



November 15, 2017

ITOCHU Corporation  
(Code No. 8001, Tokyo Stock Exchange 1st Section)  
Representative Director and President: Masahiro Okafuji  
Contact: Kazuaki Yamaguchi  
General Manager, Investor Relations Department  
(TEL.+81-3-3497-7295)

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

**Announcement in Relation to Results of Joint Tender Offer Bid for Share Certificates of  
Pocket Card Co., Ltd. (Code No. 8519) by a Wholly Owned Subsidiary of ITOCHU Corporation**

This notice announces that as announced in the press release “Announcement in Relation to Commencement of Joint Tender Offer Bid for Share Certificates of Pocket Card Co., Ltd. (Code No. 8519) by a Wholly Owned Subsidiary of ITOCHU Corporation” dated September 29, 2017, GIT Corporation (Head office: Minato-ku, Tokyo; Representative Director and President: Kazuhiro Nakano; hereinafter referred to as “GIT”), a wholly owned subsidiary of ITOCHU Corporation (hereinafter referred to as “ITOCHU”) and BSS Co., Ltd. (Head Office: Toshima-ku, Tokyo; Representative Director and President: Hiroaki Tamamaki; hereinafter referred to as “BSS”), a wholly owned subsidiary of FamilyMart Co., Ltd. (Head office: Toshima-ku, Tokyo; President and Chief Executive Officer: Takashi Sawada; hereinafter referred to as “FamilyMart”) jointly acquired the common shares of Pocket Card Co., Ltd. (Code No. 8519, Tokyo Stock Exchange, 1st Section) through a tender offer (hereinafter referred to as the “Tender Offer”) as stipulated in the Financial Instruments and Exchange Act (Act No. 25 of 1948; including revisions thereafter) from October 2, 2017 and completed the Tender Offer on November 14, 2017 as shown in the reference attached hereto.

**1. Outline of GIT**

(1)Name	GIT Corporation
(2)Location	2-5-1 Kita-Aoyama, Minato-ku, Tokyo
(3)Title and Name of Representative	Kazuhiro Nakano, Representative Director and President
(4)Business Lines	Investment in limited partnership in accordance with the Limited Partnership Act for Investment and business related to the formation and management of limited partnership; investment, possession and operation of securities such as stocks and corporate bonds; and all related operations
(5)Capital	¥428,800,000 (as of November 15, 2017)

**2. Future outlook**

The Tender Offer will have limited impact on the consolidated financial performance of ITOCHU. The forecast for the consolidated financial result (net profit attributable to ITOCHU shareholders) of 400 billion yen for the fiscal year ending March 31, 2018, will not change.

This document is disclosed by ITOCHU in accordance with the Securities Listing Regulations, and makes an official announcement pursuant to Article 30-1-4 of the Order for Enforcement of the Financial Instruments and Exchange Act, based on the request of GIT (Tender Offeror) to ITOCHU (parent company of the Tender Offeror)

(Attachment)

Disclosed statement by ITOCHU, GIT, FamilyMart and BSS:

“Announcement in Relation to Results of Joint Tender Offer Bid for Share Certificates of Pocket Card Co., Ltd. (Code No. 8519)”



November 15, 2017

ITOCHU Corporation  
(Code No. 8001, Tokyo Stock Exchange 1st Section)  
Representative Director and President: Masahiro Okafuji  
Contact: Kazuaki Yamaguchi  
General Manager, Investor Relations Department  
(TEL.+81-3-3497-7295)

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

GIT Corporation  
Representative Director and President: Kazuhiro Nakano  
Contact: As above

FamilyMart Co., Ltd.  
President and Chief Executive Officer: Takashi Sawada  
Contact: Hiroshi Iwasaki  
General manager, Corporate Communication Office  
(TEL.+81-3-3989-7338)

BSS Co., Ltd.  
Representative Director and President: Hiroaki Tamamaki  
Contact: As above

**Announcement in Relation to Results of Joint Tender Offer Bid for Share Certificates of  
Pocket Card Co., Ltd. (Code No. 8519)**

This notice announces that ITOCHU Corporation (hereinafter referred to as “ITOCHU”) and GIT Corporation (hereinafter referred to as “GIT”), a wholly owned subsidiary of ITOCHU (collectively referred to as “ITOCHU, etc.”) and FamilyMart Co., Ltd. (hereinafter referred to as “FamilyMart”) and BSS Co., Ltd. (hereinafter referred to as “BSS”), a wholly owned subsidiary of FamilyMart (collectively referred to as “FamilyMart, etc.”) (GIT and BSS shall be collectively referred to as the “Tender Offerors”), decided to jointly acquire the common shares (hereinafter referred to as the “Shares”) of Pocket Card Co., Ltd. (hereinafter referred to as the “Target Company”) through a tender offer (hereinafter referred to as the “Tender Offer”) on September 29, 2017, and implemented the Tender Offer from October 2, 2017 and completed it on November 14, 2017 as follows.

