

(Translation)



December 14, 2016

To whom it may concern:

Company name: Ohizumi MFG. Co., Ltd.  
Name of Representative: Tatsuo Kubota, Representative Director and President (Code: 6618 (Tokyo Stock Exchange Mothers market))  
Inquiries to: Shigeki Yamazaki, Director (Tel: 04-2953-9212)

## **ANNOUNCEMENT REGARDING RESULT OF THE TENDER OFFER BY INTEGRAL OS PARTNERSHIP 1 AND SPRING L.P. FOR THE SHARE CERTIFICATES, ETC. OF OHIZUMI MFG. CO., LTD., AND CHANGE OF THE LARGEST MAJOR SHAREHOLDER**

Ohizumi MFG. Co., Ltd. (the “**Company**”) hereby announces that the tender offer (the “**Tender Offer**”) that had been conducted by Integral OS Partnership 1 and Spring L.P. (collectively, the “**Tender Offerors**”) since November 14, 2016 for common stock of the Company (“**Company Shares**”) and the Second Series Stock Acquisition Rights (Subject to Exercise Value Change Clause) of the Company (the “**Stock Acquisition Rights**”) was completed on December 13, 2016. The result of the Tender Offer is as described below.

The Company also announces that it is expected that the largest major shareholder of the Company will be changed as of December 20, 2016 as a result of the Tender Offer.

### **I. Result of the Tender Offer**

The Company received a report from the Tender Offerors today on the result of the Tender Offer set out in the attached “Notice of Result of Tender Offer for Share Certificates, etc. of Ohizumi MFG. Co., Ltd. (Securities Code: 6618).”

### **II. Change of the Largest Major Shareholder**

#### **1. Date of Change**

December 20, 2016 (Commencement date of settlement of the Tender Offer)

#### **2. Background of Change**

The Tender Offerors announced on November 11, 2016 that they would conduct the Tender Offer. The Tender Offer was conducted from November 14, 2016 through

December 13, 2016, and the Company received a report from the Tender Offerors today on the result of the Tender Offer to the effect that the Tender Offerors would purchase all share certificates, etc. tendered in the Tender Offer as described in the public notice of commencement of the Tender Offer and the Tender Offer Registration Statement because the total number of tendered share certificates, etc. (2,441,000 shares) reached the minimum number of share certificates, etc. to be purchased (2,094,000 shares).

As a result of the Tender Offer, if the settlement of the Tender Offer is conducted, Integral OS Partnership 1, one of the Tender Offerors, will become the largest major shareholder of the Company as of December 20, 2016 (the commencement date of settlement of the Tender Offer).

In addition, Asia Recovery Fund L.P., the largest major shareholder of the Company, will cease to be the largest major shareholder of the Company since it tendered all of the Company Shares it held to the Tender Offer and the Tender Offerors will acquire all of them.

### 3. Outline of Shareholders to be Changed

#### (1) Outline of shareholder who will be the largest major shareholder of the Company

(1) Name	Integral OS Partnership 1	
(2) Location	1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo	
(3) Basis of incorporation	Partnership ( <i>nin-i kumiai</i> ) under the Civil Code of Japan	
(4) Purpose of incorporation	To invest in the Company	
(5) Date of formation	September 30, 2016	
(6) Total amount of contribution	Approximately 2.88 billion yen	
(7) Contributors, contribution ratio, and outline of contributors	Integral OS Corporation	0.35%
	Integral 2 Limited Partnership	99.65%
(8) Outline of executive partners	Executive partner No. 1	
	Name	Integral OS Corporation
	Location	2-1-1, Marunouchi, Chiyoda-ku, Tokyo
	Name and position of representative	Yoshihiro Hemmi, Representative Director
	Business	To operate and manage funds
	Stated capital	500,000 yen
	Executive partner No. 2	
	Name	Integral 2 Limited Partnership
	Location	2-1-1, Marunouchi, Chiyoda-ku, Tokyo
	Name and position of representative	Reijiro Yamamoto, Representative Director Integral Partners Corporation, General Partner
	Business	To operate and manage funds
	Stated capital	39.8 billion yen

(9) Relationship between the Company and the fund	Relationship between the Company and the fund	There is no relationship to be noted between the Company and the fund.
	Relationship between the Company and the executive partners	There is no relationship to be noted between the Company and the executive partner.

