

July 25, 2017

This document is an English translation  
of a statement written initially in Japanese.  
The Japanese original should be considered  
as the primary version.

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Notice of Result of Tender Offer for Share Certificates of YANASE & Co., Ltd.

ITOCHU Corporation (hereinafter referred to as “ITOCHU” or the “Tender Offeror”) resolved on May 25, 2017 to acquire the shares of common stock of YANASE & Co., Ltd. (hereinafter referred to as the “Target Company”) through a tender offer (hereinafter referred to as the “Tender Offer”), and subsequently conducted the Tender Offer starting on May 26, 2017. As the Tender Offer was completed on July 24, 2017, ITOCHU announced today the result of the Tender Offer as follows:

**1. Outline of the Tender Offer**

(1) Name of the Target Company

YANASE & Co., Ltd.

(2) Number of Share Certificates, etc. to Be Purchased

Number to Be Purchased	Minimum Limit of Number to Be Purchased	Maximum Limit of Number to Be Purchased
12,560,000 shares	5,010,000 shares	12,560,000 shares

(Note1) If the aggregate number of tendered share certificates, etc. does not reach the minimum limit of the Number to Be Purchased (5,010,000 shares), ITOCHU shall not implement the purchase of all the tendered share certificates, etc. The minimum limit of the Number to Be Purchased is the number of shares (5,010,000 shares) representing the number of voting rights (5,010 units) obtained by deducting the number of voting rights held by ITOCHU (18,636 units) from the product of the total number of voting rights of the Target Company (47,196 units) and 50.1% (namely 23,646 units, rounded up to the nearest whole number).

(Note2) If the aggregate number of tendered share certificates, etc. exceeds the maximum limit (12,560,000 shares), ITOCHU will not purchase all or part of the excess over the maximum limit, and alternatively, will conduct settlements for the transfer of shares using the pro rata method in accordance with Article 27-13-5 of the Financial Instruments and Exchange Act (Act No 25 of 1948, as amended; hereinafter referred to as the “Act”) and Article 32 of the Cabinet Office Ordinance on Disclosure of Take Over Bid of Shares, etc. Conducted by Those Other

than the Issuing Corporation (Ministry of Finance Ordinance No. 38 of 1990, as amended; hereinafter referred to as the “Cabinet Office Ordinance”). The maximum limit of the Number to Be Purchased is 12,560,000. This is related to the number of voting rights (12,560), which is calculated as follows:

Multiply the total number of the Target Company’s voting rights (47,196) by 66.1%, resulting in 31,196 (rounded down after the decimal point). Then subtract the number of ITOCHU’s voting rights (18,636) from 31,196.

(Note3) ITOCHU does not plan to acquire the shares of treasury stock held by the Target Company through the Tender Offer.

(Note4) If shareholders exercise the right to request the purchase of shares of less than one unit pursuant to the Companies Act (Act No. 86 of 2005, including subsequent revisions; the “Companies Act”), the Target Company may purchase shares of treasury stock during the Tender Offer Period in accordance with legal procedures.

(3) Tender Offer Period

From May 26, 2017 (Friday) to July 24, 2017 (Monday) (41 business days)

(4) Tender Offer Price

¥540 per share of common stock

## 2. Result of the Tender Offer

(1) Success and failure of the Tender Offer

In the Tender Offer, the aggregate number of share certificates tendered in the Tender Offer (hereinafter referred to as the “tendered share certificates, etc.”), etc. was 12,855,000 shares, which exceeded the maximum limit of the number to be purchased (12,560,000 shares). Accordingly, ITOCHU will not purchase all or part of the excess over the maximum limit, and alternatively, will conduct settlements for the transfer of shares using the pro rata method in accordance with Article 27-13-5 of the Act and Article 32 of the Cabinet Office Ordinance, as stated in the Announcement in Relation to Commencement of Tender Offer Bid for Share Certificates of YANASE & Co., Ltd. dated May 25, 2017 and the Announcement in Relation to Change in Terms of Tender Offer Bid for Share Certificates of YANASE & Co., Ltd. dated July 7, 2017.

