeror, was established in April 1988 in the State of Delaware in the United States of America, and is a company whose main purpose is the provision of security, storage, and systems management solutions that help businesses and consumers secure and manage their information and identities. As of the date of filing of this Statement, the shares of Symantec are listed on NASDAQ in the U.S. The Target Company was established in February 1996 and is a joint stock company whose main purpose is the provision of electronic authentication services and operational outsourcing services, etc.

As part of the acquisition of VeriSign, Inc.'s Authentication and Identity Businesses on August 9, 2010, under the Acquisition Agreement as of May 19, 2010, Symantec acquired from VeriSign, Inc. in a two-party transaction approximately 54.28% (rounded to two decimal places) of the total number of issued shares of Common Stock of the Target Company (ratio of the number of held shares (242,416 shares) to 446,589 shares of the Target Company, which is the number obtained by deducting the number of treasury shares held by the Target Company as of March 31, 2012 (8,201 shares), as stated in the Target Company's Quarterly Securities Report for the First Quarter of the 17th term (filed on May 10, 2012), from the total number of issued shares of the Target Company as of March 31, 2012 (454,790 shares), as stated in the abovementioned Quarterly Securities Report), which primarily focuses on selling and marketing SSL Server Certificate Services and Client Authentication Services in the Japanese markets. Since this acquisition of the shares of Common Stock of the Target Company by Symantec was conducted as part of a business acquisition, the tender offer procedure was not taken with regard to the acquisition.

The Target Company performs the following functions related to Symantec's SSL Server Certificate Services: local product strategy development and management, development of sales networks including developing an agent partner network, product/service localization for the Japanese markets, product and direct marketing, sales, support and authentication. The Target Company's Client Authentication Services consist of Managed PKI Services (outsourcing services for electronic authentication authority business), One-time Passwords that actualize strong two-element authentication using disposable passwords (VIP) and Risk-based Authentications that prevent on-line fraud. For these solutions, the Target Company performs local product strategy development and management, product localization, product marketing, support and sales. The Target Company also operates data centers in Kawasaki and Sapporo to operate the business.

The Target Company's CY 2011 revenue (on a consolidated basis) was 6,788 million yen, which included 4,723 million yen in SSL Server Certificate Services and 1,933 million yen in Client Authentication Services consisting primarily of Managed PKI. The Target Company also sold 131 million yen in other services, primarily reselling domain management services, etc.

The Target Company's SSL Server Certificate Services and Client Authentication Services has operated in a severe environment for the past several years, and the revenue from the core authentication products declined approximately 11% from 2009 to 2010 but recovered in 2011 by increasing approximately 5%. The Target Company charges relatively premium prices for its SSL Server Certificate products because of their high added value and has operated in a very competitive environment due to the existence of several competitors who charge lower prices.

Symantec has promoted its strategies in other regions to differentiate the SSL Server Certificate products through value-added services, including a malware scan (a function that automatically scans a website once a day for malicious software or code), seal-in-search (a service that puts NortonTM Secured Seals on websearch results) and vulnerability scan. The Target Company has promoted the similar strategies in Japan and sells the SSL Server Certificate products through sales networks such

as direct enterprise sales, direct sales through its website, and business partner channels.

Sales of Client Certificates and VIP are increasing with the development of a cloud business environment; however, there is unprecedented demand for solutions combined with the other products.

The primary strategic rationale for the Tender Offer is to drive growth in both the SSL Server Certificate Services and Client Authentication Services. Symantec also intends to realize G&A cost reductions as a result of the Target Company no longer being a Japanese listed company, and to re-invest any savings back into the business.

With respect to SSL Server Certificate Services, the goal is to reverse the direction of the stagnant SSL business in Japan. The Target Company's revenue (on a consolidated basis) from SSL Server Certificate Services has declined from 5,291 million yen in CY09 (although it increased from 4,586 million yen in CY10 to 4,723 million yen in CY11) because of the competitive market and higher prices in region than in other markets. In the markets in the rest of the world, Symantec's SSL Server Certificate bookings are growing at an average of 8% y/y for the past four (4) quarters due to measures such as differentiating products and increased marketing. Symantec intends to accelerate the localization of product differentiation, and implement marketing strategies that have worked in other regions to improve the renewal rate and new customer business following the completion of the Tender Offer.