1. Outline of the Tender Offer

(1) Name and address of the Tender Offerors

Name: GIT Corporation  
Address: 2-5-1, Kita-Aoyama, Minato-ku, Tokyo

Name: BSS Co., Ltd.  
Address: 3-1-1, Higashi-ikebukuro, Toshima-ku, Tokyo

(2) Name of the Target Company

Pocket Card Co., Ltd.

(3) Class of share certificates, etc. relating to the tender offer, etc.

Common shares

(4) Number of share certificates, etc. scheduled to be purchased

Number of Shares to Be Purchased	Minimum Number of Shares to Be Purchased	Maximum Number of Shares to Be Purchased
17,593,440 shares	– shares	– shares

(Note 1) No maximum or minimum number of share certificates, etc. to be purchased is specified in the Tender Offer, and all of the shares of the Target Company subscribed in the Tender Offer (hereinafter referred to as the “Subscribed Share Certificates, etc.”) will be purchased. As presented in the number of shares to be purchased, the maximum number of share certificates, etc. to be purchased will be 17,593,440, which is derived by subtracting the sum total of the number of shares held by ITOCHU (21,130,000), the number of shares held by FamilyMart (11,739,000), and the number of shares held by Sumitomo Mitsui Banking Corporation (27,788,000) and the number of treasury shares held by the Target Company (1,073,404) from the number of shares outstanding as of May 31, 2017 (79,323,844), as stated in the “Summary of financial results for the first quarter of the fiscal year ending February 2018 on a non-consolidated basis according to the Japanese standards” that the Target Company announced on July 14, 2017.

(Note 2) Odd-lot shares are also subject to the Tender Offer. If shareholders exercise their right to request the purchase of shares less than one unit in accordance with the Companies Act (Act No. 86 of 2005, including amendments thereto), the Target Company may purchase such shares during the Tender Offer Period pursuant to the procedures specified by the law.

(Note 3) The treasury shares held by the Target Company will not be acquired by the Target Company through the Tender Offer.

(Note 4) The Tender Offerors plan to ultimately set the voting rights of ITOCHU, etc. in the Target Company to be 46% and the voting rights of FamilyMart, etc. to be 34%. If the total number of tendered shares, etc. is 15,771,806 or fewer, the total number of tendered shares, etc. will be divided into two and each half will be purchased by GIT and BSS (any fraction of a share in the number of shares to be purchased by GIT will be rounded up, and any fraction of a share in the number of shares to be purchased by BSS will be rounded down to the nearest whole share). If the total number of tendered shares, etc. exceeds 15,771,806, 15,771,806 shares will be divided into two, and each half will be purchased respectively by GIT and BSS, and the tendered shares, etc. exceeding 15,771,806 shares will be purchased by BSS.

(5) Period of the Tender Offer

(1) Period of the Tender Offer as of the submission date

From October 2, 2017 (Monday) until November 14, 2017 (Tuesday) (30 business days)

(2) Possibility of the extension of the Tender Offer Period based on the Target Company’s request

Not applicable

(6) Tender Offer price

1,072 yen per share of common share

## 2. Results of the Tender Offer

### (1) Success or failure of the Tender Offer

No upper and lower limits of share certificates, etc. to be purchased have been specified. The Tender Offerors will therefore purchase all of the tendered shares, etc.

### (2) Date and name of the newspaper to publish the public notice of the results of the Tender Offer

According to the provisions of Paragraph 1, Article 27-13 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, including amendments thereto; hereinafter referred to as the “Act”), an announcement to the press was made at Tokyo Stock Exchange, Inc. on November 15, 2017 according to the method specified under Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, including amendments thereto) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, including amendments thereto; hereinafter referred to as the “Ordinance”).

### (3) Number of share certificates, etc. purchased

Class of share certificates, etc.	(1) Number of share certificates, etc. subscribed and converted into shares	(2) Number of share certificates, etc. acquired and converted into shares
Share certificate	14,158,721 shares	14,158,721 shares
Share option certificate	- shares	- shares
Certificate of bonds with share option	- shares	- shares
Share certificates and beneficiary certificates in trusts ( )	- shares	- shares
Share certificates and depository receipts ( )	- shares	- shares
Total	14,158,721 shares	14,158,721 shares
(Total number of potential share certificates, etc.)	-	( - shares)

(Note) The Tender Offerors planned to ultimately set the voting rights of ITOCHU, etc., in the Target Company to be 46% and the voting rights of FamilyMart, etc. to be 34%. If the total number of tendered shares, etc. is 15,771,806 or fewer, the total number of tendered shares, etc. will be divided into two and each half will be purchased by GIT and BSS (any fraction of a share in the number of shares to be purchased by GIT will be rounded up, and any fraction of a share in the number of shares to be purchased by BSS will be rounded down to the nearest whole share). If the total number of tendered shares, etc. exceeds 15,771,806, 15,771,806 shares will be divided into two and each half will be purchased respectively by GIT and BSS, and the tendered shares, etc. exceeding 15,771,806 shares will be purchased by BSS. The breakdown of the number of share certificates, etc. acquired and converted into shares that GIT and BSS purchased and acquired is shown below.