(2) Outline of shareholder who will cease to be the largest major shareholder of the Company

(1) Name	Asia Recovery Fund L.P.	
(2) Location	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, U.S.A.	
(3) Name and title of representative	Asia Recovery Associates L.P., through its General Partner, WL Ross & Co., LLC	
(4) Business	Private equity investment	
(5) Total amount of contribution	\$171,800,000 (19,780,000,000 Yen equivalent)	
(6) Relationship between the listed company and Asia Recovery Fund L.P.	Capital Relationship	Asia Recovery Fund L.P. holds 1,038,800 Company Shares.
	Personnel Relationship	There is no relationship to be noted between the Company and Asia Recovery Fund L.P.
	Business Relationship	There is no relationship to be noted between the Company and Asia Recovery Fund L.P.

Note :The amount of Yen equivalent in the above item (5) is calculated by the exchange rate publicly issued as of today.

**4. Number and ownership ratio of voting rights held by the relevant shareholder before and after change**

(1) Integral OS Partnership 1

	Type	Number of voting rights (Ownership ratio of voting rights)			Rank among large shareholders
		Voting rights directly held	Voting rights subject to aggregation	Total	
Before change	-	- (-%)	- (-%)	- (-%)	-
After change	Largest major shareholder	21,980 voting rights (26.27%)	- (-%)	21,980 voting rights (26.27%)	1st

(2) Asia Recovery Fund L.P.

	Type	Number of voting rights (Ownership ratio of voting rights)			Rank among large shareholders
		Voting rights directly held	Voting rights subject to aggregation	Total	

Before change	Largest major shareholder	10,388 voting rights (12.41%)	- (-%)	10,388 voting rights (12.41%)	1st
After change	-	- (-%)	- (-%)	- (-%)	-

Note 1: The “Ownership ratio of voting rights” before and after change is calculated using 83,673 voting rights as the “Total number of voting rights of all shareholders,” which is the sum of (a) the total voting rights of all shareholders as of September 30, 2016 (78,820 voting rights) (pertaining to shares of which one unit is 100 shares) set forth in the Second Quarterly Securities Report for the 103rd Fiscal Year filed by the Company on November 14, 2016 (the “**Company’s 103rd Fiscal Year Second Quarterly Securities Report**”), (b) 8 voting rights pertaining to 847 shares less than one unit (which is the result of deducting 21 shares less than one unit held by the Company as of September 30, 2016 from the 868 shares less than one unit outstanding as of September 30, 2016, as set forth in the Company’s 103rd Fiscal Year Second Quarterly Securities Report) since shares less than one unit are subject to the Tender Offer, (c) 50 voting rights pertaining to 5,000 Company Shares issued upon the exercise of 50 Stock Acquisition Rights as set forth in “Notice Regarding Monthly Exercise Status of Second Series Stock Acquisition Rights (Subject to Exercise Value Change) by way of Third-Party Allotment” announced by the Company on November 1, 2016, and 1,950 voting rights pertaining to 195,000 Company Shares issued upon the exercise of 1,950 Stock Acquisition Rights as set forth in “Notice Regarding Monthly Exercise Status of Second Series Stock Acquisition Rights (Subject to Exercise Value Change Clause) by way of Third-Party Allotment” announced by the Company on December 1, 2016, and (e) 2,845 voting rights pertaining to 284,500 Company Shares to be issued upon the exercise of the Stock Acquisition Rights outstanding as of December 1, 2016.

Note 2: The “Ownership ratio of voting rights” in the table above is rounded to two decimal places.

