

English Translation This is a translation of the original release in Japanese. In the event of any discrepancy, the original release in Japanese shall prevail.

November 20, 2015

Name of Company: DeNA Co., Ltd.
Representative: Isao Moriyasu, President and CEO
(Stock Code: 2432, Tokyo Stock Exchange First Section)
Contact: Kenji Kobayashi, Executive Officer, Head of
Corporate Planning Unit
Telephone Number: 03-6758-7200

Notice of Commencement of Tender Offer by a Consolidated Subsidiary (Yokohama DeNA BayStars Baseball Club, Inc.) for the Shares of Yokohama Stadium Co., Ltd.

Yokohama DeNA BayStars Baseball Club, Inc., a consolidated subsidiary of DeNA Co., Ltd. (“DeNA”), at a meeting of its board of directors held as of the date hereof, decided to acquire the common stock of Yokohama Stadium Co. Ltd. through a tender offer, as described in the attached material.

At present, we are examining the effect that such tender offer may have on the operating results of DeNA and the tender offeror. In the event that any change to DeNA’s financial results forecast becomes necessary or we identify any other fact that needs to be made public, we will promptly make a public announcement.

Summary of the Consolidated Subsidiary acting as Tender Offeror

(1) Name	Yokohama DeNA BayStars Baseball Club, Inc.
(2) Location	Kannai Arai Building, 7 th Floor 1-8 Onoe-cho, Naka-ku, Yokohama-shi, Kanagawa-ken
(3) Title and Name of the Representative	Jun Ikeda, President and Representative Director
(4) Business Description	Management and operation of a professional baseball team
(5) Paid in Capital	JPY 100,000,000

(Attachment)

Yokohama DeNA BayStars Baseball Club, Inc. Disclosure Materials

[Notice of Commencement of Tender Offer for the Shares of Yokohama Stadium Co. Ltd.]

End

(Attachment)

November 20, 2015

Name of Company: Yokohama DeNA BayStars Baseball Club, Inc.
Representative: Jun Ikeda, President and Representative Director

Notice of Commencement of Tender Offer for the Shares of Yokohama Stadium Co. Ltd.

Yokohama DeNA BayStars Baseball Club, Inc. (the “**Tender Offeror**”), at a meeting of its board of directors on November 20, 2015, has decided to acquire the shares of common stock of Yokohama Stadium Co. Ltd. (the “**Target Company**”) through a tender offer (the “**Tender Offer**”), as further described below.

1. Objectives of the Purchase, Etc.

(1) Objectives of the Purchase

The Tender Offeror is a consolidated subsidiary of DeNA Co., Ltd. (“**DeNA**”), a global internet company that provides a broad range of mobile and online services including social media, e-commerce and other diversified offerings. DeNA owns 97.69% (rounded to the nearest hundredth) of the voting shares of the Tender Offeror. DeNA’s common stock is listed on the First Section of the Tokyo Stock Exchange. As of the date of this Notice, the Tender Offeror owns 400,000 shares (5.75%)(*Note 1*) of the common stock of the Target Company (the “**Target Company Shares**”).

At a meeting of its board of directors on November 20, 2015, the Tender Offeror decided to proceed with the Tender Offer with a view to achieving a closer capital relationship with the Target Company and making the Target Company a consolidated subsidiary of the Tender Offeror. In light of these objectives, the minimum number of the Target Company Shares (the “**Minimum Number of Tendered Shares**”) that the Tender Offeror expects to purchase is 3,080,001 shares (44.25%)(*Note 2*), so as to ensure that the Target Company will own a majority of the voting shares (*Note 3*) of the Target Company. In the event that the total number of Target Company Shares tendered (the “**Tendered Shares**”) pursuant to the Tender Offer is less than the Minimum Number of Tendered Shares (3,080,001 shares), none of the Tendered Shares will be purchased. If the Tender Offer were to proceed, however, the Tender Offeror intends to ensure that all eligible participants in the Tender Offer will have the opportunity to tender Target Company Shares. Accordingly, the Tender Offeror has not set a maximum number of Tendered Shares for the Tender Offer, and if the total number of Tendered Shares exceeds the Minimum Number of Tendered Shares (3,080,001 shares), the Tender Offeror will purchase all such Tendered Shares. In addition, the Tender Offeror has no plans to make the Target Company a wholly-owned subsidiary of the Tender Offeror.

(*Note 1*): In this Notice, percentage ownership of the Target Company Shares (rounded to the nearest hundredth) is calculated on the basis of the total number of Target Company Shares issued as of July 31, 2015 (6,960,000) as set forth in the Target Company’s most recent semi-annual report dated as of October 30, 2015.

(Note 2): Calculated by (i) multiplying 50% by the total number of Target Company Shares (voting shares) issued as of July 31, 2015 (6,960,000), plus one (1) Target Company Share, and (ii) subtracting therefrom the total number of Target Company Shares (voting shares) that the Tender Offeror owns as of the date hereof (400,000).

(Note 3): In this Notice, voting shares of the Target Company is determined on the basis of the total number of Target Company Shares issued as of July 31, 2015 (6,960,000).

According to the “Notice of Opinions Expressed in Relation to the Tender Offer for Company Shares by DeNA BayStars Baseball Club, Inc.” issued by the Target Company as of November 20, 2015 (the “**Target Company Press Release**”), as described in “(ii) Advice from Legal Counsel Independent of the Target Company” under “(4) Measures to Ensure Fairness of the Tender Offer including Measure to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest” below, the Target Company considered advice from Hayashi Law Office and Kaneko & Iwamatsu law Office and engaged in prudent discussions and consideration of such matters as the necessity and suitability of the Tender Offer, the appropriateness of the terms of the Tender Offer and the Target Company’s management policy following completion of the Tender Offer. As a result of such discussions and consideration, the Target Company concluded that, in order to enhance its corporate value, it was necessary to combine the Target Company’s management and operations with those of the Tender Offeror.