Symantec and the Target Company have considered various possible measures to maximize the corporate value of the Target Company since August 2010. Symantec has reached the conclusion that the best way to achieve the desired level of growth for the Target Company and Symantec as a whole is to establish a much closer relationship between Symantec and the Target Company going forward, and on May 25, 2012, determined to make the Offeror purchase all the shares of Common Stock (excluding the shares of Common Stock of the Target Company held by Symantec and the treasury stock held by the Target Company) and the Stock Acquisition Rights of the Target Company through the Tender Offer as part of a series of transactions designed to make the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror. In particular, by making the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror, the Target Company will be able to make use of Symantec's brand and other shared resources more effectively, and will be better able to respond rapidly to changes in the competitive landscape by employing a quicker decision-making process. (Whether Symantec will solely hold all of the issued and outstanding shares of the Target Company or Symantec and the Offeror will collectively hold the shares has not been determined as of the date of filing of this Statement.) The details of the management composition of the Target Company after being made a company wholly owned solely by Symantec or collectively by Symantec and the Offeror have not been determined.

If the Tender Offer is completed, Symantec also intends to implement product differentiation more aggressively and improve the Target Company's sales system for SSL Server Certificates and Client Authentication Services. Additionally, Symantec intends to leverage global strategies to improve the existing inside sales team to drive SSL Server Certificate renewals, focus on new business, and increase marketing spending, etc.

With respect to the Client Authentication Services, if the Tender Offer is completed, Symantec intends to provide solutions combined with the Target Company's Client Authentication Services and Symantec's other products, and to leverage Symantec Japan, Inc., the Japanese arm of Symantec's large sales force, in combination with the Target Company sales team to drive Client Authentication Services growth.

In determining the Offer Price, based on the information regarding business strategy, products, customers, etc. and financial information including P/L statements, etc. provided by the Target Company, the Offeror and Symantec have made a broad-ranging and comprehensive analysis of the

financial and business matters of the Target Company. Further, in consideration of the fact that the shares of Common Stock of the Target Company are generally traded on a financial instruments exchange and therefore referencing to the performance of the stock prices for the most recent six months, the Offeror and Symantec have determined the Offer Price to be 44,000 yen, as the result of considering the possibility of the approval of the Tender Offer by the Target Company and the prospects of the Tender Offer. In discussing and negotiating with the Target Company, the Offeror and Symantec referred to the level of premiums attached to tender offer prices for equity securities in past non-issuer tender offers similar to the Tender Offer. In determining the Offer Price, the Offeror and Symantec have not obtained any valuation report from an independent third-party appraiser, since the Offeror and Symantec believe that they were able to determine the Offer Price taking into consideration the results of earnest discussion and negotiation (the details are described in “(i) Establishment of Third Party Panel by the Target Company” of “(3) Measures to ensure fairness of the Tender Offer and to avoid conflicts of interest”), etc., with the Third Party Panel established by a board of directors’ meeting of the Target Company, after taking into account other various comprehensive factors regarding the value of the shares of the Target Company (specifically, the information regarding business strategy, products, customers, etc. provided by the Target Company, and the performance of stock prices) as well as objective materials such as financial information, etc. as described above.

The Offer Price of 44,000 yen represents (i) a premium of approximately 76.78% (rounded to two decimal places) to 24,890 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 24, 2012, which is one (1) business day before the date of disclosure of the Tender Offer; (ii) a premium of approximately 60.74% (rounded to two decimal places) to 27,374 yen (rounded to the nearest whole number), which is the simple average closing price for the past one (1) month from April 25, 2012 to May 24, 2012; (iii) a premium of approximately 51.61% (rounded to two decimal places) to 29,022 yen (rounded to the nearest whole number), which is the simple average closing price for the three (3) month period from February 27, 2012 to May 24, 2012, and (iv) a premium of approximately 58.82% (rounded to two decimal places) to 27,705 yen (rounded to the nearest whole number), which is the simple average closing price for the six (6) month period from November 25, 2011 to May 24, 2012.

