



October 2, 2017

To Whom It May Concern:

Company ASATSU-DK INC.
Name:
Name of Shinichi Ueno, President and Group CEO
Representative:
(Code: 9747, Tokyo Stock Exchange 1st Section)
Contact: Kaori Nakajima, Director of Corporate Communications
Tel: 03 (6830) 3855

Group Name: BCPE Madison Cayman, L.P.
Name of BCPE Madison GP, LLC (General Partner)
Representative: Bain Capital Investors, LLC(member of above)
Managing Director: John Connaughton

Notice Regarding Commencement of Tender Offer for Shares, etc. of ASATSU-DK INC. (Securities Code: 9747) by BCPE Madison Cayman, L.P.

We would like to inform you that BCPE Madison Cayman, L.P. decided on October 2, 2017 to acquire the common shares and the stock acquisition rights of ASATSU-DK INC. through a tender offer as described in the attachment.

End

This material is published in accordance with Article 30, Paragraph 1, Item 4 of the Order of Enforcement of the Financial Instruments and Exchange Act based on the request of BCPE Madison Cayman, L.P. (the Offeror) made to ASATSU-DK INC. (the Target of the Tender Offer).

(Material attached)

“Notice Regarding Commencement of Tender Offer for Shares, etc. of ASATSU-DK INC. (Securities Code: 9747)” dated October 2, 2017

October 2, 2017

To Whom It May Concern

Group Name: BCPE Madison Cayman, L.P.
Name of BCPE Madison GP, LLC (General Partner)
Representative: Bain Capital Investors, LLC (member of above)
Managing Director: John Connaughton

**Notice Regarding Commencement of Tender Offer for Shares, etc. of
ASATSU-DK INC. (Securities Code: 9747)**

We hereby inform you that BCPE Madison Cayman, L.P. (the "Tender Offeror") has decided on October 2, 2017 to acquire the issued and outstanding common shares of ASATSU DK INC. (listed on the First Section of Tokyo Stock Exchange, Inc. under Code No. 9747; hereinafter the "Target") (including the Target's common shares to be delivered upon exercise of the Stock Acquisition Rights (as defined bellow); hereinafter the "Target's Common Shares") and the sock acquisition rights of the Target (the Second Stock Acquisition Rights, Third Stock Acquisition Rights, Fourth Stock Acquisition Rights, Fifth Stock Acquisition Rights, Sixth Stock Acquisition Rights, Seventh Stock Acquisition Rights, Eighth Stock Acquisition Rights, Ninth Stock Acquisition Rights, Tenth Stock Acquisition Rights and Eleventh Stock Acquisition Rights (as each defined bellow); collectively "Stock Acquisition Rights") by means of a tender offer ("Tender Offer") based on the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

The Offeror, which is held and operated by Bain Capital Private Equity, L.P. and its group (collectively, "Bain Capital"), is a limited partnership formed under the laws of the Cayman Islands as of July 27, 2017 for the primary purpose of investing in the Target. As of the date hereof, the Offeror owns 1 Target's Common Share.

The Offeror will carry out the Tender Offer as part of the transaction ("Transaction") aiming to make the Target's Common Shares go private by obtaining all the Target's Common Shares (excluding the Target's Common Shares held by the Offeror and the treasury shares held by the Target) and Stock Acquisition Rights.

The overviews etc. of the Tender Offer are as follows.

1. Details of the Tender Offer

(1) Name of the Target

ASATSU-DK INC.