<u>Name of the Tender Offerors</u>	<u>Number of share certificates, etc. acquired and converted into shares</u>
GIT	7,079,361 shares
BSS	7,079,360 shares

(4) Shareholding Ratio of Share Certificates, etc. after the Tender Offer

Number of voting rights represented by share certificates, etc. held by the Tender Offerors before the Tender Offer	None	(Shareholding Ratio of Share Certificates, etc. before the Tender Offer: 0.00%)
Number of voting rights represented by share certificates, etc. held by specially related parties before the Tender Offer	606,570 units	(Shareholding Ratio of Share Certificates, etc. before the Tender Offer: 77.52%)
Number of voting rights represented by share certificates, etc. held by the Tender Offerors after the Tender Offer	141,586 units	(Shareholding Ratio of Share Certificates, etc. after the Tender Offer: 18.09%)
Number of voting rights represented by share certificates, etc. held by specially related parties after the Tender Offer	606,570 units	(Shareholding Ratio of Share Certificates, etc. after the Tender Offer: 77.52%)
Number of voting rights held by all shareholders of the Target Company	781,943 units	

(Note 1) The “Number of voting rights represented by share certificates, etc. held by specially related parties before the Tender Offer” and the “Number of voting rights represented by share certificates, etc. held by specially related parties after the Tender Offer” indicate the total number of voting rights represented by share certificates, etc. (excluding Target Company’s shares held by the Target Company) held by specially related parties (other than the persons excluded from the persons in special relationship and the Tender Offerors in calculation of the shareholding ratio of share certificates, etc. under the respective items of Paragraph 1, Article 27-2 of the Act pursuant to item(i) under paragraph(2), Article 3 of the Ordinance).

(Note 2) The “Number of voting rights held by all shareholders of the Target Company” is the number of voting rights of all the shareholders as of August 31, 2017 stated in the report for the second quarter of the 36th term that the Target Company submitted on October 13, 2017 (the share unit number is 100 shares). However, shares of less than one unit (other than treasury stock of less than one unit held by the Target Company) were included in the scope of the Target Offer. Accordingly, in the calculation of the “Shareholding Ratio of Share Certificates, etc. before the Tender Offer” and the “Shareholding Ratio of Share Certificates, etc. after the Tender Offer,” the denominator is the number of voting rights (782,499) corresponding to the number of shares (78,249,923) obtained by deducting the number of treasury stocks (1,073,921) held by the Target Company that is stated on the “Summary of accounts for the second quarter of the fiscal year ending February 2018 on a non-consolidated basis according to the Japanese standards” announced by the Target Company on October 12, 2017 (hereinafter referred to as the “Summary Accounts for the Second Quarter of the Target Company”) from the total number of issued shares (79,323,844) as of August 31, 2017 that is stated in the Summary Accounts for the Second Quarter of the Target Company.

(Note 3) 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 a tender offer, etc. according to the method of proportional distribution

Not applicable.

(6) Method of settlement

- (1) Names and head office locations of financial instruments business operators, banks, etc. in charge of settlement of the Tender Offer, etc.

Nomura Securities Co., Ltd. 1-9-1 Nihonbashi, Chuo-ku, Tokyo

- (2) Date of commencement of settlement

November 21, 2017 (Tuesday)

- (3) Method of settlement

Promptly after the completion of the Tender Offer, a notice of purchase, etc. through the Tender Offer will be sent to the addresses of shareholders, etc. (or standing proxies in the case of non-Japanese shareholders, etc.) tendering their shares. The notice will be sent electronically through the Nomura Net & Call website (<https://netcall.nomura.co.jp/> (Japanese only)) to shareholders who have approved the receipt of electronic documents, etc. on Nomura Net & Call.

Purchases will be made using money. Tendering shareholders, etc. will be able to receive the proceeds from the sale through the Tender Offer by the method specified by them, such as telegraphic transfer, promptly after the date of commencement of the settlement (telegraphic transfers may incur fees).

3. Policies after the Tender Offer and Future Outlook

The policies, etc. after the Tender Offer are as stated in the “Announcement in Relation to Results of Joint Tender Offer Bid for Share Certificates of Pocket Card Co., Ltd. (Code No. 8519)” attached to the “Announcement in Relation to Commencement of Joint Tender Offer Bid for Share Certificates of Pocket Card Co., Ltd. (Code No. 8519) by a Wholly Owned Subsidiary of ITOCHU Corporation” announced by ITOCHU Corporation and “Announcement in Relation to Commencement of Joint Tender Offer Bid for Share Certificates of Pocket Card Co., Ltd. (Code No. 8519) by a Wholly Owned Subsidiary of FamilyMart” announced by FamilyMart UNY Holdings Co., Ltd. respectively on September 29, 2017 without any change.

4. Locations where copies of the report on the Tender offer are available

GIT Corporation	2-5-1, Kita-Aoyama, Minato-ku, Tokyo
BSS Co., Ltd.	3-1-1, Higashi-ikebukuro, Toshima-ku, Tokyo
Tokyo Stock Exchange, Inc.	2-1, Nihombash ikabuto-cho, Chuo-ku, Tokyo