



February 5, 2026

To All Concerned:

Company Name: Hogy Medical Co., Ltd.
President: Hideki Kawakubo, President and
CEO
Securities code: 3593 (Tokyo Stock Exchange,
Prime Market)
Inquiries: Taisuke Fujita, Executive Vice
President and CFO
(Tel: +81-3-6229-1300)

**(Amendment) Notice Regarding Amendment of “Notice Regarding Expression
of Opinion in Support of
Tender Offer for Company Shares by
TCG2509 Co., Ltd. and Recommendation to Tender”**

Hogy Medical Co., Ltd. (the “Company”) hereby announces as follows that there were matters to be amended with regards to a portion of the press release the Company published on December 17, 2025 titled “Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender” (as amended by the press release published on December 25, 2025 titled “(Amendment) Notice Regarding Amendment of ‘Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender’” and the press release published on January 6, 2026 titled “(Amendment) Notice Regarding Amendment of ‘Notice Regarding Expression of Opinion in Support of Tender Offer for Company Shares by TCG2509 Co., Ltd. and Recommendation to Tender’”; the “Opinion Expression Press Release”) because TCG2509 Co., Ltd. (the “Offeror”) filed a notification with the Minister of Finance and the competent ministers for the business through the Bank of Japan pursuant to Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949; as amended; the “Foreign Exchange Act”) on February 4, 2026, and therefore the Offeror submitted an amendment statement of the tender offer registration statement submitted on December 18, 2025 (as amended by the amendment statement of the tender offer registration statement submitted on December 25, 2025 and the amendment statement of the tender offer registration statement submitted on January 6, 2026; hereinafter the same) to the Director-General of the Kanto Local Finance Bureau, and accordingly, the Offeror extended the period of purchase, etc. of the tender offer (the “Tender Offer”) for the Company Shares by the Offeror under the Financial Instruments and Exchange Act (Act No. 25 of 1948; as amended) to February 20, 2026 that is 10 business days after February 5, 2026, which is the filing date of such amendment statement, and extended the Tender Offer Period to be 40 business days. Amendments are indicated with underlines.

In addition, because there were matters to be amended with regards to a portion of the press release titled “Notice Regarding Commencement of Tender Offer for the Common Stock of Hogy Medical Co., Ltd. (Securities Code: 3593) by TCG2509 Co., Ltd. (Attachment 2)” attached as a reference to the Opinion Expression Press Release, such press release has been amended as attached.

III. Details of, and Grounds, and Reasons for, the Opinion Regarding the Tender Offer

B. Grounds and Reasons for the Opinion Regarding the Tender Offer

The basis and grounds for the Opinion on the Tender Offer, particularly regarding the Offeror, are based on explanations received from the Offeror.

1. Overview of the Tender Offer

(Before amendment)

(Omitted)

The Offeror, on December 17, 2025 with the objective of making the Company its wholly owned subsidiary, decided to commence the Tender Offer, as part of a series of transactions (the “Transactions”) to acquire all Company Shares listed on the Prime Market of Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”) (excluding the treasury shares held by the Company and restricted shares held by the Company’s directors (the “Restricted Shares”), which amounts to 10,896 shares in total, representing 0.05% ownership ratio (Note 2))

(Omitted)

(After amendment)

(Omitted)

The Offeror, on December 17, 2025 with the objective of making the Company its wholly owned subsidiary, decided to commence the Tender Offer, as part of a series of transactions (the “Transactions”) to acquire all Company Shares listed on the Prime Market of Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”) (excluding the treasury shares held by the Company and restricted shares held by the Company’s directors (the “Restricted Shares”), which amounts to 10,896 shares in total, representing 0.05% ownership ratio (Note 2)).

