

August 23, 2016

To Whom It May Concern:

Company Name: Asatsu-DK Inc.
 Name of Representative: Shinichi Ueno, Representative
 Director and President
 (Stock Code: 9747, the first section of
 Tokyo Stock Exchange)
 Name and Title of Contact Person: Kaori Nakajima, Head of Office of
 Corporate Communications
 (TEL. 03-6830-3855)

Announcement Concerning Results of Tender Offer for Shares of GONZO K.K.

Asatsu-DK Inc. (the “Tender Offeror”) determined, effective July 14, 2016, that it would acquire the shares of common stock of GONZO K.K. (the “Target Company”) (the “Target Company Shares”) through the tender offer (the “Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) and conducted the Tender Offer commencing on July 15, 2016. Since the Tender Offer period ended on August 22, 2016, the Tender Offeror hereby announces the results thereof, as stated below.

Particulars

1. Overview of the Tender Offer

(1) Name and Address of the Tender Offeror

Name Asatsu-DK Inc.
 Location 1-23-1, Toranomom, Minato-ku, Tokyo

(2) Name of the Target Company

GONZO K.K.

(3) Class of Shares to be Purchased

Common stock

(4) Number of Shares to be Purchased in the Tender Offer

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
232,662	188,458	—

(Note 1) If the total number of shares sold in accordance with the Tender Offer (the “Tendered Shares”) does not reach the minimum number of shares to be purchased (i.e. 188,458 shares), the Tender Offeror will not purchase any Tendered Shares. If the total number of the Tendered Shares is not less than the minimum number of shares to be purchased (i.e. 188,458 shares), the Tender Offeror will purchase all the Tendered Shares.

(Note 2) No maximum number to be purchased is set in the Tender Offer. The number of shares to be purchased indicated

above is the number of shares obtained by deducting the number of 2,250 shares among the shares held by Mr. Shinichiro Ishikawa for which he consented that he would not tender in the Tender Offer (“Non-Tendered Shares”) from the sum of the total number of issued and outstanding shares (233,743 shares) of the Target Company as of March 31, 2016 as set forth in the 17th Business Period Annual Securities Report filed by the Target Company as of June 28, 2016 (the “Annual Securities Report”) and the number of Target Company Shares underlying 1,169 stock options of the Target Company as of March 31, 2016 (i.e. 1,169 shares) as set forth in its Annual Securities Report (According to the Target Company, all the stock options have been exercised by the date of filing of the Tender Offer Registration Statement. Such exercising of stock options has been also confirmed by a certificate of all registered matters of the Target Company.). For reference, the number of treasury shares held by the Target Company as of March 31, 2016 as set forth in its Annual Securities Report is 0.

(5) Tender Offer Period

- (i) Tender Offer Period as of the time of filing the registration statement

From July 15, 2016 (Friday) through August 22, 2016 (Monday) (25 business days)

- (ii) Possible extension of the Tender Offer Period based on the Target Company’s request

If the Target Company had submitted an opinion report requesting an extension of the Tender Offer Period pursuant to Article 27-10, Paragraph 3 of the Act, the Tender Offer Period would have been extended until August 29, 2016 (Monday) (to become 30 business days in Japan); however, no such opinion was submitted.

(6) Tender Offer Price

26,819 yen per share of common stock

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

A condition that the Tender Offeror will not purchase any Tendered Shares if the total number of the Tendered Shares does not reach the minimum number of shares to be purchased (i.e. 188,458 shares) was imposed. As the total number of the Tendered Shares (i.e. 197,227 shares) was not less than the minimum number of shares to be purchased (i.e. 188,458 shares), all of the Tendered Shares will be purchased, as stated in the public notice of the Tender Offer and the Tender Offer Registration Statement.

(2) Date of Public Notice of Results of the Tender Offer, and Name of Newspaper for Public Notice

Pursuant to the provision of Article 27-13, Paragraph 1 of the Act, on August 23, 2016, the Tender Offeror announced to the press the results of the Tender Offer, by the method prescribed in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Ordinance Concerning the Disclosure of Tender Offers for Shares, Etc., by Persons Other Than Issuers (Ministry of Finance Ordinance No. 38 of 1990, as amended).

(3) Number of Purchased Shares

Classes of shares, etc.	a. Number of tendered shares following conversion	b. Number of purchased shares following conversion
Shares	197,227 (shares)	197,227 (shares)
Stock Acquisition Rights	—	—
Bonds with Stock Acquisition Rights	—	—

Trust Beneficiary Certificate for Shares ()	—	—
Depository Receipts for Share ()	—	—
Total	197,227	197,227
(Total number of shares (diluted))	—	(—)

(4) Ownership Percentage of Shares after the Tender Offer

Number of Voting Rights Represented by Shares Owned by Tender Offeror prior to the Tender Offer	—	(Ownership Percentage of Shares prior to the Tender Offer: —%)
Number of Voting Rights Represented by Shares Owned by Specially Related Parties prior to the Tender Offer	4,599	(Ownership Percentage of Shares prior to the Tender Offer: 1.96%)
Number of Voting Rights Represented by Shares Owned by Tender Offeror following the Tender Offer	197,227	(Ownership Percentage of Shares following the Tender Offer: 83.96%)
Number of Voting Rights Represented by Shares Owned by Specially Related Parties following the Tender Offer	2,250	(Ownership Percentage of Shares following the Tender Offer: 0.96%)
Total Number of Voting Rights of Shareholders of the Target Company	233,743	