The Offer Price represents a premium of approximately 73.91% (rounded to two decimal places) to 25,300 yen, which is the closing price of Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on May 25, 2012, which is one (1) business day before the date hereof.

All of the Stock Acquisition Rights that will be the subject of the Tender Offer have been issued as stock options. The acquisition of the Stock Acquisition Rights by transfer requires the approval of a board of directors’ meeting of the Target Company. The Target Company made a resolution at its board of directors’ meeting held on May 25, 2012, to the effect that with respect to the purchase of the Stock Acquisition Rights tendered in the Tender Offer, subject to the successful completion of the Tender Offer and a request from the Offeror or holders of the Stock Acquisition Rights to the Target Company for approval of the transfer of the Stock Acquisition Rights provided in the Companies Act as a condition precedent, the transfer of the Stock Acquisition Rights to the Offeror would be approved. With respect to all of the Stock Acquisition Rights, since the exercise period has already started as of the date hereof and the exercise price per share of Common Stock of the Target Company exceeds the Offer Price as of the date hereof, the purchase price of each of the Stock Acquisition Rights has been determined to be one (1) yen.

- (3) Measures to ensure fairness of the Tender Offer and to avoid conflicts of interest
- (i) Establishment of an independent Third Party Panel by the Target Company

According to the Target Company, the Target Company went through the following process leading up to the determination of the opinion of the board of directors about the Tender Offer, given that the proposal for the Transaction by the Offeror and Symantec, which is the wholly-owning parent company of the Offeror, involved structural conflicts of interest and given the necessity of ensuring the interests of minority shareholders of the Target Company.

After the Target Company received a proposal for the Transaction from Symantec on August 3, 2011, the Target Company held a meeting of its board of directors on August 5, 2011, at which it adopted resolutions (i) to establish the Former Third Party Panel, and to request the Former Third Party Panel to examine whether or not the board of directors of the Target Company should express an affirmative opinion regarding a tender offer to be implemented with the purpose of Symantec acquiring all of the shares of the Target Company, and make a recommendation to the board of directors of the Target Company, as well as to delegate the Former Third Party Panel to conduct consultations and negotiations with Symantec as necessary with regard to the tender offer on behalf of the Target Company or the shareholders of the Target Company, and (ii) to appoint a person nominated by the Former Third Party Panel as the financial advisor of the Target Company in relation to the Transaction, and to appoint Mori Hamada & Matsumoto as the legal advisor of the Target Company in relation to the Transaction. Thereafter, since the Former Third Party Panel nominated Nomura Securities as financial advisor from among a number of candidates, Nomura Securities was appointed as the financial advisor of the Target Company.

According to the Target Company, the Former Third Party Panel held meetings a total of 12 times, and conducted information gathering, examination, and the like, as well as conducting consultations and negotiations with Symantec relating to the Transaction, while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto and from the perspective of the impact that the Transaction would have on the corporate value of the Target Company and the impact that the Transaction would have on the interests of the shareholders of the Target Company.

In the consultations and negotiations between the Former Third Party Panel and Symantec, the appropriateness of the purchase price presented by Symantec became the primary point at issue, and from October 4, 2011 when the purchase price was first presented by Symantec, the Former Third Party Panel continued consultations and negotiations with Symantec aimed at Symantec raising the purchase price; however, since the Former Third Party Panel did not approve the Previous Offer Price, the consultations and negotiations between the Former Third Party Panel and Symantec ceased on November 28, 2011, and the Target Company, at its board of directors meeting held on December 22, 2011, adopted a resolution to terminate the request for examination to the Former Third Party Panel.