(2) Class of shares to be purchased

I. Common Shares

II. Stock Acquisition Rights

- (i) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on May 13, 2013 (stock-based compensation stock option granted to directors of the Target; hereinafter "Second Stock Acquisition Rights")
- (ii) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on May 13, 2013 (stock-based compensation stock options granted to senior executive officers of the Target; hereinafter "Third Stock Acquisition Rights")
- (iii) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 12, 2014 (stock-based compensation stock options granted to directors of the Target; hereinafter "Fourth Stock Acquisition Rights")

- (iv) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 12, 2014 (stock-based compensation stock options granted to executive officers of the Target; hereinafter "Fifth Stock Acquisition Rights")
- (v) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 13, 2015 (stock-based compensation stock options granted to directors of the Target; hereinafter "Sixth Stock Acquisition Rights")
- (vi) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 13, 2015 (stock-based compensation stock options granted to executive officers of the Target; hereinafter "Seventh Stock Acquisition Rights")
- (vii) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 12, 2016 (stock-based compensation stock options granted to directors of the Target; hereinafter "Eighth Stock Acquisition Rights")
- (viii) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 12, 2016 (stock-based compensation stock option granted to executive officers of the Target; hereinafter "Ninth Stock Acquisition Rights")
- (ix) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 10, 2017 (stock-based compensation stock options granted to directors of the Target; hereinafter "Tenth Stock Acquisition Rights")
- (x) Stock acquisition rights issued pursuant to a resolution by the Target's board of directors' meeting held on August 10, 2017 (stock-based compensation stock option granted to executive officers of the Target; hereinafter "Eleventh Stock Acquisition Rights")

(3) Tender offer period

From October 3, 2017 (Tuesday) through November 15, 2017 (Wednesday) (30 business days)

(4) Price of tender offer, etc.

Common Shares:	JPY 3,660 per common share
Second Stock Acquisition Rights:	JPY 1 per stock acquisition right
Third Stock Acquisition Rights:	JPY 1 per stock acquisition right
Fourth Stock Acquisition Rights:	JPY 1 per stock acquisition right
Fifth Stock Acquisition Rights:	JPY 1 per stock acquisition right
Sixth Stock Acquisition Rights:	JPY 1 per stock acquisition right
Seventh Stock Acquisition Rights:	JPY 1 per stock acquisition right
Eighth Stock Acquisition Rights:	JPY 1 per stock acquisition right
Ninth Stock Acquisition Rights:	JPY 1 per stock acquisition right
Tenth Stock Acquisition Rights:	JPY 1 per stock acquisition right
Eleventh Stock Acquisition Rights:	JPY 1 per stock acquisition right

(5) 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
41,623,579 (shares)	20,785,200 (shares)	- (shares)

(6) Tender Offer Agent

Daiwa Securities Co. Ltd.
9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

(7) Commencement date of settlement

November 22, 2017 (Wednesday)

2. Overview of the Tender Offer

Bain Capital is an international investment company that manages assets worldwide worth approximately 750 hundred million dollars in total. In Japan, ever since Bain Capital established the Tokyo office in 2006, approximately 30 professionals have been engaging in the business to increase corporate value of its invested firms. It is mainly comprised of professionals who have experiences in business companies and consulting firms, and it has achieved steady growth strategies by providing on-site business operation supports in addition to ordinary capital and financial support services that are generally offered by investment companies, and has a record of successfully achieving various value enhancement measures. In Japan, Bain Capital has invested in 12 companies including Jupiter Shop Channel Co., Ltd., Skylark Co., Ltd., Oedo-Onsen-Monogatari Co., Ltd., Domino's Pizza Japan, Inc., Macromill, Inc., and BELLSYSTEM24, Inc., and on a global basis, it has invested in more than 450 companies since its incorporation in 1984.

In the Tender Offer, the Offeror has set the minimum number of shares tendered to the Tender Offer as 20,785,200 shares, representing 50.10% of the Base Number of Shares for Calculation of Percentage of Voting Rights (as defined below) minus 1 Target's Common Share held by the Offeror as of the date hereof (shares less than one unit (*tangen miman kabushiki*) (100 shares) will be rounded up) (this corresponds to the majority of the total number of the Target's Common Shares held by the shareholders of the Target having no interest in the Offeror; in other words, the so-called "majority of minority"), so that the Offeror will hold at least the majority of the voting rights of the Target after completion of the Tender Offer. If the total number of tendered shares fails to reach 20,785,200 shares, the Offeror will not purchase any of the tendered shares. On the other hand, the Offeror has set no maximum number of shares to be purchased in the Tender Offer since the Offeror aims to make the Target's Common Shares go private by acquiring all the Target's Common Shares and all Stock Acquisition Rights. If the total number of tendered shares is equal to or more than the minimum number of shares to be purchased, the Offeror will purchase all tendered shares.