## 5. Change in unlisted parent company, etc. that is subject to disclosure

N/A

## 6. Future outlook

As described in “ANNOUNCEMENT REGARDING IMPLEMENTATION OF THE TENDER OFFER BY INTEGRAL OS PARTNERSHIP 1 AND SPRING L.P. FOR THE SHARES OF OHIZUMI MFG. CO., LTD.” released by the Company on November 11, 2016, the Company and the Tender Offerors share a policy to maintain the status of the Company as a listed company after the Tender Offer. We will promptly announce any matters regarding the impact of the change of the largest major shareholder on the business performance of the Company which require announcement.

End

References: Announcement by the Tender Offerors (attached)

December 14, 2016

To whom it may concern:

Company name: Integral OS Partnership 1  
Name of Representative: Integral OS Corporation, Partner  
Yoshihiro Henmi, Representative  
Director

Company name: Spring L.P.  
Name of Representative: Integral Partners (Cayman) II (A)  
Limited, General Partner  
John Cullinane, Director

**Notice of Result of Tender Offer for Share Certificates, etc.  
of Ohizumi MFG. Co., Ltd. (Securities Code: 6618)**

Integral OS Partnership 1 and Spring L.P. (Integral OS Partnership 1 and Spring L.P. are hereinafter collectively referred to as the “**Offerors**”) decided on November 11, 2016 to acquire common stock (the “**Target Company Shares**”) and Stock Acquisition Rights (as described in “(ii) Stock acquisition rights” of “(3) Class of Share Certificates, Etc. for tender offer” below; the same applies hereinafter) of Ohizumi MFG. Co., Ltd. (Tokyo Stock Exchange Mothers market, Securities Code 6618; the “**Target Company**”) through a tender offer (the “**Tender Offer**”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”), and the Offerors conducted the Tender Offer starting on November 14, 2016. The Tender Offer has been completed as of December 13, 2016, the Offerors hereby announce the result of the Tender Offer as described below.

1. Outline of tender offer

- (1) Name and address of the Offerors  
Integral OS Partnership 1  
1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo  
  
Spring L.P.  
PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands
- (2) Name of the Target Company  
Ohizumi MFG. Co., Ltd.
- (3) Class of Share Certificates, Etc. for tender offer
  - (i) Common stock
  - (ii) Stock acquisition rights

Second Series Stock Acquisition Rights (Subject to Exercise Value Change Clause) issued pursuant to the resolution at the board of directors meeting of the Target Company held on March 9, 2015 (the “Stock Acquisition Rights”)

(4) Number of Share Certificates, Etc. to be purchased in tender offer

Number of Share Certificates, Etc. to be purchased	Minimum number of Share Certificates, Etc. to be purchased	Maximum number of Share Certificates, Etc. to be purchased
8,367,247 (shares)	2,094,000 (shares)	- (shares)

Note 1: If the total number of Tendered Share Certificates, Etc. is less than the minimum number of Share Certificates, Etc. to be purchased (2,094,000 shares), the Offerors will not purchase any of the Tendered Share Certificates, Etc. If the total number of Tendered Share Certificates, Etc. is equal to or exceeds the minimum number of Share Certificates, Etc. to be purchased (2,094,000 shares), the Offerors will purchase all the Tendered Share Certificates, Etc.

Note 2: Shares less than one unit are also subject to the Tender Offer. If a right to claim for purchase of shares less than one unit is exercised by shareholders in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target Company may purchase its own shares less than one unit during the Tender Offer Period in accordance with procedures required by laws and regulations.

Note 3: In the Tender Offer, the Offerors have not set a maximum number of Share Certificates, Etc. to be purchased, and thus the number of Share Certificates, Etc. to be purchased is stated as the maximum number of Share Certificates, Etc. of the Target Company to be acquired by the Offerors through the Tender Offer (after conversion to shares). Such maximum number is the number of shares (8,367,247 shares) resulting from adding (A) the total number of issued shares (7,882,968 shares) as of September 30, 2016, stated in the Target Company’s 103rd Fiscal Year Second Quarterly Securities Report less the number of treasury shares (121 shares) owned by the Target Company as of the same date, stated in the same Report and less the number of Target Company Shares (100 shares) owned by the Offeror, and (B) the sum of the number of Target Company Shares (5,000 shares) which were issued upon the exercise of Stock Acquisition Rights (50 rights) as stated in the “Notice Regarding Monthly Exercise Status of Second Series Stock Acquisition Rights (Subject to Exercise Value Change Clause) by way of Third-Party Allotment” announced by the Target Company on November 1, 2016 and the number of Target Company Shares (479,500 shares) underlying the Stock Acquisition Rights (4,795 rights) which have not been exercised as of October 31, 2016. According to the interviews with the Target Company, while 60,000 Company Shares were issued upon the exercise of 600 Stock Acquisition Rights on

