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News Release Dated: April 14, 2014

To whom it may concern:

Company Name: ASKUL Corporation
(Code No.: 2678, Tokyo Stock Exchange First Section)
Representative: Shoichiro Iwata
President and Chief Executive Officer
Contact Person: Tsuguhiro Tamai
Executive Officer, Finance & Corporate Communication Unit
Phone: (03) 4330-5130

# Acquisition of Controlling Interest in Shouri Co., Ltd. and Its Absorption (Simple Merger)

ASKUL Corporation (hereinafter referred to as the "Company") hereby announces that the board of directors, in a written resolution on April 14, 2014, decided to sign a share transfer agreement with the shareholder of Shouri Co., Ltd. (hereinafter referred to as "Shouri") so as to acquire its entire outstanding shares (except treasury stock; the same applies hereinafter) to make it a subsidiary and concluded the said agreement on the same day.

Also, in a written resolution, the board of directors decided to carry out an absorption (hereinafter referred to as the "merger"), in which the Company will be the surviving company and Shouri will be the company to be dissolved as described below. As this merger falls under the absorption-type merger (simple merger) of a wholly owned subsidiary, certain disclosure items and details are omitted.

1. Purpose of the share acquisition and the aim of the merger

In this era of increasing diversity (various working styles) and rapid aging of population, the Company in October 2012 launched LOHACO, the online mail-order business for general consumers, with the aim of supporting working women and the parental generation, or elderly citizens, in their daily shopping by way of a new electronic commerce (EC) system with new convenient features such as time-specified, same-day delivery at the earliest, and this has received broad support from numerous customers. LOHACO has been expanding its product range reflecting the customer requirements, and there has been many requests from customers since the business started for enhanced availability of alcoholic beverages. This merger and making Shouri, which has an online liquor sales business, a wholly owned subsidiary is in response to that requirement and aimed at expanding the product lineup of liquor beverage.

The Company plans to acquire the entire outstanding shares of Shouri on July 1, 2014 (planned) after transferring Shouri's businesses other than liquor sales to another company in an

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absorption-type company split, make Shouri the Company's wholly owned subsidiary and carry out the merger. While the acquisition price is not disclosed in accordance with the agreement with the person transferring the shares, we have established the appropriateness of the price through a financial audit by a third-party institution. The Company does not have any capital, personal or business relationship with the individual transferring the shares or Shouri nor are they any interested parties.

The merger would enable the Company to enhance the lineup of alcoholic beverages it offers through LOHACO. It aims to expand the business further by responding to the customer requirements.

2. Outline of the merger

(1) Schedule

Board of directors' resolution authorizing merger agreement: May 9, 2014 (scheduled)
Conclusion of the merger agreement : May 9, 2014 (scheduled)
Merger (effective date) : July 2, 2014 (scheduled)

Note: This is a simple merger in accordance with Article 796 paragraph 3 of the Companies Act and therefore the Company will not hold a general shareholders meeting for approval of the merger agreement. Also, Shouri is expected to obtain the approval of its general shareholders meeting regarding this merger in June 2014 prior to the Company's acquisition of the entire outstanding shares.

(2) Method of merger

This merger will be an absorption-type merger, in which the Company will be the surviving company and Shouri will be dissolved.

(3) Details of share allotment associated with the merger

As of the effective date of the merger, the Company intends to acquire the entire outstanding shares in Shouri, and there would be no issuance of new shares, increase of paid-in capital or payment of cash due to the merger.

(4) Handling of the dissolving company's stock subscription rights and bonds with stock subscription rights

No applicable items exist

3. Overview of the merging companies

| | Surviving company (as of May 20, 2013) | Dissolving company (as of August 31, 2013) |
|---|---|---|
| (1) Name | ASKUL Corporation | Shouri Co., Ltd. |
| (2) Location | 2-3 Toyosu 3-Chome, Koto-ku, Tokyo | 2585-8, Kawawada 3-Chome, Mito, Ibaraki |
| (3) Representative's position and name | Shoichiro Iwata, President and Chief Executive Officer | Toshimasa Sasajima, President and Chief Executive Officer |
| (4) Business content | Office products mail-order | Liquor and lottery sales |

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| | | |
|---|---|---|
| | business, etc. | |
| (5) Paid-in capital | 20,035 million yen | 32 million yen |
| (6) Founded | November 2, 1963 | July 1, 1986 |
| (7) Number of outstanding shares | 54,218,000 shares | 640 shares |
| (8) Fiscal year end | May 20 | August 31 |
| (9) Major shareholders and their shareholding ratios | Yahoo Japan Corporation 42.33%<br>PLUS Corporation 16.29%<br>The Master Trust Bank of Japan, Ltd. (trust account) 2.83%<br>UBS AG LONDON A/C IPB SE GREGATED CLIENT ACCOUNT 2.67%<br>State Street Bank & Trust Company 2.57%<br>Japan Trustee Services Bank, Ltd. (trust account) 2.16%<br>PLUS GIKEN Corporation 1.98%<br>Shoichiro Iwata 1.66%<br>Hidehisa Imaizumi 1.46%<br>Tadahisa Imaizumi 1.45%<br>(As of November 20, 2013) | Toshimasa Sasajima 100%<br><br>The Company plans to acquire the entire outstanding shares of Shouri on July 1, 2014 (planned) after transferring Shouri's businesses other than liquor sales to another company in an absorption-type company split, make Shouri the Company's wholly owned subsidiary and carry out the merger. |
| (10) Financial conditions and business performance in the most recent fiscal year | Consolidated<br>(as of May 20, 2013) | Non-consolidated<br>(as of August 31, 2013) |
| Net assets | 56,935 million yen | 63 million yen |
| Total assets | 110,151 million yen | 344 million yen |
| Net assets per share | 1,038.04 yen | 134,817.17 yen |
| Net sales | 226,610 million yen | 1,349 million yen |
| Operating income | 6,880 million yen | 6 million yen |
| Ordinary income | 7,241 million yen | 1 million yen |
| Net income | 5,812 million yen | -19 million yen |
| Net income per share | 107.50 yen | -40,625.78 yen |

Note: The Company plans to acquire the entire outstanding shares of Shouri on July 1, 2014 (planned) after transferring Shouri's businesses other than liquor sales to another company in an absorption-type company split, make Shouri the Company's wholly owned subsidiary and carry out the merger. Net sales of Shouri's liquor sales business in the fiscal year ended August 2013 were 633 million yen.

4. Status after merger

There will be no change to the Company's name, location, representative's position and name, business content, paid-in capital and fiscal year end as a result of the merger.

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5. Outlook

The impact of this merger on the Company's consolidated business results for the fiscal year ending May 2014 is expected to be negligible.

(Reference) Consolidated earnings forecast for the fiscal year ending May 2014 (from May 21, 2013 through May 20, 2014) announced on March 18, 2014 and the results for the fiscal year ended May 2013

(Unit: million yen)

| | Net sales | Operating income | Ordinary income | Net income |
|---|---|---|---|---|
| Forecast for fiscal year ending May 2014 | 250,000 | 4,000 | 4,000 | 1,800 |
| Results for fiscal year ended May 2013 | 226,610 | 6,880 | 7,241 | 5,812 |