

[Translation]



December 13, 2017

To whom it may concern:

Company name: ASATSU-DK INC.
Representative: Shinichi Ueno, Representative Director, President & Group CEO
(Code: 9747, Listed on First Section of Tokyo Stock Exchange)
Contact: Kaori Nakajima, Department Director, Office of Corporate Communications
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Notice regarding Change to Major Shareholder

The Company hereby announces that it has confirmed that there will be a change to a major shareholder of the Company based on the Amended Report of Large Volume Shareholding submitted to the Kanto Local Finance Bureau on December 12, 2017.

1. Background of the Change

The Company confirmed that, based on the Amended Report of Large Volume Shareholding submitted to the Kanto Local Finance Bureau by Silchester International Investors LLP (“Silchester”) dated December 12, 2017 (date on which the obligation to report arose: December 6, 2017), Silchester tendered all of the common shares of the Company it owns in the tender offer (the “Tender Offer”) conducted from October 3, 2017 until December 6, 2017 for the Company’s outstanding common shares (including the Company’s common shares to be delivered upon the exercise of the Series 2 Stock Acquisition Rights, Series 3 Stock Acquisition Rights, Series 4 Stock Acquisition Rights, Series 5 Stock Acquisition Rights, Series 6 Stock Acquisition Rights, Series 7 Stock Acquisition Rights, Series 8 Stock Acquisition Rights, Series 9 Stock Acquisition Rights, Series 10 Stock Acquisition Rights, and Series 11 Stock Acquisition Rights (collectively, the “Stock Acquisition Rights”) and those common shares, collectively, the “Company’s Common Shares”) and the Stock Acquisition Rights by BCPE Madison Cayman, L.P. (the “Offeror”), and as a result, Silchester ceased to be a major shareholder of the Company.

2. Summary of the Shareholder subject to the Change

(Party that will cease to be a major shareholder)

(1) Name	Silchester International Investors LLP
(2) Location	Time & Life Building, 5th Floor, 1 Bruton Street, W1J 6TL, London, UK
(3) Name and position of representative	Stephen Butt, Chairman

(4) Business	Investment advisory
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3. Number and Ratio of Voting Rights Held by that Shareholder before and after the Change

	Number of Voting Rights (Number of Shares Owned)	Ratio to the Number of Voting Rights of All Shareholders	Rank among Major Shareholders
Before the change (as of December 5, 2017)	72,362 voting rights (7,236,200 shares)	17.48%	Second
After the change	—	—	—

- Note: 1. The number of voting rights and the number of shares owned before the change is calculated based on the number of shares disposed of as set out in the Amended Report of Large Volume Shareholding submitted by Silchester on December 12, 2017, and the ratio to the number of voting rights of all shareholders means the ratio (rounded to the second decimal place) to the number of voting rights (413,953 voting rights) pertaining to the total issued shares as of September 30, 2017 described in the Third Quarterly Securities Report (63rd term) submitted by the Company on November 21, 2017 (41,755,400 shares) minus the number of treasury shares owned by the Company as of September 30, 2017 (360,005 shares) as specified in the “Summary of Consolidated Financial Statements for the Third Quarter of the term ending December 2017 [Japanese GAAP]” submitted by the Company on November 13, 2017 (resulting in 41,395,395 shares).
2. The above is set out based on the Amended Report of Large Volume Shareholding submitted by Silchester dated December 12, 2017, and the Company has not confirmed the number of shares effectively owned by Silchester.

4. Date of the Change

December 13, 2017 (commencement date of the settlement of the Tender Offer)

5. Future Outlook

As explained in the Company’s press release dated December 7, 2017 titled “Notice Regarding the Result of the Tender Offer for Shares of the Company by BCPE Madison Cayman, L.P. and Change to the Parent Companies, the Other Affiliated Company, and the Largest Shareholder which is a Major Shareholder,” the Offeror could not acquire all of the Company’s Common Shares through the Tender Offer, so it is expected that the Offeror will acquire all of the Company’s Common Shares (excluding treasury shares owned by the Company and the Company’s Common Shares owned by the Offeror) in accordance with the procedures

set out in “(4) Policy regarding reorganization, etc., following completion of the Tender Offer (so-called “two-step acquisition”)” in “3. Details and basis of, and reasons for, the opinion regarding the Tender Offer” in the Company’s press release dated October 2, 2017 titled “Notice Regarding Opinion on Tender Offer for Shares of the Company by Bain Capital.”

As a result, it is expected that the Company’s Common Shares will be delisted through prescribed procedures in accordance with the stock delisting criteria established by the Tokyo Stock Exchange, Inc. (“TSE”). After delisting, the Company’s Common Shares can no longer be traded on the TSE.

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