As the Target Company is an unlisted company with restrictions on the transfer of its shares, the Target Company determined that the Tender Offer would provide a reasonable opportunity to the Target Company’s shareholders to sell Target Company Shares. The Tender Offer Price (as defined below) is within the pricing range under the valuation of the Target Company Shares by Kabushiki Kaisha Plutus Consulting (“**Plutus Consulting**”). In determining the value of Target Company Shares, however, the Target Company considered such factors as (i) the uncertainty as to whether the Target Company’s right to use Yokohama Stadium pursuant to its agreement with the City of Yokohama (as described under “(2) Background, Objective and Decision-Making Process of/for the Implementation of the Tender Offer and Management Policy after Completion of the Tender Offer” below) would extend beyond April 2023 and (ii) the fact that the Target Company has not received the results of inspection on the earthquake-proof status of Yokohama Stadium. The Target Company therefore instructed Plutus Consulting to take into account several scenarios in valuing the Target Company Shares, resulting in a valuation range of JPY 1,457 to JPY 2,166 per Target Company Share.

As noted above, the Target Company concluded that, in order to enhance its corporate value, it was necessary to combine the Target Company’s management and operations with those of the Tender Offeror, and that the Tender Offer would provide a reasonable opportunity to the Target Company’s shareholders to sell Target Company Shares. Accordingly, at a meeting of the Target Company’s board of directors held on November 20, 2015, seven out of nine board members (excluding Mr. Kenso Fujii and Mr. Kazuaki Mihara referred to below) adopted a unanimous resolution expressing support for the Tender Offer. The board considered the fact that (i) while the Tender Offer Price is within the pricing range under the valuation provided by Plutus Consulting, such range is as broad as JPY 1,457 to JPY 2,166 per Target Company Share, (ii) the Tender Offeror does not intend to squeeze out any Target Company shareholders other than the Tender Offeror and to effect a two-step acquisition of the Target Company and (iii) the Target Company

shareholders have the option to continue to hold Target Company Shares after completion of the Tender Offer. In light of these factors, the board decided to leave to the determination of each of the Target Company's shareholders the decision as to whether to participate in the Tender Offer. The Target Company Press Release notes that all four (4) of the statutory auditors of the Target Company participated in such board meeting and stated that they have no reservations about such board resolution. According to the Target Company Press Release, of the nine board members of the Target Company, Mr. Kenso Fujii is an employee of DeNA and Mr. Kazuaki Mihara concurrently serves as a director of the Tender Offeror. As such, in order to avoid the possibility of a conflict of interest, and to ensure fairness and neutrality in the Target Company's decision-making process, neither Mr. Fujii nor Mr. Mihara participated in the Target Company's board discussions and resolution relating to the Tender Offer.

In addition, according to the Target Company Press Release, the Target Company's articles of incorporation provide that the transfer of ownership interests in Target Company Shares requires the approval of the Target Company's board of directors. At the November 20 board meeting, seven out of nine board members (excluding Mr. Fujii and Mr. Mihara) adopted a resolution approving the transfer of the Target Company Shares tendered in the Tender Offer, subject to the condition that the Tender Offer is successfully completed. As was the case in the board resolution regarding the Tender Offer as described above, all four (4) of the statutory auditors of the Target Company participated in such meeting and stated that they have no reservations about such board resolution. Similarly, in order to ensure fairness and neutrality in the Target Company's decision-making process, neither Mr. Fujii nor Mr. Mihara participated in such board discussions and resolution.

(2) Background, Objectives and Decision-Making Process of/for the Implementation of the Tender Offer and Management Policy after Completion of the Tender Offer

The Tender Offeror was incorporated in November 1949 under the name of Maruha Baseball Club, Inc., and in March 1950, changed its company name to Taiyo Baseball Club, Inc. It merged with Shochiku Robins in December 1953 and established Taiyo Shochiku Baseball Club. A year later, it changed its company name back to Taiyo Baseball Club, Inc. In April 1993, the company name was again changed to Yokohama Baystars Club, Inc. Finally, in December 2011, the Tender Offeror was renamed Yokohama DeNA BayStars Baseball Club, Inc. and became a consolidated subsidiary of DeNA. At present, the Tender Offeror manages the professional baseball team Yokohama DeNA Baystars. In March 2010, the Tender Offeror acquired 400,000 Target Company Shares (5.75%) from Maruha Corporation (formerly "Taiyo Gyogyo Kabushiki Kaisha", and presently known as "Maruha Nichiro Corporation").

After the Tender Offeror became a consolidated subsidiary of DeNA in December 2011, it pursued numerous efforts and activities intended to enhance services available to baseball fans and the local community. In doing so, the Tender Offeror pursued the ideal of "Inspiration for the Fans, Vision for Local Society and Bond between People through Baseball as Superb Entertainment". These efforts and activities, undertaken jointly with the Target Company, included the establishment of the "Hama Sta BAY Beer Garden" and the "Family Bay Park", the introduction of such features as the "Exciting Seat", the "Bay Diamond Seat" and the "Baseball Monitor Box Seat", and facility construction work aimed at enhancing services and convenience for baseball fans and other users of Yokohama Stadium. Each of these efforts and activities reflected the purpose behind the "I ☆

YOKOHAMA” project, conceived with a view to improving the community through participation in professional baseball. Its aim was to transform Yokohama Stadium into a “Community Ball Park” where visitors to the stadium, regardless of their experience viewing professional baseball games, could come together informally and enjoy the experience with family, friends and colleagues. As a result, during the 2015 season, the total number of spectators at Yokohama DeNA BayStars-sponsored baseball games was 1,810,000. This number represents a 65% increase when compared to the total number of such spectators (1,100,000 persons) during the 2011 season that immediately preceded DeNA’s acquisition of the Tender Offeror. The Tender Offeror intends to continue to pursue the “Community Ball Park” ideal by further enhancing services for baseball fans and the local community.

