



November 27, 2015

To whom it may concern

Company name: **AOYAMA TRADING Co., Ltd.**  
Representative: Osamu Aoyama, President and CEO  
(Code No.: 8219 First Section of the Tokyo Stock Exchange)  
Contact: Makoto Miyatake, Vice President and Executive  
Officer (TEL 084-920-0050)

**[Delayed] Notice Regarding the Acquisition of Shares (100% ownership) in Minit Asia Pacific Co., Ltd.**

As stated below, the Board of Directors resolved at a meeting on November 27, 2015 to have the Company acquire all the shares and warrants issued by Minit Asia Pacific Co., Ltd. (hereinafter referred to as “Minit Asia Pacific”) to make it Company’s wholly owned subsidiary.

**1. Reason for the share acquisition**

Minit Asia Pacific provides comprehensive repair services to consumers including repair of shoes and key duplication under the integrated brand “Mister Minit” in the Asia Pacific Region, centering on Japan, Australia and New Zealand. It is a leading company in the industry and is developing business operations at over 500 stores in the entire group.

Since its foundation in 1964, the Company has stably provided high-quality suits and other clothes to consumers at lower prices, under the management philosophy “offering better products at lower prices and contributing to society through the selling of clothing” However, the circumstances surrounding the Company Group are getting harder due to a shrinkage of the suit market arising from the falling birthrate and aging population in Japan. In this situation, the Company Group developed and announced its medium-term business plan “CHALLENGE 2017” on January 28 of this year, aiming at further growth with a view to developing the business areas in future. Our traditional management philosophy has been changed to “aiming to further contribute to society through retail and services to consumers based on sustainable growth” And we are expanding our business strategy that focuses on products being sold by a single entity, and moving toward “retailing and service provision by the whole Group.”

We believe that acquiring the services provided by Minit Asia Pacific will help expand and develop the after-care products area in addition to the suits business, the competitive edge of the Company. This will further reinforce the added value provided by the Company. Moreover, we believe it will be fully possible to realize the following in the future: use of the shops operated by Minit Asia Pacific as our service satellite offices to provide services to our existing customers, and use of the know-how for cross-border operations by the prospective subsidiary in order to let the Company Group develop the overseas business.

From the viewpoint of Minit Asia Pacific, we believe that it will also further develop its business operations. This will be made possible by using the network of our stores and the customer platform developed by the Company Group, while accelerating the strategy to grow its businesses accordingly.

As mentioned above, the Company judged that it will be extremely effective, for the purpose of realizing its medium-term business plan, to take in services, resources, know-how and the like that are provided and owned by Minit Asia Pacific. We also believe we will be able to develop our business strategy using the advantages of both sides. Hence, the Company has determined to make Minit Asia Pacific its wholly owned subsidiary by acquiring all of the shares and warrants issued by it.

## 2. Transfer method

The Company will acquire all of the shares and warrants issued by Minit Asia Pacific by cash (own fund) to make it a wholly owned subsidiary. At present, the Company does not hold any shares and warrants in Minit Asia Pacific.

## 3. Summary of Minit Asia Pacific Co., Ltd. (as of November 27, 2015)

(1) Name	Minit Asia Pacific Co., Ltd.	
(2) Location	4th Floor, NBF Shiba-koen Daimon Dori Building 8-12, Shiba-koen 1-Chome, Minato-ku, Tokyo	
(3) Position and name of representative	Shunsuke Sako, President and Representative Director	
(4) Description of business	Comprehensive repair services for consumers including repair of shoes and key duplication	
(5) Capital	300 million yen	
(6) Date of foundation	November 22, 2011	
(7) Major shareholders and the shareholding ratios	Unison Capital No. 3 Fund: 24.87% Unison Capital III(F), L.P.: 31.58% Unison Capital III(A), L.P.: 24.03% Unison Capital III(B), L.P.: 19.52%	
(8) Relationship between the Company and the relevant company	Capital relationship	There are no capital relationships that must be described between the Company and the relevant company. And there are no capital relationships that must be specially mentioned between the parties associated with and the affiliated companies of the Company and the parties associated with and the affiliated companies of the relevant company.
	Personal relationship	There are no personal relationships that must be described between the Company and the relevant company. And there are no personal relationships that must be specially mentioned between the parties associated with and the affiliated companies of the Company and the parties associated with and the affiliated companies of the relevant company.

	Business relationship	There are no business relationships that must be described between the Company and the relevant company. And there are no business relationships that must be specially mentioned between the parties associated with and the affiliated companies of the Company and the parties associated with and the affiliated companies of the relevant company.		
(9) The relevant company's consolidated sales in the most recent 3 years				
Accounting period	Fiscal year ended March 31, 2013	Fiscal year ended March 31, 2014	Fiscal year ended March 31, 2015	
Consolidated sales	10,400 million yen	11,003 million yen	11,312 million yen	

#### 4. Summary of the parties from whom the Company will acquire the shares

(1) Name	Unison Capital No. 3 Fund
Location	4-1 Kioi-cho, Chiyoda-ku, Tokyo

(2) Name	Unison Capital III(F), L.P.
Location	c/o Deutsche Bank (Cayman) Limited 171 Elgin Avenue, Boundary Hall Cricket Square P.O. Box 1984 George Town Grand Cayman KY1-1104 Cayman Islands

(3) Name	Unison Capital III(A), L.P.
Location	c/o Deutsche Bank (Cayman) Limited 171 Elgin Avenue, Boundary Hall Cricket Square P.O. Box 1984 George Town Grand Cayman KY1-1104 Cayman Islands

(4) Name	Unison Capital III(B), L.P.
Location	c/o Deutsche Bank (Cayman) Limited 171 Elgin Avenue, Boundary Hall Cricket Square P.O. Box 1984 George Town Grand Cayman KY1-1104 Cayman Islands

In addition, the Company will acquire all of the warrants issued by Minit Asia Pacific that are held by nine persons consisting of legal persons and natural persons. The Company has no capital, personal or business relationships with the parties from whom it will acquire the shares, or with the relevant holders of the warrants.

#### 5. Schedule

(1) Board resolution	November 27, 2015
(2) Acquisition of the shares, etc.	December 16, 2015 (scheduled)

## **6. Outlook**

It seems that this project may have a minor impact on our consolidated earnings for the fiscal period ending March 31, 2016. We will disclose the details in a timely way after conducting a separate review.

## **7. Others**

It is assumed that the Company will not be prevented from acquiring the shares, etc. in this case by factors such as a cease and desist order issued as a result of a determination by the Fair Trade Commission that examines reporting based on Paragraph 2, Article 10 of the Anti-monopoly Act.