



December 15, 2015

Name of Company: Meiji Holdings Co., Ltd.
Name of Representative: Masahiko Matsuo, President and Representative Director
Code Number: 2269, 1st Section, Tokyo Stock Exchange

Notice Concerning the Transfer of Shares of Francais Co., Ltd.

Meiji Co., Ltd. (President and Representative Director: Kazuo Kawamura; “Meiji”), one of the operating companies of Meiji Holdings Co., Ltd. (President and Representative Director: Masahiko Matsuo; “Meiji Holdings”), and Kotobuki Spirits Co., Ltd. (President and CEO: Seigou Kawagoe; “Kotobuki Spirits”) announce that they resolved that Meiji transfers all issued and outstanding shares of Francais Co., Ltd. (“Francais”), held by Ronde Corporation (“Ronde”), a wholly owned subsidiary of Meiji, and Kotobuki Spirits acquires all these shares and ownership of Francais (“the Share Transfer”), in the board meeting held by both companies on December 15, 2015.

Description

1. Objectives of the Share Transfer

Francais manufactures and sells confectioneries such as Mille-feuilles, and manages retail stores all over Japan, especially in Kanagawa prefecture and Kanto region.

In order to encourage Francais’ business advancement and further growth, Meiji decided to transfer all issued and outstanding shares of Francais to Kotobuki Spirits, which grows rapidly by expanding its regional-branded products all over Japan.

Kotobuki Spirits sets its corporate vision as “A general producer of original and shop brands of regional sweets all over Japan”. Based on the theme of “creating high value”, it strongly focuses on taste and quality, and creates a business model to satisfy various demands with its brand portfolio for premium gift sweets throughout souvenirs, personal gifts and home use products which match regional market features.

Kotobuki Spirits decided to acquire all issued and outstanding shares of Francais, since the acquisition contributes to Kotobuki Spirits’ important business policies, expanding Kotobuki Spirits’ business in Kanto region and enhancing the business base.

2. Overview of the Share Transfer

Meiji transfers to Kotobuki Spirits all issued and outstanding shares of Francais as of the share transferring date below.

3. Overview of Francais Co., Ltd.

(1) Name of the company	Francais Co., Ltd.			
(2) Headquarters	9-4, Fukuura, Kanazawa-ku, Yokohama-shi, Kanagawa			
(3) Representative	Kenji Takami, President and Representative Director			
(4) Business	Manufacturing and sale of baked and half-baked confectioneries. Trading of desserts.			
(5) Share capital	65 million yen (as of March, 2015)			
(6) Date of Establishment	September 22, 1971			
(7) Shareholder	Ronde Corporation (100%)*			
(8) Relationship with Kotobuki Spirits	No capital, personal or transactional relationship with Kotobuki Spirits.			
(9) Consolidated results for the past three years (Millions of yen)				
	Fiscal Year	March, 2013	March, 2014	March, 2015
	Net Assets	173	39	34
	Total Assets	2,796	2,771	2,793
	Book-value per Share	753.70 yen	170.48 yen	147.48 yen
	Net Sales	5,126	4,764	4,703
	Operating Income	41	-111	-48
	Ordinary Income	31	-120	-56
	Net Income	23	-136	-81
	Net Income per Share	98.25 yen	-589.21 yen	-353.94 yen
	Dividend per Share	—	—	—

* Ronde, currently holding all issued and outstanding shares of Francais, plans to transfer these shares to Meiji by the transferring date, January 22, 2016 and Meiji plans to transfer them to Kotobuki Spirits.

4. Overview of Meiji Co., Ltd.

(1) Name of the company	Meiji Co., Ltd.		
(2) Headquarters	2-10, Shinsuna 1-chome, Koto-ku, Tokyo		
(3) Representative	Kazuo Kawamura, President and Representative Director		
(4) Business	Manufacturing and sales of milk and dairy products, confectioneries and other foods		
(5) Share capital	33,646 million yen (as of March 31, 2015)		
(6) Date of Establishment	December 21, 1917		
(7) Shareholders' equity	210,034 million yen (as of March 31, 2015)		
(8) Total assets	509,898 million yen (as of March 31, 2015)		
(9) Shareholder	Meiji Holdings Co., Ltd. (100%)		
(10) Relationship with Kotobuki Spirits	No capital or personal relationship with Kotobuki Spirits. Kotobuki Spirits and its affiliates have transactional relationships of purchasing products from Meiji Group.		

5. Overview of Kotobuki Spirits

(1) Name of the company	Kotobuki Spirits Co., Ltd.
(2) Headquarters	2028, Hatagasaki, Yonago-shi, Tottori
(3) Representative	Seigou Kawagoe, President and CEO
(4) Business	Management and supervision of group subsidiaries
(5) Share capital	1,218 million yen (as of September 30, 2015)
(6) Date of Establishment	April 25, 1952
(7) Shareholders' equity	9,474 million yen (as of September 30, 2015)
(8) Total assets	14,933 million yen (as of September 30, 2015)
(9) Relation with Meiji Group	No capital or personal relationship with Meiji Group Kotobuki Spirits and its affiliates have transactional relationships of purchasing products from Meiji Group.

6. Overview of the Share Transfer Agreement

	Meiji (Ronde)	Kotobuki Spirits
Shares before Transfer	230,000 shares (100%)	0 shares (0%)
Shares to be Transferred	230,000 shares	
Transfer Price	Shares of Francais	1 yen
	Advisory Fee (approximate)	10 million yen
	Total (approximate)	10 million yen
Shares after Transfer	0 shares (0%)	230,000 shares (100%)

7. Schedule

(1) Board Resolution	December 15, 2015
(2) Signing Date	December 15, 2015
(3) Share Transfer	January 22, 2016 (planned)

8. Future Prospect

We do not expect the Share Transfer to have a material impact on the consolidated financials of Meiji Holdings for the fiscal year ending March 2016.

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(Reference)

Forecast of consolidated financial results (as announced on November 10, 2015) and actual consolidated financial results for the previous fiscal year of Meiji Holdings

(Amounts are rounded down to the nearest million yen.)

	Net Sales	Operating Income	Ordinary Income	Net Income
	Millions of yen	Millions of yen	Millions of yen	Millions of yen
For the fiscal year ending March 2016	1,208,500	66,500	69,000	53,500
For the fiscal year ended March 2015	1,161,152	51,543	53,582	30,891

* Unaudited figures are included in this document for reference.

* The forward looking statements described in this document are based on information available at the time of release of this document and reasonable assumptions made by Meiji Holdings, and do not present a commitment from Meiji Holdings that they will be achieved.

(Reference)

Forecast of consolidated financial results (as announced on October 26, 2015) and actual consolidated financial results for the previous fiscal year of Kotobuki Spirits

(Amounts are rounded down to the nearest million yen.)

	Sales	Operating Income	Ordinary Income	Net Income
	Millions of yen	Millions of yen	Millions of yen	Millions of yen
For the fiscal year ending March 2016	24,560	2,675	2,700	1,870
For the fiscal year ended March 2015	22,966	2,033	2,069	1,304

* Unaudited figures are included in this document for reference.

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