According to the Target Company Press Release, the Target Company was established in February 1977 as a forum for accommodating professional as well as amateur baseball with modernized facilities and for facilitating participation in a variety of other sports (such as soccer and American football) and concerts as well as mass meetings, through enthusiastic support from Yokohama City residents. Thereafter, under the guidance of the City of Yokohama, the Target Company oversaw the construction of the Yokohama Stadium. After completion of such construction, pursuant to the “Accord Relating to the Construction, Management and Operation of Yokohama Stadium” and the “Memorandum of Understanding Concerning the Accord Relating to the Construction, Management and Operation of Yokohama Stadium” dated December 14, 1977 and the “Agreement for the Contribution of Park Facilities” dated March 18, 1978, each of which was entered into by and between the Target Company and the City of Yokohama, the Target Company agreed to contribute the stadium to the City of Yokohama. In return, the City of Yokohama granted to the Target Company the right to use the Yokohama Stadium from April 1978 for the purpose of hosting baseball and other games and entrusted the Target Company with the business of managing and operating the Yokohama Stadium for use by city residents and amateur users. By engaging in such business, the Target Company has been contributing to the development of the local economy and the promotion of sports and culture in Yokohama. The Target Company, as a baseball stadium that is part of the DeNA Baystars franchise, intends to continue operating the Yokohama Stadium as a place where baseball fans of all ages, including female fans, safely can enjoy baseball games and other activities. In view of the foregoing, the Target Company has commenced repair work on Yokohama Stadium based on a long-term repair plan to address deterioration of the facility due to age, together with the stadium refurbishment plan requested by the Tender Offeror.

As noted above, the Tender Offeror, in cooperation with the Target Company, implemented numerous measures with the goal of increasing the number of spectators at the Yokohama Stadium. While as a result of these efforts, the number of spectators did increase, in order to implement further the concept of the “Community Ball Park”, the Tender Offeror believes that it is important to expand its presence in the Yokohama area and, as a Yokohama-based corporation, enhance its cooperation with the City of Yokohama. The Tender Offeror also believes that enhanced closer cooperation between the Tender Offeror and the Target Company, and the ability to engage in swifter decision-making in relation to significant investments and business operation of the Target Company based on discussions with the Tender Offeror, are imperative. The Tender Offeror has been considering a variety of measures for realizing such enhanced relationship with the Target Company, combination of operations with the Target Company, including acquiring the Target Company as a

consolidated subsidiary and acquiring the shares of the Target Company through the Tender Offer as a means of making it a consolidated subsidiary.

In light of the foregoing, on October 9, 2015, the Tender Offeror held a meeting to exchange preliminary views on the Tender Offeror's proposal for a tender offer aimed at making the Target Company a consolidated subsidiary of the Tender Offeror. In addition on the same date, recognizing the need for the understanding and cooperation of the Target Company's major shareholders and other related parties, the Tender Offeror commenced discussions with each such shareholder regarding such tender offer proposal. Thereafter, on November 5, 2015, the Tender Offeror and the Target Company discussed the tender offer proposal in detail, concretely to address such matters as the management structure and appropriate treatment of employees after completion of the proposed tender offer. The Tender Offeror and the Target Company continued to discuss and consider the Target Company's tender offer proposal, including its feasibility, the merits of the Target Company's becoming a consolidated subsidiary of the Tender Offeror and the price for the Tender Offer, as well as matters relating to the Target Company's employees. On the basis of these discussions, the Tender Offeror and the Target Company concluded that, in order to increase each other's corporate value, both parties needed a management structure that facilitates swift decision-making on matters relating to the Yokohama Stadium and enables a nimble, flexible and efficient approach to strategies that timely reflect changes in the external environment and the interests of each party. Having reached the decision that such an arrangement would be possible only if the Tender Offeror and the Target Company were to combine management and operations, the Tender Offeror, at the meeting of its board of directors held on November 20, 2015, determined to implement the Tender Offer with a view to making the Target Company a consolidated subsidiary of the Tender Offeror.

The Tender Offeror and the Target Company believe that, after the Target Company becomes a consolidated subsidiary of the Tender Offeror, they will be able effectively further to combine the Tender Offeror's business know-how with the Target Company's experience and knowledge of the operation of the Yokohama Stadium, resulting in increased advertising and marketing activities to the Target Company. In addition, through closer cooperation between the Tender Offeror as the manager of a baseball team and the Target Company as the manager of a baseball stadium, it will become possible smoothly to implement smoothly to implement comprehensive measures, such as consistency between the baseball team and the stadium in terms of the design of facilities, televising of games, services to visitors and customers and provision of other services, which will make it easier and faster to take steps effectively to increase the number of spectators by making the stadium an entertainment environment and responding to the trends of the times. The Tender Offeror believes that such measures will maximize visitor and customer satisfaction and result in an increase in the number of spectators at the Yokohama Stadium and will make the stadium more attractive to Yokohama City residents. Such cooperation will also enable in the operation of the stadium the use of the IT infrastructure tools of DeNA and its subsidiaries, the seamless incorporation of the needs of the visitors and spectators in in-stadium restaurant and other services and the use of various assets of the baseball team (such as the professional baseball players and team mascots) for off-season activities. Furthermore, improvement in convenience and utility of the stadium, by giving due consideration to usage by Yokohama City residents, will promote its use not only for the professional baseball business, but also for a variety of events other than baseball and involving amateur players such as city residents. These measures will enable Yokohama residents to enjoy the benefits of the stadium, thereby increasing the number of visitors and users from within and outside

of the City of Yokohama and fostering repeat users and furthering services for fans. In addition, promoting a stadium based in Yokohama will lead to measures that induce visits to other parts of the city, leading to the revitalization of the City of Yokohama and Kannai district through baseball and resulting in increase in visitors and users of a variety of facilities, restaurants and shops in these areas. The Tender Offeror believes that, through these measures, the Tender Offeror and the Target Company will be able to make greater contributions to the local society and to play a key role in promoting a stadium based in Yokohama that is loved by all Yokohama City residents. From the standpoint of the Target Company, these measures will also lead to an increase in corporate value by making the stadium more attractive and leading to greater profit through the synergies between the Tender Offeror and the Target Company described above.

As discussed above, the Tender Offeror believes that, through closer relationship between the Target Company and the Tender Offeror, it will be possible to take advantage of related synergies, which will lead to an increase in the corporate value of each of the Tender Offeror and the Target Company and greater contribution to City residents and local society. For these reasons, the Tender Offeror has decided to pursue the Tender Offer.

In the event that the Tender Offer is successfully completed, the Tender Offeror intends to request the Target Company to take such action as may be necessary at the Target Company's shareholders meeting to ensure that a majority of the members of the Target Company's board of directors are persons appointed by the Tender Offeror. In addition, the Tender Offeror intends to request the Target Company to appoint such executive officers as designated by the Tender Offeror. In addition, with respect to the management of the Target Company after the completion of the Tender Offer, the Tender Offeror intends to request certain members of the Target Company's board of directors to continue to be engaged in the operations of the Target Company for a specified period of time so as to increase the corporate value of the Target Company.

