

To whom it may concern

Company: AMANO Corporation
Representative: President & Representative Director
Izumi NAKAJIMA
(Code 6436: The first Section of TSE)
Contact: Director & Managing Operating Officer
General Manager Corporate Planning
Toru UENO
(TEL: 81-45-439-1591)

Notice: Regarding the non-continuation of countermeasures against large-scale purchases (anti-takeover measures) of Amano shares etc.

In accordance with the resolutions of the Board of Directors meeting held on May 8, 2008 and the approval at the subsequent 92nd annual shareholders meeting held June 27, 2008, Amano adopted “Countermeasures against large-scale purchases (anti-takeover measures) of Amano shares etc.” In addition, at the 95th annual shareholders meeting held on June 29, 2011, these countermeasures were partially modified (referred to as “these measures” herein) and has been effective ever since. The maturity of these measures is as of the conclusion of the 98th annual shareholders meeting (referred to as “this upcoming shareholders meeting” herein).

Please be informed that at the Board of Directors meeting held May 8, 2014, it was resolved to discontinue these measures as of the conclusion of this upcoming shareholders meeting.

At the Board of Directors meeting held on May 8, 2008, the basic policy (as stipulated in Article 118, item 3 in the Ordinance for Enforcement of the Companies Act and is referred to as “Basic Policy” herein) regarding the persons who should control the decisions on Amano’s financial and business policies were determined. This Basic Policy represents the criteria to measure the appropriateness of a controlling party thereby considered as preventative initiatives (as stipulated in Article 118, item 3, (b), (2) in the Ordinance for Enforcement of the Companies Act) against inappropriate parties gaining control and hence protecting Amano’s corporate values and the mutual interests with our shareholders to obtain and improve profitability.

After the adoption of this Basic Policy in 2008, the Ordinance for Enforcement of the Companies Act was partially revised and operational guidelines were newly issued. Amano made operational modifications to these measures to reflect the changes, and to become compliant with the new guidelines. Furthermore, these modifications also reflected the changes in the management environment and the trends of our peers. The modifications were duly approved at the 95th annual shareholders meeting held on June 29, 2011.

However, the management environment surrounding Amano has further changed since the adoption and modification of these measures. Owing to the extensive permeation of regulations pertaining to large-scale purchases under the Financial Instruments and Exchange Law, the primary objective for the adoption of these measures, which is to secure enough time and information for shareholders to make appropriate decisions, has been realized to a reasonable extent.

In this regard, Amano is convinced that pursuance of the New Medium Term Business Plan is the surest way to gain and strengthen the trust of our stakeholders and in turn raise corporate value and improve profitability, with or without these measures,

Nevertheless, under these circumstances, careful considerations were made within the company regarding the future of these measures and today, the Board of Directors decided to terminate and discontinue them as of the conclusion of this upcoming shareholders meeting.

Furthermore, in the event of large-scale purchases post the discontinuation of these measures, in order to raise corporate value, protect mutual interests with our shareholders and to improve profitability, Amano intends to proactively gather information and disclose them in a timely manner and take suitable steps permissible within the legal framework and the articles of association.

-End-