After the Target Company again received a proposal for the Transaction from Symantec on March 30, 2012, the Target Company held a meeting of the board of directors on April 2, 2012, at which it adopted resolutions (i) (i-1) to establish the New Third Party Panel, and (i-2) to request the New Third Party Panel (a) to examine whether or not the board of directors of the Target Company should express an affirmative opinion regarding the Tender Offer and to make a recommendation to the board of directors of the Target Company, and (b) to examine whether it would be detrimental for minority shareholders if the board of directors of the Target Company expressed an affirmative opinion regarding the Tender Offer and decided that the Target Company would implement procedures after the Tender Offer in order for all issued shares of the Target Company to be acquired solely by Symantec or collectively by Symantec and the Offeror, and to express an opinion to the board of directors of the Target Company, as well as (i-3) to delegate the New Third Party to conduct consultations and negotiations with Symantec as necessary with regard to the Tender Offer on behalf of the Target Company or the shareholders of the Target Company, and (ii) to appoint a person nominated by the New Third Party Panel as the financial advisor of the Target Company in relation to the Transaction, and to appoint Mori Hamada & Matsumoto as the legal advisor of the Target Company in relation to the Transaction. Thereafter, since the New Third Party Panel nominated Nomura Securities as financial advisor, Nomura Securities was appointed as the financial advisor of the Target Company.

According to the Target Company, the New Third Party Panel held meetings a total of 10 times, and conducted information gathering, examination, and the like, as well as conducted consultations and negotiations with Symantec relating to the Transaction, while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto from the perspective of the impact that the Transaction would have on the corporate value of the Target Company and the impact that the Transaction would have on the interests of the shareholders of the Target Company, and, as a result thereof, the Offer Price the amount of which exceeded that of the Previous Offer Price was presented by Symantec.

In particular, the New Third Party Panel gathered information about the Tender Offer such as by sending a list of questions to Symantec, implementing hearings with the management of the Target Company and with Symantec, and receiving a report from Nomura Securities about results of analysis about the share value of the Common Stock of the Target Company, and based on this conducted careful examination of the Tender Offer while obtaining the advice of Nomura Securities and Mori Hamada & Matsumoto.

According to the Target Company, based on this information gathering and the results of examination, the New Third Party Panel concluded that it is reasonable to consider the Transaction would contribute to the corporate value of the Target Company because (i) it is considered reasonable to a certain extent that upon the implementation of the Transaction including the Tender Offer, the corporate value of the Target Company would increase because of improvement of efficiency and market competitiveness in the marketing and sales activities of the Target Company, enhancement of customer base, products lineup, and development capacity of products for the Japanese market, and (ii) possibilities and degree of decline of the corporate value of the Target Company through the implementation of the Transaction would be limited.

Further, the New Third Party Panel conducted earnest consultations and negotiations with Symantec about the Offer Price, including direct negotiations through teleconferencing on multiple occasions, while obtaining advice from Nomura Securities. In addition, the New Third Party Panel has received explanations from Nomura Securities relating to the valuation of the Common Stock of the Target Company based on the final draft of the valuation report presented by Nomura Securities to the Target Company dated May 25, 2012 as stated below in “(ii) Obtainment of the valuation report and fairness opinion from a third party appraiser who is independent from the Offeror by the Target Company,” and has received explanations from Nomura Securities to the effect that the Offer Price was appropriate for the shareholders of the Target Company from a financial perspective based on the final draft of the fairness opinion presented by Nomura Securities to the Target Company dated May 25, 2012 as also stated below.

All members of the New Third Party Panel having reached a unanimous opinion, the New Third Party Panel then, at the board of directors meeting of the Target Company held on May 25, 2012, reported and submitted the report with the details dated May 25, 2012, to the board of directors of the Target Company to the effect that it would be appropriate for the board of directors to adopt a resolution to the effect that the board of directors of the Target Company expresses an affirmative opinion regarding the Tender Offer and that the board of directors recommends the shareholders of the Target Company to tender their shares in the Tender Offer, and that it would not be detrimental for minority shareholders if the board of directors of the Target Company expressed an affirmative opinion regarding the Tender Offer and decided that the Target Company would implement procedures after the Tender Offer in order for all of the Target Company’s issued shares to be acquired solely by Symantec or collectively by Symantec and the Offeror after the Tender Offer.