After the Target Company becomes a consolidated subsidiary of the Tender Offeror, the Tender Offeror expects to strengthen the Target Company's business while taking into account the unique nature of such business (the operation of a stadium that is a highly public facility), accessibility of the Yokohama Stadium by all Yokohama City residents and management of the stadium leveraging the Target Company's extensive experience and highly-developed operating know-how.

(3) Material Agreements between the Tender Offeror and the Target Company in Relation to the Tender Offer and Participation Therein

None.

(4) Measures to Ensure Fairness of the Tender Offer including Measure to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest

According to the Target Company, it has taken the following measure prudently to analyze the Tender Offer and to ensure fairness and appropriateness of the Tender Offer:

- (i) Obtaining a Valuation Report from an Independent Third Party Appraiser

According to the Target Company Press Release, the Target Company instructed Plutus Consulting, as a third party appraiser independent of the Tender Offeror and the Target Company, to evaluate the value of the Target Company Shares for the purpose of expressing an opinion on the Tender Offer. According to the Target Company, Plutus Consulting is not a “related party” in relation to either the Tender Offeror or the Target Company, and does not have any material interest in either the Tender Offeror or the Target Company.

According to the Target Company, in evaluating the value of the Target Company Shares, Plutus Consulting considered several valuation methodology, and with a view to reflecting the future business prospects and risks involved in the business of the Target Company, selected the discounted cash flow method (the “**DCF Method**”) as the most appropriate valuation method, and, on November 19, 2015, issued its valuation Report (the “**Plutus Valuation Report**”) to the Target Company. According to the Target Company, there is still uncertainty as to (i) whether the Target Company’s right to use Yokohama Stadium pursuant to its agreement with the City of Yokohama (as described under “(2) Background, Objective and Decision-Making Process of/for the Implementation of the Tender Offer and Management Policy after Completion of the Tender Offer” below) would extend beyond April 2023 and (ii) the results of inspection on the earthquake-proof status of Yokohama Stadium. The Target Company therefore instructed Plutus Consulting to take into account several scenarios in valuing the Target Company Shares, resulting in a valuation range set forth below. The Target Company has not obtained any opinion regarding the fairness of the Tender Offer Price (as defined below) (fairness opinion) from Plutus Consulting.

According to the Valuation Report, the range of the value per Target Company Share as determined by Plutus Consulting is as follows:

DCF Method: JPY 1,457 to JPY 2,166.

Under the DCF Method, the business profit of the Target Company for the fiscal year 2015 (ending in January 2015), future investment plans, information disclosed to the general public and other factors were considered, Plutus Consulting analyzed the corporate value and value per share of the Target Company by discounting the Target Company’s projected free cash flow after the third quarter of fiscal year 2016 by a specified discount rate, and determined the present value per Target Company Share to be between JP 1,457 and JPY 2,166. It should be noted that, among the various scenarios considered by Plutus Consulting, some cases assumed significant investment relating to making the stadium earthquake-proof, resulting in major increase in depreciation cost, thereby decreasing profits.

(ii) Advice from Legal Counsel Independent from the Target Company

According to the Target Company, it appointed Hayashi Law Office and Kaneko & Iwamatsu Law Office as its outside legal advisors in order to ensure transparency and fairness in the decision-making process of the Target Company’s board of directors regarding the Tender Offer. The Target Company obtained legal advice from such legal counsel on the manner and process of decision-making by the Target Company’s board of directors regarding the Tender Offer.

(iii) Approval of Board Members of the Target Company Who Do Not Have a Conflict of Interest and the Confirmation by All Statutory Auditors of the Target Company That They Do Not Have Any Reservations

According to the Target Company Press Release, on October 9, 2015, the Tender Offeror and the Target Company held a meeting to exchange preliminary views on the tender offer aimed at making the Target Company a consolidated subsidiary of the Tender Offeror, and thereafter the parties continued to discuss and consider this matter.

Through such discussions and considerations, the Target Company concluded that the Tender Offer would allow it to realize the following objectives:

(i) Through closer cooperation between the Tender Offeror as the manager of a baseball team and the Target Company as the manager of a baseball stadium, it will be possible smoothly to implement comprehensive measures, such as consistency between the baseball team and the stadium in terms of the design of facilities, televising of games, services to visitors and customers and provision of other services, which will make it easier and faster to take steps effectively to increase the number of spectators by making the stadium an entertainment environment and responding to the trends of the times. Such steps will maximize visitor and customer satisfaction and make the stadium more attractive to Yokohama City residents;

(ii) With due regard to the agreement/accord with the City of Yokohama as described in "(2) Background, Objectives and Decision-Making Process of/for the Implementation of the Tender Offer and Management Policy after Completion of the Tender Offer" above and accessibility of the stadium by Yokohama City residents, such cooperation will also enable in the operation of the stadium the use of the IT infrastructure tools of DeNA and its subsidiaries, the seamless incorporation of the needs of the visitors and spectators in in-stadium restaurant and other services and the use of various assets of the baseball team (such as the professional baseball players and team mascots) for off-season activities. Furthermore, improvement in convenience and utility of the stadium will promote its use not only for the professional baseball business, but also for a variety of events other than baseball and involving amateur players such as Yokohama City residents; and

(iii) In pursuing these measures together with the Tender Offeror, the Target Company's business will be strengthened by paying particular attention to the unique nature of its business (operation of stadium that is a highly public facility), accessibility of the Yokohama Stadium by all Yokohama City residents and management of the stadium leveraging the Target Company's extensive experience and highly-developed operating know-how. These measures will enable Yokohama residents to enjoy the benefits of the stadium, thereby increasing the number of visitors and users from within and outside of the City of Yokohama and fostering repeat users and furthering services for fans. In addition, promoting a stadium based in Yokohama will lead to measures that induce visits to other parts of the city, leading to the revitalization of the City of Yokohama and Kannai district through baseball and resulting in increase in visitors and users of a variety of facilities, restaurants and shops in these areas. Through these measures, the Tender Offeror and the Target Company will be able to make greater contributions to the local society and to play a key role in promoting a stadium based in Yokohama that is loved by all Yokohama City residents. These measures will also lead to strengthening of the business of the Tender Offeror and the Target Company.