According to the Target, the Target has allegedly entered into a Co-operation and Alliance Agreement (as amended, the "CAA") and a Stock Purchase Agreement (as amended, the "SPA") effective August 3, 1998, with WPP International Holding B.V. ("WPP") (percentage of ownership (Note 1): 24.9%), which is the Target's major and largest shareholder, and with a group company of WPP plc, its parent company (WPP GROUP PLC at the time of execution of the agreement; WPP GROUP PLC, WPP plc and WPP collectively, "WPP Group"), and has been in the relationship of capital and business alliance with WPP Group as from the same date (the "Capital and Business Alliance"). According to the Target, the contents of the SPA are generally as described below:

- (i) If the Target gives notice for cancellation of CAA ("cancellation notice") to WPP Group, the Target may notify WPP to sell the Target's Common Shares held by WPP ("notice of disposal") pursuant to the SPA.
- (ii) If the Target gives a notice of disposal to WPP, the Target and a third party designated by the Target may, for a period of 180 days from the notice of disposal ("Consultation Period"), purchase the Target's Common Shares held by WPP at the time and at the price agreed upon by WPP.
- (iii) If WPP did not agree to sell the Target's Common Shares held by it when the Consultation Period has elapsed, the Target may, for a period of 185 days from the elapse of the Consultation Period, request WPP to sell the Target's Common Shares held by WPP to the Target or a third party designated by the Target (Such right of the Target shall be hereinafter referred to as the "Right to Request Sales".) at the sales price which shall be the average closing price on the Tokyo Stock Exchange, Inc. ("TSE") for a period of 30 business days before the second business day prior to the date of sales.
- (iv) When 365 days have elapsed from the notice of disposal, if WPP does not sell the Target's Common Shares held by WPP to the Target or a third party designated by the Target, WPP must promptly sell the Target's Common Shares held by it in the market on the TSE ("Sales in the Market").

(Note 1) Percentage of ownership means, the percentage of the total issued and outstanding shares as of June 30, 2017 described in the Second Quarterly Securities Report (63rd term) submitted by the Target on August 10, 2017 (i.e. 41,755,400 shares) plus the number of the Target's Common Shares (i.e. 98,100 shares in

total) to be issued upon exercise of the stock acquisition rights that the Offeror reasonably deems likely be exercised during the Tender Offer Period as of the same day (i.e. the Second Stock Acquisition Rights (77 rights), the Third Stock Acquisition Rights (41 rights), the Fourth Stock Acquisition Rights (264 rights), and the Fifth Stock Acquisition Rights (599 rights); collectively, "Stock Acquisition Rights Included in Minimum Number Calculation") (Note 2) (41,853,500 shares), minus the number of treasury shares held by the Target as of June 30, 2017 (366,121 shares) as specified in the "Summary of Consolidated Financial Statements for the Second Quarter of the term ending December 2017 (Japanese GAAP)" submitted by the Target on August 10, 2017 (resulting in 41,487,379 shares) ("Base Number of Shares for Calculation of Percentage of Voting Rights"). This will be rounded to first decimal place, and will be the same hereinafter. According to the Target, the numbers of the Second Stock Acquisition Rights (77 rights), the Third Stock Acquisition Rights (41 rights), the Fourth Stock Acquisition Rights (264 rights), and the Fifth Stock Acquisition Rights (599 rights) as of February 28, 2017 as specified in the annual securities report (62nd term) submitted by the Target on March 30, 2017 have not been changed as of June 30, 2017.

