

November 18, 2014

Trade name: Noevir Holdings Co., Ltd.
Representative: Takashi Okura, President and CEO
(Securities Code Number: 4928; TSE First Section)
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Notice of Repurchase of Treasury Stock and Purchase of Treasury Stock through Off-Auction Own Share Repurchase Trading System (ToSTNeT-3) as well as Cancellation of Treasury Stock (Repurchase of its own stock based on the provisions set forth in the Articles of Incorporation pursuant to Article 165-2 of the Corporate Law and purchase of treasury stock through the off-auction own share repurchase trading system and the cancellation of its treasury stock pursuant to Article 178 of the Corporate Law)

Noevir Holdings Co., Ltd. (hereafter, "Noevir Holdings" or "the Company") announced today that a resolution was adopted at the meeting of the Board of Directors held on November 18, 2014 approving the repurchase of treasury stock and specifying the method of its repurchase pursuant to Article 156 of the Corporate Law as applied in light of the relevant provisions in Article 165-3 of the same Law. Also approved was the cancellation of treasury stock pursuant to Article 178 of the Corporate Law.

Particulars

1. Reason for repurchase and cancellation of treasury stock

To raise capital efficiency and improve profit returns to shareholders.

2. Repurchase method

Noevir Holdings will purchase the shares using the Tokyo Stock Exchange's off-auction own share repurchase trading system (ToSTNeT-3) at 8:45 a.m. on November 19, 2014 (there will be no change to another trading system or trading time) at today's (November 18, 2014) closing price (including closing special quotation) of ¥1,991.

The said purchase order shall be limited to the said transaction time.

3. Repurchase details

(1) Class of shares to be repurchased: Common stock of the Company

(2) Total number of shares to be repurchased: 2,500,000 shares (maximum)

[Ratio to total number of outstanding shares (excluding treasury stock): 6.68%]

(Note 1) There will be no change to the said number of shares. Further, depending on market trends and other factors, the repurchase might not be performed, either in part or in full.

(Note 2) The purchase is to be made with a sell order equivalent to the number of shares scheduled for repurchase.

(Note 3) Noevir Holdings has been notified by major shareholder Okura Kohsan, Ltd., which owns the Company jointly with Hiroshi Okura, Chairman and Representative Director of the Company, pursuant to the Financial Instruments and Exchange Act, that it intends to satisfy the repurchase by apportioning its common stock holdings.

(3) Total repurchase price of shares: ¥4,977,500,000 (maximum)

4. Announcement of share repurchase results

The share repurchase results will be announced after the acquisition is completed on November 19, 2014 at 8:45 a.m.

5. Details of cancellation

(1) Class of shares to be cancelled: Common stock of the Company

(2) Total number of shares to be cancelled: 2,500,187 (planned)

[Ratio to total number of outstanding shares before cancellation: 6.68%]

(Note) The total sum of all treasury stock repurchased as described in 2 above and 187 shares of treasury stock held as of October 31, 2014 will be cancelled.

(3) Total number of outstanding shares after cancellation: 34,942,653 (planned)

(4) Cancellation date: November 28, 2014 (planned)

Reference (Treasury stock held as of October 31, 2014):

Total number of outstanding shares (excluding treasury stock): 37,442,653

Number of treasury stock: 187

6. Matters concerning transactions with controlling shareholders

(1) Compliance with the guidelines pertaining to the reasonableness of transactions with controlling shareholders and measures for protecting minority shareholders.

The repurchase of the said treasury stock falls under the category of transactions with controlling shareholders, as it involves the participation, as a seller, of Okura Kohsan, Ltd., which owns the Company jointly with Hiroshi Okura, Chairman and Representative Director of the Company, pursuant to the Financial Instruments and Exchange Act. The Company complies, as described below, with the “Guidelines Concerning Policies for Protecting Minority Shareholders in Transactions with Controlling Shareholders,” which were presented in the corporate governance report disclosed on May 9, 2014.

These guidelines dictate that transactions with controlling shareholders shall be conducted properly, for example by determining the pros and cons of carrying out the transaction after reviewing the transaction details and the reasonableness of the transaction terms at the board of directors' meeting, so that the Company and therefore the minority shareholders are not impaired. To that end, the Company held a board of directors' meeting on November 18, 2014, attended by five directors (of whom one was an outside director) and three corporate auditors (of whom two were outside corporate auditors) who have no vested interests in the controlling shareholders. The objective of the meeting was to confirm that the said repurchase and cancellation of treasury stock will be conducted primarily to raise capital efficiency and improve profit returns to shareholders. In addition, the matter was sufficiently discussed, taking into account current stock price levels and the potential of future capital policies, and the directors unanimously passed a resolution to carry out the said treasury stock repurchase and cancellation. For this reason, the Company has decided that the repurchase and cancellation of treasury shares complies with the said guidelines.

(2) Matters pertaining to measures for securing fairness and avoiding a conflict of interest

To implement measures to secure fairness, Noevir Holdings will purchase the shares using the Tokyo Stock Exchange's off-auction own share repurchase trading system (ToSTNeT-3) at the closing price (including closing special quotation) of the day before.

In conjunction with the repurchase and cancellation of treasury shares, Hiroshi Okura, who is Chairman and Representative Director of the Company and a controlling shareholder of the Company, and Takashi Okura, President and CEO of the Company, who jointly own the Company's shares pursuant to the Financial Instruments and Exchange Act, did not participate in the proceedings as chairpersons, in the discussions, or in the resolution at the said board of directors' meeting in order to avoid a conflict of interest. In addition, as described hereunder in "(3) Summary of a written opinion received from persons who have no interest in the controlling shareholder, stating that the relevant transactions are not detrimental to the Company's minority shareholders," the Company received, on November 18, 2014, a written opinion from Masakazu Ueda and Kazuhiro Kida, both of whom are independent officers as well as outside corporate auditors of the Company, stating that the repurchase and cancellation of treasury shares are not detrimental to the Company's minority shareholders in view of the objectives, decision-making procedures, and repurchase method.

For this reason, the Company has decided that the measures have been taken to secure fairness and avoid a conflict of interest in the repurchase and cancellation of the treasury shares.

(3) Summary of a written opinion received from persons who have no interest in the controlling shareholder, stating that the relevant transactions are not detrimental to the Company's minority shareholders

The following is a summary of the written opinion received from Masakazu Ueda and Kazuhiro Kida, both of whom are independent officers as well as outside corporate auditors of the Company.

- (i) The repurchase and cancellation of treasury shares, in light of the timing and method of repurchase, will raise capital efficiency and contribute to an improvement in profit returns to shareholders.
- (ii) The repurchase and cancellation of treasury shares are not detrimental to the interests of minority shareholders, as the Company executes them, from the preparatory stage until a decision is made, in accordance with the “Guidelines Concerning Policies for Protecting Minority Shareholders in Transactions with Controlling Shareholders,” while taking sufficient measures to secure fairness and avoid a conflict of interest.
- (iii) Fairness in transaction terms is secured as they are conducted through ToSTNeT-3.