The Target Company began as a stadium for citizens in Yokohama Park, a historical place for Japanese baseball where the first baseball ground was opened in the early Meiji period. According to the Target Company Press Release, the Target Company expects that, through the Tender Offer, in accordance with its agreement/accord with the City of Yokohama, the Target Company will continue to act as the a stadium for citizens to contribute to further growth and development of all aspects of Japanese baseball (including amateur baseball played by adults and university and high school students, as well as professional baseball).

According to the Target Company Press Release, the Target Company, at a meeting of its board of directors held on November 20, 2015, determined that, in order to increase its corporate value, it was necessary to combine management and operations with the Tender Offeror. In reaching such determination, the Target Company considered such matters as the necessity and suitability of the Tender Offer, the appropriateness of the terms of the Tender Offer and the Target Company's management policy following completion of the Tender Offer.

The Target Company's board also concluded that, as the Target Company is an unlisted company with restrictions on the transfer of its shares, the Tender Offer would provide a reasonable opportunity to the Target Company's shareholders to sell Target Company Shares. On the other hand, while the Tender Offer Price is within the pricing range under the valuation provided by Plutus Consulting, the Target Company also considered the uncertainty as to (i) whether the Target Company's right to use Yokohama Stadium pursuant to its agreement with the City of Yokohama (as described under "(2) Background, Objective and Decision-Making Process of/for the Implementation of the Tender Offer and Management Policy after Completion of the Tender Offer" below) would extend beyond April 2023 and (ii) the results of inspection on the earthquake-proof status of Yokohama Stadium. The Target Company therefore instructed Plutus Consulting to take into account several scenarios in valuing the Target Company Shares, resulting in a valuation range of JPY 1,457 to JPY 2,166 per Target Company Share. Noting that (i) it would be necessary to combine operations with the Tender Offeror to maximize the corporate value of the Target Company and (ii) the Tender Offer would provide a reasonable opportunity to the Target Company's shareholders to sell Target Company Shares, the Target Company's board of directors decided to express support for the Tender Offer. At the same time, the board also considered the fact that (i) the Tender Offer Price is within the pricing range under the valuation provided by Plutus Consulting, such range being as broad as JPY 1,457 to JPY 2,166 per Target Company Share, (ii) the Tender Offeror does not intend to squeeze out any Target Company shareholders and to effect a two-step acquisition of the Target Company and (iii) the Target Company shareholders have the option to continue to hold Target Company Shares after completion of the Tender Offer. In light of these factors, the board decided to leave to the determination of each of the Target Company's shareholders the decision as to whether to participate in the Tender Offer.

The Target Company Press Release note that, at the above-mentioned meeting of the Target Company's board of directors, seven out of nine board members (excluding Mr. Fujii and Mr. Mihara) adopted a unanimous resolution regarding the Tender Offer. The Target Company Press Release also notes that all four (4) of the statutory auditors of the Target Company participated in such board meeting and stated that they have no reservations about such board resolution. According to the Target Company Press Release, Mr. Fujii is an

employee of DeNA holding 97.69% of the voting rights of the Tender Offeror and Mr. Mihara concurrently serves as a director of the Tender Offeror. As such, in order to avoid the possibility of a conflict of interest, and to ensure fairness and neutrality in the Target Company's decision-making process, neither Mr. Fujii nor Mr. Mihara participated in the Target Company's board discussions and resolution relating to the Tender Offer.

(5) Plans for Acquiring Additional Target Company Shares After Completion of the Tender Offer

The objective of the Tender Offer is to make the Target Company a consolidated subsidiary of the Tender Offeror. In the event that this objective is met through the Tender Offer, the Tender Offeror currently has no plans to acquire additional Target Company Shares after completion of the Tender Offer. In addition, the Tender Offeror has no plans to squeeze out holders of Target Company Shares or to effectuate a two-step acquisition.

2. Summary of the Tender Offer

(1) Summary of the Target Company (Note 1)

1. Name	Yokohama Stadium Co. Ltd		
2. Location	Yokohama Park Naka-ku, Yokohama-shi, Kanagawa-ken		
3. Title and Name of the Representative	Tetsuji Nagaoka, President and Representative Director		
4. Business Description	• Administration, operation and leasing of the facility for baseball and other sports • Managing and leasing of the facility for various events; planning and convening for various events • Operations related to advertising and marketing inside of the facility as well as broadcasting and televising • Operation of the facilities of Yokohama Stadium as entrusted by the City of Yokohama		
5. Paid in Capital	JPY 3,480,000,000		
6. Date of Establishment	February 16, 1977		
7. Major Shareholders and Shareholding Ratio (as of July 31, 2015) (Note 2)	TV Asahi Holdings Corporation		5.75%
	Yokohama DeNA BayStars Baseball Club, Inc.		5.75%
	Tokyo Broadcasting System Holdings, Inc.		5.75%
	Fuji Media Holdings, Inc.		5.75%
	City of Yokohama		5.75%

	Bank of Yokohama, Ltd.	4.89%
	Obayashi Corporation	0.86%
	Kajima Corporation	0.86%
	Shimizu Corporation	0.86%
	Taisei Corporation	0.86%
	Takenaka Corporation	0.86%

8. Relationship between the Tender Offeror and the Target Company

Capital Relationship	The Tender Offeror owns 400,000 shares of the Target Company's common stock (percentage of the total number of shares issued as of July 31, 2015 (6,960,000) as set forth in the Target Company's most recent semi-annual report: 5.75%).
Personnel Relationship	The Tender Offeror has designated Mr. Kazuaki Mihara as a board member of the Target Company. In addition, DeNA, the parent of the Tender Offeror, has designated Mr. Kenso Fujii as a board member of the Target Company.
Transaction Relationship	The Tender Offeror pays to the Target Company a stadium usage fee and a media and advertisement fee.
Status as a Related Party	N/A

(Note 1) While the Target Company is an unlisted company, it periodically files securities reports. The Target Company filed its securities report for the fiscal year 2015 (ending in January 2015) on April 30, 2015.

(Note 2) Rounded to the nearest hundredth.

(2) Schedule Etc.

(i) Schedule, Etc.