According to the Target Company, no member of the Third Party Panel has interests in Symantec or the Offeror, and the Target Company believes that no member of the Third Party Panel has a conflict of interest with the general shareholders of the Target Company in relation to the Transaction.

- (ii) Obtainment of the valuation report and fairness opinion from a third party appraiser who is independent from the Offeror by the Target Company

According to the Target Company, in evaluating the Offer Price, in order to guarantee the fairness thereof the Target Company requested Nomura Securities, a third party appraiser independent from the Offeror and Symantec, to appraise the share price of the Target Company. Note that, according to the Target Company, since, among others, Nomura Securities does not have any interests in the Offeror and Symantec and, as stated above in “(i) Establishment of an independent Third Party Panel by the Target Company”, the appointment of Nomura Securities as the financial advisor of the Target Company in relation to the Transaction was based on the nomination by the New Third Party Panel which consists of the members having no conflict of interest with the general shareholders of the Target Company in relation to the Transaction, the Target Company believes that Nomura Securities

has no conflicts of interests with the general shareholders of the Target Company in relation to the Transaction, though Nomura Securities has a certain transactional relationship with the Target Company.

Nomura Securities obtained materials and received explanations from the Target Company such as about the current state of business and future business plans, and based on such information implemented a share price analysis of the Common Stock of the Target Company using the average market value method, the comparable companies method, and the DCF method, and the Target Company obtained a valuation report from Nomura Securities dated May 25, 2012.

The price range per share of Common Stock of the Target Company as calculated by the above methods was as follows.

Average market value method	24,890 yen to 29,022 yen
Comparable companies method	36,025 yen to 39,076 yen
DCF method	42,767 yen to 46,630 yen

For the average market value method, the reference date was set as May 24, 2012, and the price range per share of Common Stock was analyzed as being 24,890 yen to 29,022 yen, based on the closing price of the Common Stock of the Target Company on the Tokyo Stock Exchange Mothers section on the reference date (24,890 yen), the closing price average for the one week period prior to the reference date (25,040 yen), the closing price average for the one month period prior to the reference date (27,374 yen), the closing price average for the three months period prior to the reference date (29,022 yen), and the closing price average for the six months period prior to the reference date (27,705 yen).

For the comparable companies method, the price range per share of Common Stock was analyzed as being 36,025 yen to 39,076 yen by appraising the share value of the Target Company through a comparison with financial indicators indicative of market values and profitability of listed companies engaged in business relatively similar to that of the Target Company.

For the DCF method, the price range per share of Common Stock was analyzed as being 42,767 yen to 46,630 yen, analyzing the corporate value and share value based on the free cash flow that the Target Company is expected to create in the future, discounted by a certain rate to the current value, based on future earnings forecasts for the Target Company for the fiscal year ending December 2012 onwards, taking into consideration matters such as business plans of the Target Company, interviews with the management of the Target Company, trends in results up to this stage, and publicly disclosed information. According to the Target Company, any significant growth or decline in its profits was expected in its business plans provided to Nomura Securities.

Further, the Target Company received from Nomura Securities on May 25, 2012 a fairness opinion to the effect that the Offer Price of 44,000 yen is appropriate for the shareholders of the Target Company from a financial perspective.

Note that the Target Company has not obtained a valuation report from a third party appraiser with regard to the Stock Acquisition Rights.

(iii) Advice from a Law Firm that is independent from the Offeror to the Target Company

According to the Target Company, upon receiving advice from Mori Hamada & Matsumoto, the legal advisor of the Target Company independent from the Offeror and Symantec, about the legality of the procedures for the Tender Offer and the fairness of the method and process of the decision making of the board of directors of the Target Company in relation to the Tender Offer, the Target Company carefully examined various conditions such as the conditions for the Target Company to be able to accept the Transaction proposed by Symantec, the specific conditions and procedures for the Tender Offer, and the implementation timing.

