



December 14, 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)
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**Notice Regarding Receipt of Request by BCPE Madison Cayman, L.P. to Convene
Extraordinary Shareholders' Meeting to Approve the Consolidation of the Company's Shares
and to Amend the Company's Articles of Incorporation to Delete the Provisions Concerning
Less than One Unit Shares**

As announced in the Company's press release dated December 7, 2017, "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," as a result of the tender offer carried out by BCPE Madison Cayman, L.P. (the "Offeror") for the Company's outstanding common shares and stock acquisition rights, with an acquisition period from October 3, 2017 until December 6, 2017 (that tender offer, the "Tender Offer"), the Offeror has come to own 36,233,120 shares of the Company's common stock (voting rights holding ratio to the number of voting rights of all shareholders of the Company: 87.53% (rounded to two decimal places)). In the calculation of the voting rights holding ratio, the number of voting rights (413,953 voting rights) pertaining to the total issued shares of the Company as of September 30, 2017 (41,755,400 shares) minus the number of treasury shares owned by the Company as of September 30, 2017 (360,005 shares) (resulting in 41,395,395 shares) is the denominator.

As detailed above, the Tender Offer was completed, but the Offeror could not acquire 90% or more of the voting rights of all shareholders of the Company (excluding treasury shares held by the Company). Therefore, the Company announces that, today, the Company received a request from the Offeror to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") in mid-to-late February 2018 to submit the proposal (i) to carry out the consolidation of the Company's shares of common stock (the "Share Consolidation") by determining the consolidation ratio so that the number of shares of the Company's common stock owned by the Company's shareholders (excluding the Offeror and the Company) who did not tender to the Tender Offer will be a fraction that is less than one share, and therefore the Offeror will own all

of the shares of the Company's common stock (excluding the treasury shares owned by the Company), and (ii) to amend the Company's Articles of Incorporation to delete the provisions concerning less than one unit shares conditional upon the Share Consolidation becoming effective.

The Company plans to convene the Extraordinary Shareholders' Meeting in response to the above request. The Company will promptly announce the timing and location of the Extraordinary Shareholders' Meeting, and the details of the proposals once they are determined.

End