Resolution of the Board of Directors	November 20, 2015 (Friday)
Date of public notice for commencement of tender offer	November 24, 2015 (Tuesday) Electronic public notice will be made and a notice to that effect will appear in the Nihon Keizai Shinbun (the Nikkei) . Address of the electronic public notice: (http://disclosure.edinet-fsa.go.jp/)
Submission date of the tender offer registration statement	November 24, 2015 (Tuesday)

(ii) Initial Tender Offer Period

From November 24, 2015 (Tuesday) to January 20, 2016 (Wednesday) (the “**Tender Offer Period**”)

(iii) Possibility of Extension upon Request of the Target Company

N/A

(3) Tender Offer Price

For one common share, JPY 1,500

(4) Basis of the Tender Offer Price Etc.

(i) Basis of Calculation

In determining the Tender Offer price per Target Company Share (the “**Tender Offer Price**”), the Tender Offeror instructed KPMG FAS Co., Ltd. (“**KPMG FAS**”), in its capacity as a third party appraiser independent from the Tender Offeror and the Target Company, to evaluate the value of the Target Company Shares and obtained the valuation report from KPMG FAS on November 20, 2015. The Tender Offeror has not obtained any opinion regarding the fairness of the Tender Offer Price (fairness opinion) from KPMG FAS.

In evaluating the value of the Target Company Shares, KPMG FAS considered several valuation methodology, and with a view to reflecting the future business prospects of the Target Company, selected the DCF Method as the most appropriate valuation method. The range of the value per Target Company Share determined by KPMG FAS based on such valuation method is as follows:

DCF Method: JPY 1,321 to JPY 1,660.

Under the DCF Method, on the basis of the business plan for the Target Company for the period following the year 2016 ending in January 2016, prepared by the Tender Offeror, information disclosed to the general public and other factors, KPMG FAS analyzed the corporate value and value per share of the Target Company by discounting the Target Company’s projected free cash flow after the third quarter of fiscal year 2016 by a specified discount rate, and determined the present value per Target Company Share to be between JPY 1,321 and JPY 1,660. The business plan used in applying the DCF Method does not assume any major increase or decrease in profits.

The Tender Offeror considered various factors in determining the Tender Offer Price, including the value per Target Company Share set forth in KPMG FAS’ valuation report, discussions and negotiations with the Target Company, due diligence on the Target Company, approval of the Tender Offer by the Target Company and projections for the number of Target Company Shares likely to be tendered in the Tender Offer. As a result of these considerations, on November 20, 2015, the Tender Offeror determined the Tender Offer Price to be JPY 1,500.

(ii) Background of Calculation

On October 9, 2015, the Tender Offeror and the Target Company held a meeting to exchange preliminary views on the Tender Offeror's proposal for a tender offer aimed at making the Target Company a consolidated subsidiary of the Tender Offeror. In addition on the same date, recognizing the need for the understanding and cooperation of the Target Company's major shareholders and other related parties, the Tender Offeror commenced discussions with each such shareholder regarding such tender offer proposal. Thereafter, on November 5, 2015, the Tender Offeror and the Target Company discussed the tender offer proposal in detail, concretely to address such matters as the management structure and appropriate treatment of employees after completion of the proposed tender offer. The Tender Offeror and the Target Company continued to discuss and consider the Target Company's tender offer proposal, including its feasibility, the merits of the Target Company's becoming a consolidated subsidiary of the Tender Offeror and the Tender Offer Price, as well as matters relating to the Target Company's employees. On the basis of these discussions, the Tender Offeror and the Target Company concluded that, in order to increase each other's corporate value, both parties needed a management structure that facilitates swift decision-making on matters relating to the Yokohama Stadium and enables a nimble, flexible and efficient approach to strategies that timely reflect changes in the external environment and the interests of each party. Having reached the decision that such an arrangement would be possible only if the Tender Offeror and the Target Company were to combine management and operations, the Tender Offeror, at the meeting of its board of directors held on November 20, 2015, determined the Tender Offer Price based on the following considerations.

(a) Identity of Third Party That Provided Opinion on Calculation

In determining the Tender Offer Price, the Tender Offeror instructed KPMG FAS, in its capacity as a third party appraiser independent from the Tender Offeror and the Target Company, to evaluate the value of the Target Company Shares and obtained the valuation report from KPMG FAS on November 20, 2015. The Tender Offeror has not obtained any opinion regarding the fairness of the Tender Offer Price (fairness opinion) from KPMG FAS.

(b) Summary of Opinion

KPMG FAS used the DCF Method in determining the value per Target Company Share. The range of the value per Target Company Share determined by KPMG FAS based on such valuation method is as follows:

DCF Method: JPY 1,321 to JPY 1,660.

(c) Determination of Tender Offer Price Based on Opinion

The Tender Offeror considered various factors in determining the Tender Offer Price, including the value per Target Company Share set forth in KPMG FAS' valuation report, discussions and negotiations with the Target Company, due diligence on the Target Company, approval of the Tender Offer by the Target Company and projections for the number of Target Company Shares likely to be tendered in the Tender Offer. As a result of these considerations, on November 20, 2015, the Tender Offeror determined the Tender Offer Price to be JPY 1,500.

(iii) Relationship with Appraiser

As noted in “(ii) Background of Calculation -- (a) Identity of Third Party That Provided Opinion on Calculation” above, in determining the Tender Offer Price, the Target Company instructed KPMG FAS, in its capacity as a third party appraiser independent from the Tender Offeror and the Target Company, to evaluate the value of the Target Company Shares.

(5) Number of Shares Expected to be Purchased

Number of Shares Expected to be Purchased	Minimum Number of Shares Expected to be Purchased	Maximum Number of Shares Expected to be Purchased
6,560,000 (shares)	3,080,001 (shares)	- (shares)

(Note 1) In the event that the total number of Tendered Shares is less the Minimum Number of Tendered Shares (3,080,001), none of the Tendered Shares will be purchased. If the total number of Tendered Shares exceeds the Minimum Number of Tendered Shares (3,080,001), the Tender Offeror will purchase all such Tendered Shares.

(Note 2) As the Tender Offeror has not set a maximum number of Tendered Shares for the Tender Offer, the number of Target Company Shares expected to be purchased is the maximum number of Target Company Shares that the Tender Offeror may purchase pursuant to the Tender Offer. Such maximum number (6,560,000) has been calculated by deducting the total number of Target Company Shares held by the Tender Offeror (400,000) from the total number of issued and outstanding Target Company Shares as of July 31, 2015 as set forth in the Target Company’s most recent semi-annual report (6,960,000).