On February 4, 2026, following the conclusion of discussions between the Offeror and the relevant authorities regarding the notification required under Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, the Offeror, upon receiving instructions from the Ministry of Economy, Trade and Industry and the Ministry of Health, Labor and Welfare, resubmitted the notification to the Minister of Finance and the competent Ministers in charge of the relevant business sector via the Bank of Japan on February 4, 2026, which was accepted on the same date. Consequently, the Offeror submitted an amendment to the Tender Offer Registration Statement and extended the Tender Offer Period to February 20, 2026, which is the date 10 business days after the submission date of the amendment statement on February 5, 2026 (the “Change in Tender Offer Terms”).

(Omitted)

F. Measures for Ensuring the Fairness of the Tender Offer Price, Measures for Avoiding Conflicts of Interest, and Other Measures to Ensure Fairness in the Tender Offer

8. Measures to Secure Opportunities to Purchase from Other Buyers

(Before amendment)

As stated in “1. Implementation of Bidding Process” above, the Company has selected the Offeror by establishing the evaluation criteria from the perspectives such as enhancing its corporate value and maximizing its shareholder value, and by conducting a comprehensive evaluation in a reasonable manner based on the evaluation criteria after implementing the Process and ensuring that a competitive environment was maintained. Therefore, the Company believes that opportunities for persons other than the Offeror to purchase the Company Shares have already been sufficiently secured.

In addition, the Offeror plans to set the Tender Offer Period to be 30 business days, whereas the shortest period stipulated by laws and regulations is 20 business days (Article 27-2, Paragraph 2 of the Act; Article 8, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act) (Cabinet Order No. 321 of 1965, as amended).

(Omitted)

(After amendment)

As stated in “1. Implementation of Bidding Process” above, the Company has selected the Offeror by establishing the evaluation criteria from the perspectives such as enhancing its corporate value and maximizing its shareholder value, and by conducting a comprehensive evaluation in a reasonable manner based on the evaluation criteria after implementing the Process and ensuring that a competitive environment was maintained. Therefore, the Company believes that opportunities for persons other than the Offeror to purchase the Company Shares have already been sufficiently secured.

In addition, the Offeror plans to set the Tender Offer Period to be 30 business days, whereas the shortest period stipulated by laws and regulations is 20 business days (Article 27-2, Paragraph 2 of the Act; Article 8, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act) (Cabinet Order No. 321 of 1965, as amended) (The Tender Offer Period has been extended to 40 business days due to the Change in the Tender Offer Terms).

(Omitted)

End

(Reference)

“(Amendment) Notice Regarding Amendment of “Notice Regarding Commencement of Tender Offer for Common Stock of Hogy Medical Co., Ltd. (Securities Code: 3593) by TCG2509 Co., Ltd.”” dated February 5, 2026 (Attachment)

[Solicitation Regulations]

This Press Release is intended to express the Company's opinion regarding the Tender Offer and has not been prepared for the purpose of soliciting an offer to sell shares. If shareholders wish to make an offer to sell their shares, they should first carefully read the tender offer explanation statement concerning the Tender Offer and make an offer to sell their shares at their sole discretion. This Press Release shall neither be, nor constitute a part of, an offer or solicitation to sell, or solicitation of an offer to purchase, any securities, and neither this Press Release (or any part of this Press Release) nor its distribution shall be interpreted to constitute the basis of any agreement in relation to the Tender Offer, and this Press Release may not be relied upon at the time of entering into any such agreement.

[U.S. Regulations]

The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed in the Financial Instruments and Exchange Act of Japan. However, these procedures and information disclosure standards are not necessarily the same as the procedures and information disclosure standards in the U.S. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 (as amended) and the rules prescribed thereunder do not apply to the Tender Offer; therefore, the Tender Offer is not conducted in accordance with those procedures or standards. The financial statements contained in this Press Release and reference materials thereof have not been prepared in accordance with the U.S. accounting standards. Accordingly, such financial information may not necessarily be equivalent or comparable to those prepared in accordance with the U.S. accounting standards. Moreover, as the Offeror is a company incorporated outside of the U.S. and a part of or all of its directors are non-U.S. residents, it may be difficult to enforce any rights or claims arising under the U.S. federal securities laws. It may also be impossible to commence legal actions against a non-U.S. company or its officers in a non-U.S. court on the grounds of a violation of the U.S. securities laws. Furthermore, there is no guarantee that a corporation that is based outside of the U.S. or its subsidiaries or affiliated companies may be compelled to submit themselves to the jurisdiction of a U.S. court.