(2) Date of public notice of result of tender offer and name of newspaper in which public notice is to appear

ITOCHU made public the results of the Tender Offer to the news media at Tokyo Stock Exchange, Inc., on July 25, 2017, pursuant to Article 27-13, Paragraph 1 of the Act, in the manner set out in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No.321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance.

(3) Share certificates, etc. to be purchased

Class of share certificates, etc.	Number of share certificates, etc. tendered (converted into shares)	Number of share certificates, etc. purchased (converted into shares)
Share certificates	12,855,000 shares	12,560,000 shares
Certificates of stock acquisition rights	—	—
Bond certificates with stock acquisition rights	—	—
Trust beneficiary certificates for share certificates, etc.	—	—
Depository receipts for share certificates, etc.	—	—
Total	12,855,000 shares	12,560,000 shares
(Total number of potential share certificates, etc.)	(—)	(—)

(4) Changes in the Shareholding Ratio of Share Certificates, etc. as a Result of the Tender Offer

Number of voting rights represented by share certificates, etc. held by ITOCHU before the Tender Offer	18,636 units	(Shareholding Ratio of Share Certificates, etc. before the Tender Offer: 39.49%)
Number of voting rights represented by share certificates, etc. held by specially related parties before the Tender Offer	150 units	(Shareholding Ratio of Share Certificates, etc. before the Tender Offer: 0.32%)
Number of voting rights represented by share certificates, etc. held by ITOCHU after the Tender Offer	31,196 units	(Shareholding Ratio of Share Certificates, etc. after the Tender Offer: 66.42%)
Number of voting rights held by all shareholders of the Target Company	47,196 units	

(Note1) “Number of voting rights represented by share certificates, etc. held by specially related parties after the Tender Offer” (as of July 25, 2017) states the total number of voting rights represented by share certificates, etc. held by each specially related party (except for persons excluded from specially related parties under Article 3(2)(i) of the Cabinet Office Ordinance for the purpose of calculating the ownership ratio of share certificates, etc., under each item of Article 27 - 2(1) of the Act).

(Note2) “Number of voting rights held by all shareholders of the Target Company” (as of March 31, 2017) is the number of voting rights of all shareholders of the Target Company stated in the Annual Securities Report for the 145<sup>th</sup> Period submitted by the Target Company on June 21, 2017.

(Note3) The “Shareholding Ratio of Share Certificates, etc. before the Tender Offer” and the “Shareholding Ratio of Share Certificates, etc. after the Tender Offer” have been rounded to two decimal places.

(5) Calculation in the case of purchases on a pro rata basis

(i) Calculation method

Because the aggregate number of share certificates, etc. tendered (12,855,000) exceeded the maximum limit of the number to be purchased (12,560,000), ITOCHU decided not to purchase all or part of the excess over the maximum limit in accordance with Article 27-13-4-2 of the Act, and alternatively, will conduct settlements for the transfer of shares using the pro rata method in accordance with Article 27-13-5 of the Act and Article 32 of the Cabinet Office Ordinance, as stated in the Announcement in Relation to Commencement of Tender Offer Bid for Share Certificates of YANASE & Co., Ltd. dated May 25, 2017 and the Announcement in Relation to Change in Terms of Tender Offer Bid for Share Certificates of YANASE & Co., Ltd. dated July 7, 2017. (If the number of tendered share certificates, etc. tendered by each tendering shareholder contains a portion of shares less than one unit (1,000 shares), the number of shares to be purchased, as calculated on a pro rata basis, is limited to the number of each of the share certificates, etc. tendered respectively.)