(6) Changes in Shareholding Ratio Resulting from Tender Offer

Voting Rights Represented by Target Company Shares Owned by the Tender Offeror before the Tender Offer	400,000	(Shareholding Ratio before Tender Offer: 5.75%)
Voting Rights Represented by Target Company Shares Expected to be Owned by the Tender Offeror after the Tender Offer	6,960,000	(Shareholding Ratio after Tender Offer: 100%)
Voting Rights of All Shareholders of the Target Company	6,960,000	

(Note 1) “Voting Rights of All Shareholders of the Target Company” is the total voting rights of all shareholders of the Target Company as of July 31, 2016 as set forth in the Target Company’s most recent semi-annual report.

(Note 2) The percentage under “Voting Rights Represented by Target Company Shares Owned by the Tender Offeror before the Tender Offer” has been rounded to the nearest hundredth .

(7) Purchase Price JPY 9,840,000,000

(Note) Calculated by multiplying the number of Target Company Shares expected to be purchased in the Tender Offer (6,560,000) by the Tender Offer Price (JPY 1,500).

(8) Procedures for Settlement

(i) Name and Location of Head Office of the Financial Instruments Business Operator or Bank, Etc. in Charge of Settlement of Purchase, Etc.

Daiwa Securities Co., Ltd
9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

(ii) Settlement Commencement Date

January 28, 2016 (Thursday)

(iii) Settlement Procedures

Promptly after the end of the Tender Offer Period, a written notice of purchase, etc. in the Tender Offer will be mailed to the address of each holder of Target Company Shares tendering such shares in the Tender Offer (the “**Tendering Shareholder**”) (or, if such holder is a foreign shareholder, to the address of its standing proxy). Purchases will be settled in cash. Promptly after the end of the Tender Offer Period, in accordance with the instructions of each Tendering Shareholder (or, if such holder is a foreign shareholder, its standing proxy), the tender offer agent will remit the proceeds of the sale of such Tendering Shareholder’s Target Company Shares to the address designated by such Tendering Shareholder (subject to any remittance fee) or, if such Tendering Shareholder tendered through the tender offer agent, to the account of such Tendering Shareholder.

(iv) Procedures for Returning Share Certificates, Etc.

If no tendered Target Company Shares are purchased as a result of the conditions described in “(i) Conditions Set Forth in Each Item of Article 27-13, Paragraph 4, of the Financial Instruments and Exchange Act (Act No. 25 of 1948), as amended (the “**Act**”)” or “(ii) Conditions of Withdrawal, Etc. of Tender Offer and Procedures for Disclosure of Withdrawal” under “(9) Other Conditions and Procedures of Purchase, Etc.” below, the tender offer agent will promptly return by personal delivery or mail the share certificates representing the tendered Target Company Shares that are required to be returned on or after the business day immediately following the end of the Tender Offer Period (or if the Tender Offer has been withdrawn, the date of such withdrawal) to the address or place of residence of the relevant Tendering Shareholder (or, if such holder is a foreign shareholder, to the address of its standing proxy).

(9) Other Conditions and Procedures of Purchase, Etc.

(i) Applicability and Details of Conditions Set Forth in Each Item of Article 27-13, Paragraph 4, of the Act

In the event that the total number of Tendered Shares is less the Minimum Number of Tendered Shares (3,080,001), none of the Tendered Shares will be purchased. If the total number of Tendered Shares exceeds the Minimum Number of Tendered Shares (3,080,001), the Tender Offeror will purchase all such Tendered Shares.

(ii) Applicability and Details of Conditions for Withdrawal, Etc. of Tender Offer and Procedures for Disclosure of Such Withdrawal

If any of the events described in Item 1(i) through (vii) and (xii) through (xviii), Item 3 (i) through (vii) and (x) of Paragraph 1, and Items 3 through 6 of Paragraph 2 of Article 14 of the Financial Instruments and Exchange Act Enforcement Order (Government Order No. 321 of 1965, as amended (the “**Enforcement Order**”) were to occur, the Tender Offer may be withdrawn. The event described in Item 3(x) of paragraph 1 of Article 14 of the Enforcement Order is, similar to the events described in Item 3(i) through (ix), a finding that any of the statutory disclosure documents filed by the Target Company in the past contained an untrue statement of a material fact or omitted to state a material fact required to be stated therein.

In case of any withdrawal, an electronic public notice will be issued and an notification to that effect with be published in the Nihon Keizai Shinbun. If, however, it were to be impractical to issue such public notice by the last day of the Tender Offer Period, the Tender Offeror will make an announcement in accordance with the procedures set forth in Article 20 of the Cabinet Office Ordinance Regarding Disclosure of Tender Offer for Shares and Other Securities by Non-issuers (MOF Ordinance No. 38 of 1990, as amended) (the “**Ordinance**”) and issue a public notice immediately thereafter.

(iii) Applicability and Details of Conditions for Reduction of Tender Offer Price and Procedures for Disclosure of Such Reduction

If the Target Company takes any action set forth in Article 13, Paragraph 1 of the Enforcement Order during the Tender Offer Period pursuant to the provisions of Item 1, Paragraph 1 of Article 27-6 of the Act, the Tender Offeror may reduce the Tender Offer Price, in accordance with Article 19, Paragraph 1 of the Ordinance.

In case of any such reduction, an electronic public notice will be issued and an notification to that effect with be published in the Nihon Keizai Shinbun. If, however, it were to be impractical to issue such public notice by the last day of the Tender Offer Period, the Tender Offeror will make an announcement in accordance with the procedures set forth in Article 20 of the Ordinance and issue a public notice immediately thereafter. In the event that the Tender Offer Price is reduced, the Target Company Shares tendered prior to the date of such public notice will also be purchased at the reduced price.

(iv) Matters Concerning the Right of Tendering Shareholder to Terminate Agreement

Any Tendering Shareholder may terminate the agreement relating to the Tender Offer at any time during the Tender Offer Period. In the event of such termination, the Tendering Shareholder must deliver or mail termination documents (a copy of the application for the Tender Offer and a statement confirming such Tendering Shareholder’s intention to terminate the agreement relating to the Tender Offer) to the head office of any branch of the tender offer agent by 16:00 on the last day of the Tender Offer Period. In the

case of delivery by mail, the tender offer agent must receive the termination documents by 16:00 on the last day of the Tender Offer Period.