(Note 2) Of the Stock Acquisition Rights, since the exercise period for stock acquisition rights other than the Stock Acquisition Rights Included in Minimum Number Calculation has not arrived yet, it is assumed that such stock acquisition rights will not be exercised during the Tender Offer Period.

According to the Target, the Target made a notice of disposal to WPP, requesting the sale of the Target's Common Shares to the Offeror, effective October 2, 2017 pursuant to the SPA for the purpose of dissolving its Capital and Business Alliance with WPP Group together with the cancellation notice of the CAA to WPP Group pursuant to the CAA (the CAA will be terminated 12 months after the arrival of the cancellation notice pursuant to the provisions thereof¹). According to the Target, although the Target owns 31,295,646 shares of WPP plc ("WPP Shares") under the SPA, the Target's policy is to sell all such shares in accordance with the provisions of the SPA in connection with the dissolution of its Capital and Business Alliance with WPP Group.

If the Offeror cannot acquire all the Target's Common Shares (excluding the Target's Common Shares held by the Offeror and the treasury shares held by the Target) through the Tender Offer, the Offeror will itself, or request to the Target to, carry out the series of procedures described in "4. Policy regarding reorganization, etc., following completion of the Tender Offer (so-called "two-step acquisition")" below aiming to make the Target go private depending on whether or not WPP tenders its shares to the Tender Offer, the number of shares obtained by the Offeror following completion of the Tender Offer, and so forth.

The Offeror intends to finally make the Target a wholly-owned subsidiary of the Offeror. Therefore, if the Offeror holds 90% or more of the voting rights of all shareholders of the Target following completion of the Tender Offer, the Offeror will, pursuant to Article 179 of the Companies Act, request all shareholders of the Target (excluding the Offeror and the Target) to sell all of the Target's Common Shares held by them to the Offeror ("Demand for Share Cash-Out"), and request all holders of the Stock Acquisition Rights (excluding the Offeror) to sell all of the Stock Acquisition Rights held by them to the Offeror ("Demand for Stock Acquisition Right Cash-Out"; together with the Demand for Share Cash-Out, "Demand for Share, etc. Cash-Out"). If the Offeror holds less than 90% of the voting rights of all shareholders of the Target following completion of the Tender Offer, the Offeror will request the Target to hold an extraordinary shareholders' meeting (the "Extraordinary Shareholders' Meeting") to approve the share consolidation proposal (the "Share Consolidation Proposal") to approve the consolidation of the Target's Common Shares (the "Share Consolidation") and amendment to its Articles of Incorporation to abolish the provision concerning less than one unit shares conditional upon the Share Consolidation becoming effective, unless it is obvious that one or more shareholders who hold one third or more of the voting rights of all shareholders of the Target will oppose to the Share Consolidation Proposal when such Extraordinary

¹ According to the Target, Mr. Stuart Neish, a director dispatched from WPP Group questioned the effectiveness of the cancellation notice of the Target at the Target's board of directors' meeting held on the date hereof and thus the Target and the WPP Group may have different opinions on this matter.

Shareholder's Meeting is held.

If the Share Consolidation is not promptly implemented for reasons such as failure to adopt the Share Consolidation Proposal at the Extraordinary Shareholders' Meeting or failure to hold an Extraordinary Shareholders' Meeting following completion of the Tender Offer, the Offeror may, for the purpose of appropriate distribution of the investments in Bain Capital, in compliance with laws and regulations, transfer or succeed in other manners ("Transfer, etc.") all the Target's Common Shares it owns to a company or the like ("Affiliate") (The specific entity is undetermined as of the date hereof.) 100% of the issued and outstanding shares of which are directly or indirectly held by the investment fund to which Bain Capital Private Equity, LP gives investment advice, by way of negotiated transaction. Specific transfer timing and transfer price are undetermined.

If the Share Consolidation is not eventually implemented for reasons such as failure to adopt the Share Consolidation Proposal at the Extraordinary Shareholders' Meeting or failure to hold an Extraordinary Shareholders' Meeting, the listed status of the Target's Common Shares will be maintained for the time being.