(iv) Approval by All Directors of the Target Company without Conflicts of Interest and Consent by All Company Auditors of the Target Company

According to the Target Company, it has carefully discussed and considered matters such as the various conditions relating to the Tender Offer, based on, among others, the explanation related to the Transaction by Symantec and the Offeror, the valuation report and the fairness opinion obtained from

Nomura Securities, legal advice provided by Mori Hamada and Matsumoto, and the reports of the New Third Party Panel.

As a result thereof, the Target Company has concluded that the Transaction including the Tender Offer would contribute to the corporate value of the Target Company as well as the common interests of shareholders, because, among other reasons, (i) upon the implementation of the Transaction including the Tender Offer, the corporate value of the Target Company would increase because of improvement of efficiency and market competitiveness in the marketing and sales activities of the Target Company, enhancement of customer base, products lineup, and development capacity of products for the Japanese market, (ii) possibilities and degree of decline of the corporate value of the Target Company through the implementation of the Transaction would be limited, (iii) the Offer Price, the amount of which exceeds that of the Previous Offer Price, is appropriate, and all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the meeting of the board of directors of the Target Company held on May 25, 2012, to express an affirmative opinion regarding the Tender Offer on the assumption that Symantec makes the Target Company a company wholly owned solely by Symantec or collectively by Symantec and the Offeror, and to recommend the shareholders of the Target Company to tender their shares in the Tender Offer. In addition, all of the directors of the Target Company, except for Mr. Scott Taylor and Mr. Fran Rosch as mentioned below, unanimously resolved at the same meeting of the board of directors to leave to the judgment of the holders of the Stock Acquisition Rights whether to tender those rights in the Tender Offer, since the offer price for the Stock Acquisition Rights is one (1) yen.

According to the Target Company, all company auditors of the Target Company present at the meeting of the board of directors (all three company auditors were present) expressed their opinion that they have no objection to the said resolutions made by the board of directors of the Target Company.

With respect to the period between August 3, 2011, on which day Symantec proposed the Transaction for the first time and the concrete discussion between Symantec and the Target Company on the Transaction commenced, and March 28, 2012, among the directors of the Target Company during this period, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Francis deSouza, who served as senior vice president at that time (Mr. Francis deSouza resigned as director of the Target Company on March 29, 2012), have never participated in any deliberations or resolutions regarding the Transaction on the agenda at meetings of the board of directors of the Target Company because of a conflict of interest regarding the Transaction or the possibility thereof.

With respect to the period on and after March 29, 2012, among the directors of the Target Company, Mr. Scott Taylor, who serves as executive vice president of Symantec, and Mr. Fran Rosch, who serves as vice president of Symantec (Mr. Fran Rosch assumed his office as a director of the Target Company on March 29, 2012), have or may have a conflict of interest regarding the Transaction and account for two of four directors of the Target Company. Therefore, Mr. Scott Taylor was absent from the meeting of the board of directors in which the deliberations and resolutions regarding the Transaction on the agenda including the agenda item regarding the expression of the Target Company's opinion regarding the Tender Offer were conducted. On the other hand, although Mr. Fran Rosch attended such meeting of the board of directors through teleconference in order to constitute quorum for the meeting, he did not make any statement during the deliberations on the abovementioned agenda and abstained from voting on the resolution. In addition, Mr. Scott Taylor, Mr. Fran Rosch and Mr. Francis deSouza did not participate in any discussions or negotiations, etc. with Symantec and the Offeror regarding the Transaction as representatives of the Target Company.

(v) Securing an Opportunity for Any Party Other Than the Offeror to Purchase

In addition, while the minimum tender offer period stipulated by laws and regulations is 20 Business Days, the Offeror sets the Tender Offer Period as 30 Business Days. By setting a relatively long Tender Offer Period, the Offeror ensures the opportunity for a decision to be made appropriately on the tender under the Tender Offer by the shareholders and holders of the Stock Acquisition Rights, and allows an opportunity for any third party other than the Offeror to purchase the shares in the Target Company, and thereby gives consideration to ensuring the fairness of the Tender Offer.

Along with the extended Tender Offer Period described above, in order to ensure further fairness of the Tender Offer, the Offeror has refrained from entering into any kind of agreement with the Target Company which places restrictions on contacts or negotiations between the Target Company and other competing offerors (if any).