The Tender Offeror will not seek indemnification or payment of a penalty for breach of contract from any Tendering Shareholder that terminates the agreement relating to the Tender Offer. In addition, the cost of returning the share certificates evidencing the tendered Target Company Shares will be borne by the Tender Offeror. In the case of termination, such share certificates will be returned promptly in accordance with the procedures described in “(iv) Procedures for Returning Share Certificates, Etc.” under “(8) Procedures for Settlement” above, after completion of the termination procedures.

(v) Procedures for Disclosure of Any Change in the Terms of the Tender Offer

The Tender Offeror may change the terms of the Tender Offer during the Tender Offer Period except where such change is prohibited by Article 27-6, Paragraph 1 of the Act and Article 13, Paragraph 2 of the Enforcement Order. In case of any such change, an electronic public notice will be issued and an notification to that effect will be published in the Nihon Keizai Shinbun. If, however, it were to be impractical to issue such public notice by the last day of the Tender Offer Period, the Tender Offeror will make an announcement in accordance with the procedures set forth in Article 20 of the Ordinance and issue a public notice immediately thereafter. In the event of any change in the terms of the Tender Offer, the Target Company Shares tendered prior to the date of such public notice will also be purchased subject to the changed terms.

(vi) Procedures for Disclosure of Any Amendment to Registration Statement

If the Tender Offeror files an amendment to its registration statement with the Director-General of the Kanto Local Financial Bureau (but excluding a case that falls within the proviso of Paragraph 11, Article 27-8 of the Act), the Tender Offeror promptly will announce the contents of such amendment, but only with respect to amendments affecting the content of the public notice of the commencement of the Tender Offer, in accordance with the procedures set forth in Article 20 of the Ordinance. In addition, the Tender Offeror promptly will amend the tender offer explanatory statement and provide the amended version to all Tendering Shareholders who received such tender offer explanatory statement. If the scope of the amendments is limited, the Tender Offeror will prepare a statement setting forth the reasons for the amendment, the items that have been amended and the contents after such amendments, and will notify the Tendering Shareholder of such amendment by delivering such statement to the Tendering Shareholders.

(vii) Procedures for Disclosure of Results of Tender Offer

The results of the Tender Offer will be announced in accordance with the procedures set forth in Article 9-4 of the Enforcement Order and Article 30-2 of the Ordinance, on the date immediately following the last day of the Tender Offer Period.

(viii) Other Matters

The Tender Offer is not being made, directly or indirectly, within the United States and is not directed at the United States. The Tender Offer is not being made through the use of the United States mail or any other means or instruments of communication in interstate

commerce (including, without limitation, telephone, telex, facsimile, electronic mail and other forms of internet communication), and is not being made through the facilities of any stock exchange in the United States. No holder of Target Company Shares may participate in the Tender Offer through any of the foregoing means of communication or facilities. In addition, neither this Notice nor any of the related documents is being sent or distributed, by mail or otherwise, in, through or from the United States. Any tender of Target Company Shares under the Tender Offer that directly or indirectly violates any of the foregoing restrictions will not be accepted.

In participating in the Tender Offer, a Tendering Shareholder (or, if such holder is a foreign shareholder, its standing proxy) may be required to represent and warrant the following to the tender offer agent: (A) at the time of tender of Target Company Shares and at the time of application for such tender, such Tendering Shareholder was not and will not be in the United States; (B) such Tendering Shareholder has not, directly or indirectly, received or distributed any information or materials relating to the Tender Offer from, within or to the United States; (C) in tendering Target Company Shares or in submitting or executing any application therefor, such Tendering Shareholder has not, directly or indirectly, used the United State mail or any other means or instrument of communication in interstate commerce (including, without limitation, telephone, telex, facsimile, electronic mail and other forms of internet communication) or any facilities of any stock exchange in the United States; and (D) such Tendering Shareholder is not acting as a non-discretionary agent or fiduciary for a third party (except when such third party provides all instructions in relation to the Tender Offer from outside the United States).

(10) Date of Public Notice of the Tender Offer

November 24, 2015 (Tuesday)

(11) Tender Offer Agent

Daiwa Securities Co., Ltd
9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

3. Policy after Completion of Tender Offer

With respect to the Tender Offeror's policy after completion of the Tender Offer, please refer to “(2) Background, Objectives and Decision-Making Process of/for the Implementation of the Tender Offer and Management Policy after Completion of the Tender Offer” under “1. Objectives of the Purchase, Etc.” above.

4. Agreements between the Tender Offeror and the Target Company or any of its Directors, and the Contents Thereof

(1) Agreement between the Tender Offeror and the Target Company

According to the Target Company Press Release, the Target Company, at a meeting of its board of directors held on November 20, 2015, expressed support for the Tender Offer and left to the determination of each of the Target Company's shareholders the decision as to whether to participate in the Tender Offer. For further details, please see “(iii) Approval of Board Members of the Target Company Who Do Not Have a Conflict of Interest and the

Confirmation by All Statutory Auditors of the Target Company That They Do Not Have Any Reservations” under “1. Objectives of the Purchase, Etc. -- (4) Measures to Ensure Fairness of the Tender Offer including Measure to Ensure Fairness in the Tender Offer Price and Measures to Avoid Conflicts of Interest”.

In addition, according to the Target Company Press Release, the Target Company’s articles of incorporation provide that the transfer of ownership interests in Target Company Shares requires the approval of the Target Company’s board of directors. At the November 20 board meeting, seven out of nine board members (excluding Mr. Fujii and Mr. Mihara) adopted a resolution approving the transfer of the Target Company Shares tendered in the Tender Offer, subject to the condition that the Tender Offer is successfully completed. As was the case in the board resolution regarding the Tender Offer as described above, all four (4) of the statutory auditors of the Target Company participated in such meeting and stated that they have no reservations about such board resolution. Similarly, in order to ensure fairness and neutrality in the Target Company’s decision-making process, neither Mr. Fujii nor Mr. Mihara participated in such board discussions and resolution.

(2) Agreement between the Tender Offeror and the Directors of the Target Company

None.

End