

September 26, 2018

Company: KYORIN Holdings, Inc.
Representative: Minoru Hogawa
Representative Director, President
(Security Code: 4569, TSE 1st Sec.)
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Notice of Acquisition of Treasury Stock and Purchase of Treasury
Stock by Off-Floor Trading for Purchase of Treasury Stock
(ToSTNeT-3)

(Acquisition of Treasury Stock and Purchase of Treasury Stock by Off-Floor
Trading for Purchase of Treasury Stock (ToSTNeT-3) According to the
Provisions of the Articles of Incorporation Pursuant to the Provisions of
Paragraph 2, Article 165 of the Companies Act)

KYORIN Holdings, Inc. (the Company) announces that a meeting of the Board of Directors held on September 26, 2018 resolved to acquire treasury stock and decided the specific method of acquisition according to the provisions of Article 156 of the Companies Act, which are applied with the necessary changes upon application of the provisions of Paragraph 3, Article 165 of the Companies Act. Details are as follows.

Remarks

1. Reasons for Acquisition of Treasury Stock

To improve the capital efficiency and implement a flexible and agile capital policy in accordance with changes in the business environment.

2. Method of Acquisition

To entrust the purchase of treasury stock at the closing price (including the final special quote) of 2,464 yen on this day (September 26, 2018) by off-floor trading for the purchase of treasury stock (ToSTNeT-3) at the Tokyo Stock Exchange at 8:45 on the morning of September 27, 2018 (without change to any other trading system or time). The purchase order will be effective only for the said time of trading.

3. Terms and conditions for acquisition

(1) Class of shares to be acquired: common shares of the Company

(2) Total number of shares to be acquired: 18,000,000 shares (upper limit)

(ratio of those shares to the total number of issued shares (other than treasury stock): 24.09%)

(3) Total amount of the acquisition price for the shares: 44,352,000,000 yen (upper limit)

(4) Announcement of the results of acquisition: the results of acquisition will be announced upon completion of trading at 8:45 in the morning on September 27, 2018.

(Note 1) The number of shares above will not change. Due to the market situation and other circumstances, part or all of the shares may not be acquired.

(Note 2) The order for purchase shall be made against the order for sales of the number of shares which is equivalent to the number of shares to be acquired.

(Note 3) The Company has received a notice from one of the major shareholders, its largest shareholder, TEIJIN LIMITED, that it intends to sell its holding of common shares of the Company.

4. Other

As a result of the acquisition of treasury stock described above, the largest shareholder of the Company, which is a major shareholder, may change. If the change becomes known, the Company will promptly issue a notice of the change.

(Reference) Status of treasury stock held on August 31, 2018

Number of issued shares (other than treasury stock):

74,721,178 shares

Number of treasury stock: 226,450 shares

End.