PART V. Information on the Target Company

1. Profits and Losses, Etc. for the Past Three Years

(1) Profits and losses

(JPY Thousands)

Fiscal year	Ended December 31, 2009 (14 th term)	Ended December 31, 2010 (15 th term)	Ended December 31, 2011 (16 th term)
Net sales	7,402,550	6,489,589	6,747,317
Cost of sales	2,379,789	2,063,388	2,053,642
Sales, general and administrative expenses	3,116,646	3,153,234	3,276,764
Non-operating profit	75,573	69,137	62,593
Non-operating expenses	49	660	368
Net profit (loss)	40,501	2,124,414	650,650

Fiscal period	First Quarter of Fiscal Year to be Ended December 31, 2012 (17 th term) (consolidated)
Net sales	1,738,418
Cost of sales	550,651
Sales, general and administrative expenses	850,982
Non-operating profit	11,238
Non-operating expenses	1
Net profit (loss)	592,102

Note 1: Net sales excludes consumption tax, etc.

Note 2: The information above (including Note 1) is based on the Target Company's Annual Securities Reports for the 14th term (filed on March 25, 2010), the 15th term (filed on March 29, 2011) and the 16th term (filed on March 29, 2012).

Note 3: With regard to the first quarter of the consolidated fiscal year to be ended December 31, 2012 (17th term), the information above is based on the Target Company's Quarterly Report for the First Quarter of the 17th term (filed on May 10, 2012).

(2) Profits and losses per share

(JPY)

Fiscal year	Ended December 31, 2009 (14 th term)	Ended December 31, 2010 (15 th term)	Ended December 31, 2011 (16 th term)
Net profit or loss per share	89.12	4,709.52	1,454.48
Dividend per share	370	500	540
Net asset per share	21,979.77	26,319.89	27,163.01

Fiscal period	First Quarter of Fiscal Year to be Ended December 31, 2012 (17 th term) (consolidated)
Net profit or loss per share	1,325.83
Dividend per share	-
Net assets per share	-

Note 1: The information above is based on the Target Company's Annual Securities Reports for the 14th term (filed on March 25, 2010), the 15th term (filed on March 29, 2011) and the 16th term (filed on March 29, 2012), .

Note 2: With regard to the first quarter of the consolidated fiscal year to be ended December 31, 2012 (17th term), the information above is based on the Target Company's Quarterly Report for the First Quarter of the 17th term (filed on May 10, 2012).

2. Share Price

(JPY)

Name of financial instruments exchange or authorized financial instruments firms association	Mothers of the Tokyo Stock Exchange						
	November 2011	December	January 2012	February	March	April	May
Maximum share price	28,500	28,050	28,400	29,600	31,000	32,500	29,590
Minimum share price	24,300	24,700	25,000	26,320	27,400	28,500	22,520

Note: Maximum and minimum share prices for May 2012 represent the maximum and minimum share prices up to and including May 25, 2012.

3. Shareholders

(1) Status by type of shareholder

(as of December 31, 2011)

Description	Status of Shares (number of shares in 1 unit: shares)								Status of shares less than 1 unit (shares)
	National and local governments	Financial institutions	Financial instruments firms	Other entities	Foreign entities, etc.		Individual and others	Total	
					Other than Individuals	Individuals			
Number of shareholders (persons)	1	7	18	195	40	11	26,402	26,674	-
Number of shares held (units)	101	4,632	4,217	20,784	263,418	45	161,593	454,790	-
Ratio of Number of shares held (%)	0.02	1.02	0.93	4.57	57.92	0.01	35.53	100.00	-

Note 1: "Individuals and others" includes 8,201 treasury shares.

Note 2: The information above (including Note 1) is based on the Target Company's Annual Securities Report for the 16th term (filed on March 29, 2012).