However, even in such case, since the Offeror aims to acquire all of the Target's Common Shares ultimately, if WPP does not tender all the Target's Common Shares it owns to the Tender Offer, the Offeror intends to take measures to acquire all the Target's Common Shares, in accordance with the SPA, by requesting the Target either or both (a) to sell the Target's Common Shares held by WPP to the Offeror after the elapse of the Consultation Period based on the Right to Request Sales to be exercised upon designating the Offeror as the purchaser, or/and (b) when 365 days have elapsed from the notice of disposal, to request WPP to conduct Sales in the Market. However, the timing of implementation of such measures is undetermined and it is possible for the Offeror not to take such measures depending on the market value of the Target's Common Shares at that time and its situation of financing.

In addition, if the Transactions cause the Offeror (or if the Transfer, etc. is made, the Offeror and the Affiliate; hereinafter the same in this paragraph) to own all of the Target's Common Shares (excluding the Target's Common Shares held by the Offeror and the treasury shares held by the Target), the Offeror will transfer all of the Target's Common Shares held by it to the Affiliate (The specific entity is undetermined as of the date hereof.) for the price equivalent to the total amount of cash delivered to the shareholders of the Target (excluding the Offeror and the Target) as a price for the Transactions. Specific transfer timing is undetermined as of the date hereof.

3. Basis of calculation

In determining the Tender Offer Price and the purchase price for the Stock Acquisition Rights, the Offeror conducted multi-dimensional and comprehensive analysis of the Target's business and financial condition based on the financial information and other information disclosed by the Target, and the results of due diligence of the Target. The results of such analysis for the Target's Common Shares and the Stock Acquisition Rights respectively are as follows:

(i) Target's Common Shares

Considering the fact that the Target's Common Shares are traded on the financial instruments exchange, the closing price (JPY 3,180) for the Target's Common Shares of the TSE as of September 29, 2017, being the business day immediately preceding the date on which the Tender Offer was publicly announced, and simple average of the closing prices for the past one month, three months and six months (JPY 3,033, JPY 2,944 and JPY 2,894) (which has been rounded off to the whole number; the same applies to any calculation of simple average) were used as reference. Furthermore, the actual examples of premiums adopted in cases similar to the Transaction (cases of tender offers made for the purpose of acquiring all shares) in the past 5 years, the probability that the Target would approve the Tender Offer, and the prospects of the completion of the Tender Offer were considered comprehensively. After discussions and negotiations with the Target, the Offeror determined as of the date hereof that the Tender Offer Price would be JPY 3,660. The Offeror has determined

the Tender Offer Price by considering the above various factors and through discussions and negotiations with the Target, and has not obtained any valuation report from a third party valuator.

JPY 3,660, being the Tender Offer Price, represents a premium of (i) 15.1% (which has been rounded to first decimal place; the same applies to any figures of premium rate hereinafter) to JPY 3,180, being the closing price for the Target's Common Shares that are traded on the TSE on September 29, 2017, being the business day immediately preceding the date on which the Tender Offer was publicly announced, (ii) 20.7% to JPY 3,033, being a simple average of the closing prices for the Target's Common Shares for the past one month (from August 30, 2017 to September 29, 2017), (iii) 24.3% to JPY 2,944, being a simple average of the closing prices for the Target's Common Shares for the past three months (from June 30, 2017 to September 29, 2017), and (iv) 26.5% to JPY 2,894, being a simple average of the closing prices for the Target's Common Shares for the past six months (from March 30, 2017 to September 29, 2017).

On September 28, 2017, the Offeror acquired 1 Target's Common Share for JPY 3,115, the closing price of the Target's Common Shares on the TSE as of September 22, 2017, through a negotiated transaction with Mr. Noriyuki Nakai, Executive Director and Senior Operating Officer of the Target. There arises a difference of JPY 545 between the Tender Offer Price (JPY 3,660 per share) and such acquisition price (JPY 3,115 per share). Such difference is due to the premium placed on the Tender Offer Price as described above, as well as the trend of Target's Common Share price at the time of and after such share acquisition.