All procedures for the Tender Offer shall be conducted entirely in the Japanese language. Some or all of the documents relating to the Tender Offer are or will be prepared in the English language. However, if there is any inconsistency between the document in English and the document in Japanese, the Japanese document shall prevail.

The Offeror and its affiliate (including the Company) and their respective financial advisors and the affiliates of the tender offer agent may, within their ordinary course of business and to the extent permitted under the related Japanese financial instruments and exchange laws and regulations, purchase or take actions to purchase the Company's common stock for their own account or for their customers' accounts other than through the Tender Offer prior to the commencement of, or during the purchase period of the Tender Offer in accordance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934. If any information concerning such purchase, etc. is disclosed in Japan, disclosure of such information in English will be made by the person conducting such purchase, etc. on the website of such person.

[Forward-Looking Statements]

This Press Release contains "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. It is possible that actual results may substantially differ from the projections, etc. as expressly or implicitly indicated in any "forward-looking statements" due to any known or unknown risks, uncertainties, or any other factors. Neither the Offeror nor any of its affiliates gives any assurance that such projections, etc. expressly or implicitly indicated in any "forward-looking statements" will ultimately be accurate. The "forward-looking statements" included in this Press Release have been prepared based on the information available to the Offeror as of the date of this Press Release, and unless otherwise required by applicable laws and regulations or Financial Instruments and Exchange Act, neither the Company nor any of its affiliates is obliged for updating or modifying such statements in order to reflect any future events or circumstances.

[Other Countries]

The announcement, issuance, or distribution of this Press Release may be legally restricted in some countries or territories. In such case, shareholders should be aware of and comply with such restriction. The announcement, issuance, or distribution of this Press Release shall not be interpreted as an offer to purchase or solicitation of an offer to sell share certificates concerning the Tender Offer, but shall be interpreted simply as a distribution of information.



February 5, 2026

To Whom It May Concern,

Company name: Hogy Medical Co., Ltd.
Representative: Hideki Kawakubo, President and CEO
Securities code: 3593 (Tokyo Stock Exchange, Prime Market)
Inquiries: Taisuke Fujita, Executive Vice President and CFO
(Tel: +81-3-6229-1300)

(Amendment) Notice Regarding Amendment of “Notice Regarding Commencement of Tender Offer for the Common Stock of Hogy Medical Co., Ltd. (Securities Code: 3593) by TCG2509 Co., Ltd.”

TCG2509 Co., Ltd. has submitted an amendment to the Tender Offer Registration Statement to the Kanto Local Finance Bureau Chief concerning the tender offer for the common shares of Hogy Medical Co., Ltd., originally filed on December 18, 2025 (including the information amended by the amendment statements submitted on December 25, 2025 and January 6, 2026). This includes the Public Notice of Commencement of Tender Offer dated December 18, 2025 (also including the information amended by the amendment statements submitted on December 25, 2025 and January 6, 2026). This amendment is due to the Offeror’s notification to the Minister of Finance and the competent minister through the Bank of Japan on February 4, 2026, in accordance with Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended). Additionally, the Offeror extended the Tender Offer Period to 40 business days, ending on February 20, 2026, which is 10 business days after the submission date of the amendment statement. As a result, certain items in the Tender Offer Registration Statement and the Public Notice of Commencement of Tender Offer require amendments. Therefore, the Offeror has submitted an amendment to the Tender Offer Registration Statement pursuant to Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Act. Consequently, the information contained in the “Notice Regarding Commencement of Tender Offer for the Common Stock of Hogy Medical Co., Ltd. (Securities Code: 3593)” dated December 17, 2025 (including amendments made by the “Amendments to the ‘Notice Regarding Commencement of Tender Offer for the Common Stocks of Hogy Medical Co., Ltd. (Securities Code: 3593)’ and the Public Notice of Commencement of Tender Offer” published on December 25, 2025 and January 6, 2026) has been amended as set forth in the attached document.