November 11, 2016, (i) there has been no change on the total number of issued Company Shares and the number of treasury shares held by the Company during the period from September 30, 2016 through November 11, 2016, except for such delivery of 65,000 Company Shares in total upon the exercise of the Stock Acquisition Rights, and (ii) there has been no change in the number of the Stock Acquisition Rights outstanding during the period from after October 31, 2016 through November 11, 2016, except for the subtraction of the 600 Stock Acquisition Rights which were exercised on November 11, 2016 (the number of the Stock Acquisition Rights outstanding after the subtraction is 4,195 Stock Acquisition Rights).

- Note 4: Stock Acquisition Rights may be exercised by the last day of the Tender Offer Period, and in that case, the Target Company Shares delivered through such exercise is also subject to the Tender Offer.
- Note 5: The Offerors do not intend to acquire the treasury shares held by the Target Company through the Tender Offer.
- Note 6: The number of shares and stock acquisition rights to be acquired by each Offeror in the Tender Offer will be calculated in accordance with the following formula. If there is a fraction less than one share or one stock acquisition right in the number of shares and stock acquisition rights calculated in accordance with the formula, the Offerors will consult with each other and round the number of shares and stock acquisition rights to the nearest whole number (round half up).

Offeror	Number of shares and stock acquisition rights to be acquired
Integral OS Partnership 1	<ul style="list-style-type: none"> <li>- Number equal to the sum of the number of the shares to be acquired in the Tender Offer and 100 shares, multiplied by 398/442, and minus 100 shares</li> <li>- Number equal to 398/442 of the Stock Acquisition Rights to be acquired in the Tender Offer</li> </ul>
Spring L.P.	<ul style="list-style-type: none"> <li>- Number equal to the sum of the number of the shares to be acquired in the Tender Offer and 100 shares, multiplied by 44/442</li> <li>- Number equal to 44/442 of the Stock Acquisition Rights to be acquired in the Tender Offer</li> </ul>

- (5) Tender offer period
- (i) Initial term as of registration  
From Monday, November 14, 2016 through Tuesday, December 13, 2016 (21 business days)
- (ii) The possibility of extension of tender offer period upon request of the Target Company  
N/A

- (6) Price of tender offer
  - (i) 370 yen per share of Common Stock
  - (ii) One yen per Stock Acquisition Right

2. Result of tender offer

(1) Outcome of the Tender Offer

In the Tender Offer, the Offerors set the condition that they would not conduct any purchase, etc. if the total number of Tendered Share Certificates, Etc. was less than the minimum number of Share Certificates, Etc. to be purchased (2,094,000 shares). Since the total number of Tendered Share Certificates, Etc. (2,441,000 shares) exceeded the minimum number of Share Certificates, Etc. to be purchased (2,094,000 shares), the Offerors intend to purchase all of the Tendered Share Certificates, Etc. as described in the public notice of commencement of the Tender Offer and the Tender Offer Registration Statement.

(2) Date of public notice of the result of the Tender Offer and name of newspaper in which public notice is to appear

In accordance with Article 27-13, Paragraph 1 of the Act, the Offerors have publicly announced the result of the Tender Offer to the press on December 14, 2016 at Tokyo Stock Exchange, Inc. in the manner set out 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 with respect to Disclosure of a Tender Offer for Share Certificates, Etc. by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended).