(ii) Stock Acquisition Rights

All Stock Acquisition Rights were issued as stock options to the Target's directors and executive officers, so the Offeror would be unable to exercise these Stock Acquisition Rights even if they are acquired. Accordingly, the purchase price of the Stock Acquisition Rights is set as JPY 1 per one Stock Acquisition Right. The Offeror has not obtained any valuation report from a third party valuator upon determining the purchase price of the Stock Acquisition Rights.

4. Policy regarding reorganization, etc., following completion of the Tender Offer (so-called "two-step acquisition")

If the Offeror cannot acquire all the Target's Common Shares (excluding the Target's Common Shares held by the Offeror and treasury shares held by the Target) through the Tender Offer, the Offeror will itself, or request the Target to, carry out the following procedures aiming to make the Target go private in consideration of the disposal procedures for the Target's Common Shares held by WPP under the SPA as described in "2. Overview of the Tender Offer" above, depending on whether or not WPP tenders its shares to the Tender Offer and the number of shares obtained by the Offeror following completion of the Tender Offer. The Offeror will not obtain the prior consent of WPP for tendering of WPP's shares to the Tender Offer or for carrying out by itself, or requesting the Target to carry out, the following procedures aiming to make the Target go private:

- (i) If the Offeror becomes a holder of 90% or more of the voting rights of all shareholders of the Target following completion of the Tender Offer, the Offeror (or if the Transfer, etc. is made, the Affiliate; the same applies hereinafter in this section (i)) will, promptly after the settlement of the Tender Offer (or when the Consultation Period has elapsed after requesting the Target to exercise the Right to Request Sales with the Offeror as the designated purchaser, if WPP does not tender all of the Target's Common Shares it owns to the Tender Offer), and pursuant to Article 179 of the Companies Act, demand all Target's shareholders (excluding the Offeror) to make Demand for Share Cash-Out, and will also demand all holders of the Stock Acquisition Rights to make Demand for Stock Acquisition Right Cash-Out. For the Demand for Share Cash-Out, in exchange for each Target's Common Share, an amount of cash equal to the Tender Offer Price will be delivered to the Target's shareholders (excluding the Offeror and the Target). For the Demand for Stock Acquisition Right Cash-Out, in exchange for each Stock Acquisition Right, an amount of cash equal to the purchase price of the Stock Acquisition Rights in the Tender Offer will be delivered to the holders of the Stock Acquisition Rights

(excluding the Offeror). In such case, the Offeror will notify thereof to the Target and seek the Target's approval on the Demand for Share, etc. Cash-Out. If the resolution of the Target's board of directors approves such Demand for Share, etc. Cash-Out and makes it effective, in accordance with the procedures under the relevant laws and regulations and without obtaining individual consent of the Target's shareholders and the holders of the Stock Acquisition Rights, the Offeror will acquire (i) all the Target's Common Shares held by all Target's shareholders (excluding the Offeror and the Target), and (ii) all Stock Acquisition Rights held by the holders of the Stock Acquisition Rights (excluding the Offeror) as of the date of purchase prescribed in the Demand for Share, etc. Cash-Out. According to the Target, the Target will approve the Demand for Share, etc. Cash-Out in the Target's board of directors' meeting if the Offeror makes the above-mentioned Demand for Share, etc. Cash-Out.