This disclosure is being made pursuant to Article 30, Paragraph 1, Item 4 of the Order for Enforcement of the Financial Instruments and Exchange Act, based on a request from TCG2509 Co., Ltd. (the Offeror) to Hogy Medical Co., Ltd. (the company subject to the tender offer).

(Attachment)

“Notice Regarding Amendment of “Notice Regarding Commencement of Tender Offer for Common Stock of Hoky Medical Co., Ltd. (Securities Code: 3593)” and the Public Notice Regarding Commencement of Tender Offer” dated February 5, 2026

February 5, 2026

To Whom It May Concern,

Company Name: TCG2509 Co., Ltd.
Representative: Representative Director
Genta Saito

(Amendment) Notice Regarding Amendment of “Notice Regarding Commencement of Tender Offer for Common Stock of Hoky Medical Co., Ltd. (Securities Code: 3593)” and the Public Notice Regarding Commencement of Tender Offer

TCG2509 Co., Ltd. (the “Offeror”) decided at a meeting of its Board of Directors held on December 17, 2025, to acquire common stock (the “Target Shares”) of Hoky Medical Co., Ltd. (Tokyo Stock Exchange (the “TSE”) Prime Market, Securities Code: 3593, the “Target”) through a tender offer (the “Tender Offer”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the “Act”), and commenced the Tender Offer on December 18, 2025. The Offeror has submitted an amendment to the Tender Offer Registration Statement to the Kanto Local Finance Bureau Chief concerning the tender offer for the common shares of Hoky Medical Co., Ltd., originally filed on December 18, 2025 (including the information amended by the amendment statements submitted on December 25, 2025 and January 6, 2026). This includes the Public Notice of Commencement of Tender Offer dated December 18, 2025 (also including the information amended by the amendment statements submitted on December 25, 2025 and January 6, 2026). This amendment is due to the Offeror’s notification to the Minister of Finance and the competent minister through the Bank of Japan on February 4, 2026, in accordance with Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended). Additionally, the Offeror extended the Tender Offer Period to 40 business days, ending on February 20, 2026, which is 10 business days after the submission date of the amendment statement. As a result, certain items in the Tender Offer Registration Statement and the Public Notice of Commencement of Tender Offer require amendments. Therefore, the Offeror has submitted an amendment to the Tender Offer Registration Statement pursuant to Article 27-8, Paragraph 2 of the Financial Instruments and Exchange Act.

Accordingly, the Offeror hereby announces that it has amended the “Notice Regarding Commencement of Tender Offer for Common Stock of Hoky Medical Co., Ltd. (Securities Code: 3593)” dated December 17, 2025 (including the information amended by the “(Amendment) Notice Regarding Amendment of ‘Notice Regarding Commencement of Tender Offer for Common Stock of Hoky Medical Co., Ltd. (Securities Code: 3593)’ and the Public Notice Regarding Commencement of Tender Offer” announced on December 25, 2025 and January 6, 2026), and the Public Notice

Regarding Commencement of Tender Offer, as described below.

The amended portions are underlined.

[I] Amendment of the “Notice Regarding Commencement of Tender Offer for Common Stock of Hogy Medical Co., Ltd. (Securities Code: 3593)” dated December 17, 2025

I. DETAILS OF THE TENDER OFFER

C. Tender Offer Period

(Before amendment)

From December 18, 2025 (Thursday) to February 5, 2026 (Thursday) (30 business days)

(After amendment)

From December 18, 2025 (Thursday) to February 20, 2026 (Friday) (40 business days)

F. Settlement Start Date

(Before amendment)

February 13, 2026 (Friday)

(After amendment)

March 2, 2026 (Monday)

II. OUTLINE OF THE TENDER OFFER

(Before amendment)

<Text omitted>

The Offeror, with the objective of making the Target its wholly owned subsidiary, decided today to start the Tender Offer from December 18, 2025, as part of a series of transactions (the “Transactions”) to acquire all Target Shares listed on the Prime Market of Tokyo Stock Exchange (excluding the treasury shares held by the Target and restricted shares held by the Target’s directors (the “Restricted Shares”), which amounts to 10,896 shares in total, representing 0.05% Ownership Ratio (Note2)).