(Note 1) The “Total Number of Voting Rights of Shareholders of the Target Company” represents the total number of voting rights of all shareholders as of March 31, 2016 as set forth in the Target Company’s Annual Securities Report. However, because all of the Target Company Shares are subject to purchase through this Tender Offer (excluding Non-Tendered Shares), in calculating “Ownership Percentage of Shares prior to the Tender Offer” and “Ownership Percentage of Shares following the Tender Offer,” the denominator used is 234,912 shares which is the sum of the total number of issued and outstanding shares (233,743 shares) of the Target Company as of March 31, 2016 as set forth in its Annual Securities Report and the number of Target Company Shares underlying 1,169 stock options of the Target Company as of March 31, 2016 (i.e. 1,169 shares) as set forth in its Annual Securities Report (According to the Target Company, all the stock options have been exercised by the date of filing of the Tender Offer Registration Statement. Such exercising of stock options has been also confirmed by a certificate of all registered matters of the Target Company.).

(Note 2) The “Ownership Percentage of Shares prior to the Tender Offer” and the “Ownership Percentage of Shares following the Tender Offer” are rounded to the nearest hundredth of a percent.

(5) Calculation in the Case Where Purchases will be Conducted by the Proportional Distribution Method

Not applicable.

(6) Method of Settlement

- (i) Name and Location of Head Office of Security Companies and Banks, etc. in Charge of Settlement for the Tender Offer

- (ii) Commencement Date of Settlement
September 28, 2016 (Wednesday)

- (iii) Method of Settlement

Promptly after the end of the Tender Offer Period, a notice of purchase under the Tender Offer will be mailed to the address or location of shareholders who consented to the offer for purchase of the shares subject to the Tender Offer or shareholders who tendered their shares (the “Tendering Shareholders”) (or the standing proxy in case of Foreign Shareholders).

Purchases will be made in cash. The Tender Offer Agent will, in accordance with the instructions of Tendering Shareholders (or the standing proxy in case of Foreign Shareholders), remit (in which case the Tendering Shareholders may be requested to bear the bank fees) the purchase price promptly after the commencement date of settlement to the account designated by Tendering Shareholders (the standing proxy in case of Foreign Shareholders) or pay to the account of Tendering Shareholders with the Tender Offer Agent where the application of Tendering Shareholders was accepted. The commencement of settlement is subject to completing the registration of transfer of shares in the shareholder register with respect to the shares purchased through the Tender Offer. Specifically, the Tender Offeror will assume the following procedures through the Tender Offer Agent as necessary: (i) immediately after the Tender Offer Period, fix the total number of Tendered Shares subject to purchase through the Tender Offer, and deliver to the Target Company’s share transfer agent, Mitsubishi UFJ Trust and Banking Corporation (“Share Transfer Agent”), the “Request for Registration of Share Transfer” with respect to the shares subject to purchase through the Tender Offer which shall indicate the name and address of the shareholder indicated in the document entitled “Certificate of Balance of Shares Held” or “Notice of Balance of Shares Held” that certifies the number of shares held by that shareholder (These shall hereinafter be referred to as “Certificate of Number of Shares Held.”) that are issued by the Share Transfer Agent, and which shall have impressed thereon the registered seal (if the seal is lost, then the individual’s registered seal and in the case of corporate entities, the corporate seal, and also attaching thereto the seal certificate for such registered seal and corporate seal (the original certificate dated within 6 months from the date this was issued which certificate shall indicate the same address and name as indicated in the Target Company’s shareholder register)) (“Other Tendering Documents”); (ii) after receipt of notice from the Share Transfer Agent that the registration of the relevant share transfer is completed, and after confirming the completion of registration of the share transfer in the shareholder registry with respect to the share purchased through the Tender Offer; (iii) shall commence the settlement on the date indicated in above “(ii) Commencement Date of Settlement” in respect of the Tendering Shareholders who completed the registration of share transfer. If the “Tender Offer Application Form,” “Certificate of Number of Shares Held” and “Other Tendering Document” are incomplete and the Transfer Agent is unable to complete the registration of transfer by the date indicated in above (ii) “Commencement Date of Settlement,” the shares tendered by the Tendering Shareholder will not be purchased and settlement will not be commenced with respect to the relevant Tendering Shareholder. Also, there may be a time lag from the time the rights in the shares purchased through the Tender Offer is transferred from the Tendering Shareholder to the Tender Offeror (the time when registration of transfer in above (ii) is completed) and the time from when the sales proceeds for those shares purchased through the Tender Offer is paid to the Tendering Shareholder. This time lag is due to time incurred for administrative procedures due to the Target Company not being listed and not being a share certificate issuing company.

3. Policies after the Tender Offer and Future Prospects

There is no change from the description in the “Announcement Concerning Commencement of Tender Offer for Shares of GONZO K.K.” dated July 14, 2016 announced by the Tender Offeror.

4. Places Where Copy of Tender Offer Report Is Kept for Public Inspection

Asatsu-DK Inc.

(1-23-1, Toranomom, Minato-ku, Tokyo)

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