- (ii) On the other hand, if the Offeror fails to hold 90% or more of the voting rights of all shareholders of the Target following completion of the Tender Offer, the following are intended to be carried out unless it is obvious that one or more shareholders who hold one third or more of the voting rights of all shareholders of the Target will oppose to the Share Consolidation Proposal when such Extraordinary Shareholder's Meeting is held:
 - (a) If WPP did not tender all the Target's Common Shares it owns to the Tender Offer, the Offeror intends to: (i) hold the Extraordinary Shareholders' Meeting to approve the Share Consolidation Proposal to approve the Share Consolidation and to amend its Articles of Incorporation to abolish the provision concerning less than one unit shares subject to the Share Consolidation becoming effective and also (ii) request the Target to exercise the Right to Request Sales with the Offeror as the designated purchaser after the elapse of the Consultation Period. Although the date of the Extraordinary Shareholders' Meeting and the day the Share Consolidation concerning the Share Consolidation Proposal will become effective in this case (the "Effective Date") are yet to be determined as of the date hereof, the Offeror intends to request the Target to hold the Extraordinary Shareholders' Meeting before the elapse of the Consultation Period and specify a day after the elapse of the Consultation Period as the Effective Date.
 - (b) If WPP tendered all the Target's Common Shares it owns to the Tender Offer, the Offeror intends to request the Target to hold the Extraordinary Shareholders' Meeting to approve the Share Consolidation Proposal promptly after the settlement of the Tender Offer.

The Offeror (or if the Transfer, etc. is made, the Affiliate) intends to approve the Share Consolidation Proposal at the Extraordinary Shareholders' Meeting. If the Share Consolidation Proposal is approved at the Extraordinary Shareholders' Meeting and the Share Consolidation concerning the Share Consolidation Proposal is implemented, the Target's shareholders will own the number of the Target's Common Shares in proportion to the share consolidation ratio as approved in the Extraordinary Shareholders' Meeting as of the Effective Date. In addition, although the share consolidation ratio for the Target's Common Shares under the Share Consolidation Proposal is undetermined as of the date hereof, the Offeror intends to request the Target to determine the share consolidation ratio so that the number of shares of the Target's Common Shares held by the Target's shareholders (excluding the Offeror (or if the Transfer, etc. is made, the Offeror and Affiliate) and the Target) who did not tender their shares to the Tender Offer will be a fractional number of less than one share, and thus, to enable the Offeror (or if the Transfer, etc. is made, the Offeror and Affiliate) to hold all the Target's Common Shares (excluding treasury shares held by the Target).

If there are any fractional shares upon the Share Consolidation, the amount of cash corresponding to the amount obtained by selling the Target's Common Shares equivalent to the total number of fractional shares (if the aggregated number of entitlements to fractional shares includes a fractional number, such fractional number will be rounded down) to the Offeror will be delivered to the shareholder who is entitled to such fractional shares in

accordance with the procedures under Article 235 of the Companies Act and other relevant laws and regulations. Concerning the sales price of the Target's Common Shares corresponding to the aggregated number of fractional shares, a petition for voluntary disposal permission will be filed with the court after calculating that the amount of cash to be delivered to each shareholder of the Target (excluding the Offeror (or if the Transfer, etc. is made, the Offeror and Affiliate) and the Target) who did not tender his/her shares to the Tender Offer will be equal to the amount calculated by multiplying the Tender Offer Price by the number of the Target's Common Shares held by such shareholder.

In addition, if the Offeror (or if the Transfer, etc. is made, the Affiliate) fails to hold 90% or more of the voting rights of all shareholders of the Target following completion of the Tender Offer, and fails to acquire all Stock Acquisition Rights by the Tender Offer (excluding treasury stock acquisition rights held by the Target), the Offeror will request the Target to acquire and cancel the Stock Acquisition Rights or to conduct any other procedures that are reasonably necessary to perform the Transaction, or the Offeror will implement the same.

- (iii) If the Share Consolidation set forth in (ii) above is not eventually implemented because the Share Consolidation Proposal is not passed at the Extraordinary Shareholders' Meeting, the Extraordinary Shareholders' Meeting is not held or for other reasons, the listed status of the Target's Common Shares will be maintained for the time being.