<Text omitted>

(After amendment)

<Text omitted>

The Offeror, with the objective of making the Target its wholly owned subsidiary, decided today to start the Tender Offer from December 18, 2025, as part of a series of transactions (the “Transactions”) to acquire all Target Shares listed on the Prime Market of Tokyo Stock Exchange (excluding the treasury shares held by the Target and restricted shares held by the Target’s directors (the “Restricted Shares”), which amounts to 10,896 shares in total, representing 0.05% Ownership Ratio (Note2)).

On February 4, 2026, following the conclusion of discussions between the Offeror and the relevant authorities regarding the notification required under Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, the Offeror, upon receiving instructions from the Ministry of Economy, Trade and Industry and the Ministry of Health, Labor and Welfare, resubmitted the notification to the Minister of Finance and the Minister in charge of the relevant business sector via the Bank of Japan on February 4, 2026, which was accepted on the same date. Consequently, the Offeror submitted an amendment to the Tender Offer Registration Statement and extended the Tender Offer Period to February 20, 2026, which is the date 10 business days after the submission date of the amendment statement on February 5, 2026 (the “Change in Tender Offer Terms”).

<Text omitted>

[II] Amendment of the Public Notice Regarding Commencement of Tender Offer

I. PURPOSE OF THE TENDER OFFER

(Before amendment)

<Text omitted>

The Offeror, with the objective of making Hogy Medical Co., Ltd. (the “Target”) its wholly owned subsidiary, decided on December 17, 2025 to start the Tender Offer from December 18, 2025, as part of a series of transactions (the “Transactions”) to acquire all the shares in the Target (“Target Shares”) listed on the Prime Market of Tokyo Stock Exchange (excluding the treasury shares held by the Target and restricted shares held by the Target’s directors (the “Restricted Shares”), which amounts to 10,896 shares in total, representing 0.05% Ownership Ratio (Note2)).

<Text omitted>

(After amendment)

The Offeror, with the objective of making Hogy Medical Co., Ltd. (the “Target”) its wholly owned subsidiary, decided on December 17, 2025 to start the Tender Offer from December 18, 2025,

as part of a series of transactions (the “Transactions”) to acquire all the shares in the Target (“Target Shares”) listed on the Prime Market of Tokyo Stock Exchange (excluding the treasury shares held by the Target and restricted shares held by the Target’s directors (the “Restricted Shares”), which amounts to 10,896 shares in total, representing 0.05% Ownership Ratio (Note2)).

On February 4, 2026, following the conclusion of discussions between the Offeror and the relevant authorities regarding the notification required under Article 27, Paragraph 1 of the Foreign Exchange and Foreign Trade Act, the Offeror, upon receiving instructions from the Ministry of Economy, Trade and Industry and the Ministry of Health, Labor and Welfare, resubmitted the notification to the Minister of Finance and the Minister in charge of the relevant business sector via the Bank of Japan on February 4, 2026, which was accepted on the same date. Consequently, the Offeror submitted an amendment to the Tender Offer Registration Statement (including the information amended by the amendment statements submitted on December 25, 2025 and January 6, 2026) and extended the Tender Offer Period to February 20, 2026, which is the date 10 business days after the submission date of the amendment statement on February 5, 2026.