(2) Number of shares held by major shareholders, and directors and officers

(i) Major shareholders

(as of December 31, 2011)

Name	Address	Number of shares held (shares)	Ratio to the total number of issued shares (%)
Symantec Corporation	350 Ellis Street, Mountain View, CA, 94043, United States	242,416	53.30
Deutsche Morgan Grenfell (C.I.) Limited - General Client Account	4-4-1, Tsukishima, Chuo-ku, Tokyo	7,863	1.72
NTT Communications Corporation	1-1-6, Uchisaiwai-cho, Chiyoda-ku, Tokyo	6,144	1.35
Bank of New York GCM Client Account JPRD ISG FEAC	Settlement Department, 2-7-1, Marunouchi, Chiyoda-ku, Tokyo	5,247	1.15
NTT PC Communications Incorporated	6-1-11, Shimbashi, Minato-ku, Tokyo	4,080	0.89
NS Solutions Corporation	2-20-15, Shinkawa, Chuo-ku, Tokyo	2,641	0.58
Yasushi Matsumura	Sakyo-ku, Kyoto-shi, Kyoto	2,100	0.46
Japan Trustee Services Bank, Ltd.	1-8-11, Harumi, Chuo-ku, Tokyo	1,593	0.35
Nippon Life Insurance Company	Nippon Life Securities Administrative Department, 1-6-5, Marunouchi, Chiyoda-ku, Tokyo	1,536	0.33
NTT DATA CORPORATION	3-3-3, Toyosu, Koto-ku, Tokyo	1,536	0.33
Dai Nippon Printing Co., Ltd.	1-1-1, Kagacho, Shinjuku-ku, Tokyo	1,536	0.33
Total	-	276,692	60.84

Note 1: In addition to the above, 8,201 shares (1.80%) are held in the treasury.

Note 2: The nominal owner of Symantec Corporation as described above is State Street Trust and Banking Co., Ltd.

Note 3: The information above (including Notes 1 and 2) is based on the Target Company's Annual Securities Report for the 16th term (filed on March 29, 2012).

(ii) Directors and officers

(as of March 29, 2012)

Name	Title	Position	Number of shares held (shares)	Ratio of shares held to total issued shares (%)
Katsunori Furuichi	Representative Director and President	-	63	0.01
Scott Taylor	Director	-	-	-
Fran Rosch	Director	-	-	-
Arata Hayashi	Director	-	-	-
Namito Noguchi	Standing Company Auditor	-	-	-
Takashi Fujita	Company Auditor	-	-	-
Yuji Uematsu	Company Auditor	-	-	-
Total	-	-	63	0.01

Note 1: Directors Scott Taylor, Fran Rosch and Arata Hayashi are “outside directors” as stipulated in Article 2, Item 15 of the Companies Act.

Note 2: All company auditors are “outside company auditors” as stipulated in Article 2, Item 16 of the Companies Act.

Note 3: The information above (including Notes 1 and 2, but excluding the ratio of shares held to total issued shares) is based on the Target Company’s Annual Securities Report for the 16th term (filed on March 29, 2012).

Note 4: The ratio of shares held to total issued shares has been rounded to two decimal places.

Note 5: According to the Target Company’s Quarterly Report for the First Quarter of the 17th term (filed on May 10, 2012), there has been no change to the directors and company auditors of the Target Company during the period between the filing date of the above-mentioned Annual Report for the 16th term and the filing date of the abovementioned Quarterly Report for the First Quarter of the 17th term.

4. Matters Concerning the Target Company Which Is an Ongoing Disclosure Company

(1) Documents Filed by the Target

(i) Annual Securities Report and Documents Attached Thereto

(ii) Quarterly Securities Report or Semiannual Securities Report

(iii) Extraordinary Report

(iv) Amendment Report

(2) Place of Public Inspection of Documents Mentioned Above

5. Others

According to the “Notice Concerning Revision to Dividend Forecast for the Fiscal Year Ending December 2012” dated May 25, 2012, published by the Target Company, the Target Company resolved at its board of directors’ meeting held on May 25, 2012, to revise its dividend forecast for the fiscal year ending December 2012 and not to distribute year-end dividend of surplus for the fiscal year ending December 2012, on the condition that the Tender Ratio reaches two-thirds or more through the Tender Offer.

END