However, the Offeror aims to acquire all of the Target's Common Shares ultimately, if WPP does not tender all the Target's Common Shares it owns to the Tender Offer, the Offeror intends to take measures to acquire all the Target's Common Shares, in accordance with the SPA, by requesting the Target either or both (a) to sell the Target's Common Shares held by WPP to the Offeror after the elapse of the Consultation Period based on the Right to Request Sales to be exercised upon designating the Offeror as the purchaser, or/and (b) when 365 days have elapsed from the notice of disposal, to request WPP to conduct Sales in the Market. However, the timing of implementation of such measures is undetermined and it is possible for the Offeror not to take such measures depending on the market value of the Target's Common Shares at that time and its situation of financing.

In accordance with the provisions under the Companies Act aimed at protecting minority shareholders' interests in relation to the procedures described in (i) and (ii) above, if the Demand for Share, etc. Cash-Out is made, the Target's shareholders and stock acquisition right holders will have the right to file a petition to the court to determine the sales or purchase price of such Target's Common Shares and the Stock Acquisition Rights that they hold in accordance with the provisions of Article 179-8 of the Companies Act and other relevant laws and regulations. Also, in accordance with the Companies Act, if there are any fractional shares when the Share Consolidation is conducted, the Target's shareholders may, in accordance with the provisions of Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations, demand the Target to purchase all fractional shares of the Target's Common Shares that the relevant shareholders hold at a fair price, and may file a petition to determine the purchasing price under appraisal rights of such Target's Common Shares. Any sales and purchase price and the purchasing price under appraisal rights if these petitions are filed will be ultimately determined by the court.

Regarding the Demand for Share, etc. Cash-Out and the Share Consolidation concerning the Share Consolidation Proposal, depending on any revisions to and enforcement of the relevant laws and regulations, interpretation thereof by authorities, the Offeror's percentage of ownership of share certificates after the Tender Offer and the status of ownership of the Target's Common Shares by any shareholder other than the Offeror, there is a possibility that it may take time to implement it or that another method which has substantially the same effect may be applied. In such case, however, except for the cases where the listed status of the Target's Common Shares described above is maintained, the Offeror plans to adopt such method that enables each shareholder of the Target (excluding the Offeror (or if the Transfer, etc. is made, the Offeror and Affiliate) as well as the Target) not having tendered his/her shares to the Tender Offer to ultimately receive cash. If such method is adopted, it is intended that the amount of such cash to be delivered to each of the relevant

shareholders of the Target will be calculated not to fall below the price produced by multiplying the Tender Offer Price by the number of the Target's Common Shares held by such shareholder. If any cash is delivered to the holders of the Stock Acquisition Rights not having tendered their stock acquisition rights to the Tender Offer, it is intended that the amount of such cash will be calculated not to fall below the price produced by multiplying the purchase price of the Stock Acquisition Rights in the Tender Offer by the number of the Stock Acquisition Rights held by such holder.

There is a possibility that the procedures described in (i) through (iii) above may not be implemented as planned due to commencement of court proceedings or arbitration proceedings instituted by the Target's shareholders or other third parties.

As of the date hereof, the Offeror has no plans to acquire additional shares of the Target's Common Shares on the market following the completion of the Tender Offer. Although there is a possibility that the Offeror will acquire additional shares of the Target's Common Shares on the market following the completion of the Tender Offer to the extent permitted by laws and regulations with a view to increase the percentage of its voting rights in the Target by taking into account circumstances such as the number of the Target's Common Shares acquired by the Offeror in the Tender Offer and the share price of the Target's Common Shares in the market at that point, there are no specific plans determined as of the date hereof.

The Tender Offer is not intended to solicit the votes of the Target's shareholders in favor of the resolutions to be proposed at the Extraordinary Shareholders' Meeting. Each shareholder and stock acquisition right holder should consult with his or her tax advisor regarding the tax treatment relating to the receipt of cash by the Tender Offer or under the above procedures, and the purchase by the exercise of appraisal rights.

For further details of the Tender Offer, please refer to the Tender Offer Registration Statement concerning the Tender Offer scheduled to be filed by the Offeror on October 3, 2017.

END