<Text omitted>

II. DETAILS OF THE TENDER OFFER

C. Tender Offer Period

1. Tender Offer Period at the Time of Initial Notice

(Before amendment)

From December 18, 2025 (Thursday) to February 5, 2026 (Thursday) (30 business days)

(After amendment)

From December 18, 2025 (Thursday) to February 20, 2026 (Friday) (40 business days)

H. Settlement Start Date

(Before amendment)

February 13, 2026 (Friday)

(After amendment)

March 2, 2026 (Monday)

[Restrictions on Solicitation]

This press release is a press release to announce the Tender Offer to the public and has not been prepared for the purpose of soliciting sales. When offering to sell, please make sure to read the Tender Offer Explanatory Statement regarding the Tender Offer and offer at your own discretion. This press release does not constitute or form part of any offer or solicitation to sell, or any solicitation of offers to purchase any securities, nor shall this press release (or any part thereof) or the fact of its distribution form the basis of any agreement relating to the Tender Offer, nor may it be relied upon in entering into any such agreement.

[Forward-Looking Statements]

This press release may contain expressions related to future outlooks, such as “expect,” “anticipate,” “intend,” “plan,” “believe,” and “assume,” concerning the future business on the part of the Offeror and other companies. These expressions are based on the Offeror’s current business forecast and may change due to future circumstances. The Offeror is not obligated to update these forward-looking statements to reflect actual performance or changes in various circumstances or conditions, and so forth.

[U.S. Regulations]

The Tender Offer will be conducted in accordance with the procedures and information disclosure standards prescribed by Japanese law, while these may differ from the procedures and information disclosure standards in the United States. In particular, the provisions of Article 13 (e) or Article 14 (d) of the U.S. Securities Exchange Act of 1934 (as amended; hereinafter the same) and the related rules stipulated thereunder do not apply to the Tender Offer, and the Tender Offer is not carried out in compliance with these procedures and standards. The financial information included in this press release and its reference documents are based on accounting principles in Japan, and therefore, is not in accordance with the U.S. accounting standards and may not be equivalent to, or comparable with, financial information prepared in accordance with the U.S. accounting standards. In addition, since the Offeror is a corporation incorporated outside the U.S. and all or some of its officers are not U.S. residents, it may be difficult to exercise rights or demands which would be claimed under the U.S. securities laws. It may not be able to bring legal proceedings against a non-U.S. entity or its officers in a court outside of the U.S. for violation of U.S. securities related laws. Furthermore, U.S. courts may not necessarily have jurisdiction over non-U.S. entities and their subsidiaries and affiliates.

Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. All or any part of the document related to the Tender Offer is prepared in the English language and if there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation shall prevail.

This press release and its reference documents include “forward-looking statements” as defined in Section 27A of the U.S. Securities Act of 1933 (Securities Act of 1933; as amended) and Section 21E of the Securities Exchange Act (Securities Exchange Act of 1934). The results may significantly differ from those explicitly or implicitly indicated as “forward-looking statements” due to known or unknown risks, or uncertainties, or other causes. Neither the Offeror nor any of its affiliates can provide assurance that such results explicitly or implicitly indicated as “forward-looking statements” will be realized. The “forward-looking statements” in this press release and its reference documents were prepared based on the information held by the Offeror as of today, and unless required by laws and regulations or financial instruments exchange rules, the Offeror, the Target and its affiliates are not obliged to change and/or modify such statements in order to reflect any event or condition in the future.

The Offeror and its affiliates, and the financial advisors of the Offeror, EQT, and the Target; and

the tender offer agent (including their affiliates), may, within the ordinary course of their business and to the extent permitted under Japanese financial instruments and exchange regulations and other applicable laws, and in compliance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934, purchase or take actions to purchase Target Shares for their own account or for the account of their clients, either before the commencement of the Tender Offer or during the Tender Offer Period, outside of the Tender Offer. Such purchases may be conducted at market prices through market transactions or at prices determined through negotiations outside the market. If information regarding such purchases is disclosed in Japan, it will also be disclosed on the English-language website of the entity that conducted the purchase or its affiliates.

[Other Countries]

Certain countries or regions may impose legal restrictions on the announcement, publication, or distribution of this press release. In such cases, please be aware of and comply with those restrictions. This shall not constitute a solicitation of an offer to purchase or an offer to sell shares in connection with the Tender Offer, and shall be deemed to be merely the distribution of materials for information.