(3) Number of Share Certificates, Etc. purchased

Class of Share Certificates, Etc.	Number of tendered Share Certificates, Etc. after conversion to shares	Number of Share Certificates, Etc. purchased after conversion to shares
Share certificates	2,441,000 shares	2,441,000 shares
Certificate of stock acquisition rights	-	-
Certificate of convertible bonds with stock acquisition rights	-	-
Beneficiary certificates of trust of Share Certificates, Etc. ( )	-	-
Deposit receipts for Share Certificates, Etc. ( )	-	-
Total	2,441,000 shares	2,441,000 shares
(Total number of potential Share Certificates, Etc.)	2,441,000 shares	2,441,000 shares



Note: The Offerors decided that (A) Integral OS Partnership 1 would purchase a number of Target Company Shares equal to the sum of the number of the shares to be purchased in the Tender Offer and 100 shares, multiplied by 398/442, and minus 100 shares, and (B) Spring L.P would purchase all Target Company Shares exceeding that number of shares. The breakdown of the “Number of Share Certificates, Etc. purchased after conversion to shares” by the Offerors is as follows. [The Offerors consulted with each other and rounded all fractions less than one share in the number of shares calculated in accordance with the formula above to the nearest whole number (round half up).]

Name of the Offeror	Number of Share Certificates, Etc. purchased after conversion to shares
Integral OS Partnership 1	2,197,995 shares
Spring L.P.	243,005 shares

(4) Ownership ratio of Share Certificates, Etc. after tender offer

Number of voting rights represented by the Share Certificates, Etc. held by the Offerors before tender offer	1 units	Ownership ratio of Share Certificates, Etc. before tender offer 0.00%
Number of voting rights represented by the Share Certificates, Etc. held by the special related persons before tender offer	0 units	Ownership ratio of Share Certificates, Etc. before tender offer 0.00%
Number of voting rights represented by the Share Certificates, Etc. held by the Offerors after tender offer	24,411 units	Ownership ratio of Share Certificates, Etc. after tender offer 29.17%
Number of voting rights represented by the Share Certificates, Etc. held by special related persons after tender offer	0 units	Ownership ratio of Share Certificates, Etc. after tender offer 0.00%
Total number of voting rights of all shareholders of the Target Company	78,820 units	

Note1: The “Total number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders as of September 30, 2016 as stated in the Target Company’s 103rd Fiscal Year Second Quarterly Securities Report. However, since shares less than one unit and Stock Acquisition Rights are subject to the Tender Offer, when calculating the “Ownership ratio of Share Certificates, Etc. before tender offer” and the “Ownership ratio of Share Certificates, Etc. after tender offer,” 83,673 voting rights represented by total number of the Target Company Shares with voting rights (8,367,347 shares) is

used as the “Total number of voting rights of all shareholders of the Target Company.”

Note2: The “Ownership ratio of Share Certificates, Etc. before tender offer” and the “Ownership ratio of Share Certificates, Etc. after tender offer,” have been rounded to two decimal points.

(5) Calculation in the case of tender offer on a pro rata basis  
N/A

(6) Method of settlement

(i) Name and address of head office of financial instruments dealers/bank etc. in charge of settlement of Tender Offer

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

(ii) Commencement date of settlement

December 20, 2016 (Tuesday)

(iii) Method of settlement

A notice regarding the purchase, etc. under the Tender Offer will be mailed to the address or head office location of Tendering Shareholders (or to the address of the standing proxy in the case of Foreign Shareholders, Etc.) without delay after the expiration of the Tender Offer period. The purchase shall be settled in cash. The Tender Offer Agent will, in accordance with the instructions given by the Tendering Shareholders and without delay on or after the commencement date of settlement, remit (a remittance fee might be charged) to the address designated by the Tendering Shareholders (or the standing proxy in the case of Foreign Shareholders, Etc.), or pay to the Tendering Shareholders' account where the Tender Offer Agent accepted the tender in the Tender Offer, the sales price with regard to the Share Certificates, Etc. purchased.

3. Policy after the Tender Offer and Future Prospects

There has been no change in the policy for after the Tender Offer described in the public notice of commencement of the Tender Offer and the Tender Offer Registration Statement.

4. Place where a copy of the tender offer report is available for public inspection

Integral OS Partnership 1

1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo

End