Because the total number of shares to be purchased from all tendering shareholders as calculated on a pro rata basis whereby shares constituting less than one unit are rounded off exceeded the maximum limit of the number to be purchased, ITOCHU decided to reduce by one unit the number to be purchased from each tendering shareholder, in descending order beginning with the tendering shareholder(s) that owned the greatest number of rounded-up shares, until a number which is not below the maximum limit of the number to be purchased was reached. (Where the number to be purchased as calculated by the pro-rata method contains a portion of shares less than one unit, said number of shares that are less than one unit are reduced.)

(ii) Calculation process and result of calculation

The total number of share certificates, etc., to be purchased from each tendering shareholder, as calculated by the pro-rata method is 12,560,000 shares, and ITOCHU purchased this number of shares.

Number of voting rights relating to share certificates, etc. to be purchased	12,560	(A)
Number of voting rights relating to the tendered share certificates, etc.	12,855	(B)
Proration factor	0.9770517308...	(A)/(B)

	(1)	(2)	(3)	(4)	(5)	(6)	(7)
	Number of shares tendered by each tendering shareholder	Number of shares after proration	Rounding of number of shares less than one unit	Number of shares less than one unit rounded up (rounded down) in accordance with (3)	Increase/decrease in number of shares to be purchased	Final number of shares purchased	Number of shares returned to tendering shareholders
1	3,224,000	3,150,014.78	3,150,000	(14.78)	0	3,150,000	74,000
2	2,918,000	2,851,036.95	2,851,000	(36.95)	0	2,851,000	67,000
3	2,040,000	1,993,185.53	1,993,000	(185.53)	0	1,993,000	47,000
4	1,200,000	1,172,462.08	1,172,000	(462.08)	0	1,172,000	28,000
5	1,092,000	1,066,940.49	1,067,000	59.51	0	1,067,000	25,000
6	1,000,000	977,051.73	977,000	(51.73)	0	977,000	23,000
7	401,000	391,797.74	392,000	202.26	0	392,000	9,000
8	320,000	312,656.55	313,000	343.45	0	313,000	7,000
9	260,000	254,033.45	254,000	(33.45)	0	254,000	6,000
10	150,000	146,557.76	147,000	442.24	(1,000)	146,000	4,000
11	100,000	97,705.17	98,000	294.83	0	98,000	2,000
12	100,000	97,705.17	98,000	294.83	0	98,000	2,000
13	50,000	48,852.59	49,000	147.41	0	49,000	1,000

(Note) Numbers of shares of (2) and (4) have been rounded to two decimal places.

#### (6) Method of Settlement

1) Name and address of head office of financial instruments business operator/bank, etc. in charge of settlement of Tender Offer

Tokai Tokyo Securities CO., LTD.

4-7-1 Meieki, Nakamura-ku, Nagoya City, Aichi Prefecture

2) Settlement Commencement Date

August 3, 2017 (Thursday)

3) Method of settlement

A notice regarding the purchase under the Tender Offer will be mailed to the address of tendering shareholders, etc. (or their standing proxy in the case of non-resident shareholders) without delay after the expiration of the tender offer period. The purchase will be settled in cash. The Tender Offer Agent that accepted the tender will, in accordance with the instructions given by the tendering shareholders, etc. (or their standing proxy in the case of non-resident shareholders) and without delay on or after the commencement date of settlement, transfer the purchase price for the purchased share certificates, etc. to the bank account designated by the tendering shareholders (or their standing proxy in the case of non-resident shareholders).

### **3. Policies, etc. after the Tender Offer and future outlook**

#### **(1)Policies, etc. after the Tender Offer**

Policies, etc. after the Tender Offer are unchanged from those stated in the Announcement in Relation to Commencement of Tender Offer Bid for Share Certificates of YANASE & Co., Ltd. dated May 25, 2017 and the Announcement in Relation to Change in Terms of Tender Offer Bid for Share Certificates of YANASE & Co., Ltd. dated July 7, 2017.

#### **(2)Future outlook**

The effect of the Tender Offer on the business results of ITOCHU will be limited.

ITOCHEU's forecast of consolidated financial results for the fiscal year ending March 31, 2018 (net profit attributable to ITOCHU of ¥400 billion) is unchanged.