February 27, 2015

Company Name	Imagica Robot Holdings Inc.
Title and Name of Representative	Makoto Tsukada Representative Director, President (Securities Code: 6879, TSE 1st Section)
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Notice of Acquisition of Shares (Consolidation) of SDI Media Central Holdings Corp. (World's Largest Media Localization Service Company) via Joint Investment

Imagica Robot Holdings Inc. (hereinafter the "Company") hereby announces that it has resolved at the Board of Directors Meeting held on February 19, 2015 to consolidate SDI Media Central Holdings Corp. into a subsidiary via the transaction described below.

1. Outline of the Transaction

This transaction will be between the Company, the Cool Japan Fund Inc. (hereinafter "CJF"), and Sumitomo Corporation (hereinafter "SC"). The three companies will jointly form a Special Purpose Company (hereinafter "SPC") and acquire 100% of outstanding shares of SDI Media Central Holdings Corp. (hereinafter "SDI").

Regarding the transaction, since the Company's business is most strongly related to the SPC, the Company is scheduled to acquire 50.1%; a majority of ownership in the SPC. Additionally, a portion of funds to be used in the Transaction will be procured through borrowings from banks. As a result, SDI will become a consolidated subsidiary of the Company. Based on their agreement, the three parties will form an SPC, through which they will acquire SDI. The SPC will merge with SDI after this transaction is completed. (*Yen-Dollar FX rate used in these documents is JPY119/USD as of February 18, 2015.

2. Reasons for Acquisition of Shares

Since its founding in 1935 until the present day, the Company has continued to expand its film/video related businesses in areas such as the editing, processing, planning, production, procurement, distribution, and broadcasting of audiovisual content; the development and sales of film/video related systems; and the training and staffing of creative specialists to clients primarily for domestic television broadcasting companies, film production companies, and production companies. Recent developments in the Company's environment include the increase of new media types and improvements in content distribution primarily through the Internet both on a domestic and global scale, which has been made possible by advancements in technology and telecommunications infrastructure that allow for high quality audiovisual content to be transmitted and distributed at high speeds. Viewing these market trends as new business opportunities, it has become increasingly important to provide products and services that can meet client needs, and expansion of its overseas business is an important issue for the Company.

SDI provides media localization services such as dubbing and subtitling services for the purpose of global distribution of audiovisual content. SDI is a leader in the media localization industry with the world's largest dubbing and subtitling facilities footprint spanning 37 countries across the world. SDI's services are available in over 80 different languages.

Through making SDI into a subsidiary, the Company seeks to expand its media localization business in addition to its existing businesses, and to meet client needs for the globalization of planning, production, and distribution of audiovisual content, the Company will shift from its previous Japan-oriented business structure to one with a focus on global expansion. Additionally, with the objective of strengthening relationships with CJF and SC, parties with which the Company expects to cooperate in its business, joint investment was agreed upon after discussions between the three companies.

CJF, a joint investor in the transaction, is a government-private fund established in November, 2013 in accordance with applicable laws, which aim is to help explore and promote the overseas demands for goods and services of Japan. CJF, by working together with SDI, expects to improve factors such as media localization cost, quality, speed, efficiency, and know-how, which have been issues with overseas expansion of domestic audiovisual content, with the view that overseas expansion of domestic content holders will accelerate. SC intends to rely on the various global offices and client networks of SDI. to bolster the logistics and sales of its audiovisual contents.

In cooperation with SDI, which will become a new Company member, and joint investors CJF and SC, the Company will rely on the resources of each member company to contribute to the growth of the audiovisual content market both within Japan and across the world.

3. Outline of Special Purpose Company

(1)	Name	ICS International Inc.	
(2)	Address	1209 Orange Street, Wilmington, Delaware U.S.A.	
(3)	Title and Name of Representative	Masashi Nakamura, Director & President	
(4)	Business Areas	Holding shares of its subsidiary All businesses related to the previous part	
(5)	Capital	120,000 thousand U.S. dollars	
(6)	Established	February 5, 2015	
(7)	Major Shareholders and Ownership Ratio	Imagica Robot Holdings Inc. (50.1%) Cool Japan Fund Inc. (49.6%) Sumitomo Corporation (0.3%)	
(8)	Relationship with Listed Company and SDI	Capital Relationship	The Company holds an ownership ratio of 100.0% in ICS.
		Personnel Relationship	Masashi Nakamura, Director & President of ICS International Inc., is an Executive Officer of the Company.
		Transactional Relationship	N/A
(9)	Consolidated Financial Statement		

Accounting period			
Consolidated Assets	—	—	—
Consolidated Sales	—	—	—

*(5) Capital and (7) Major Shareholders and Ownership Ratio are as of the day on which the increases of capital are provided by Company, CJF and SC on and after March 20, 2015

**As of February 19, 2015, Company's Capital is US$6,000 (JPY714,000), 100% owned by Imagica Robot Holdings Inc.

4. Outline of Subsidiary (SDI) to be Transferred

(1)	Name	SDI Media Central Holdings Corp.	
(2)	Address	10950 Washington Boulevard Studio B Culver City, California 90232	
(3)	Title and Name of Representative	Walter Schonfeld, CEO	
(4)	Business Areas	Providing media localization services such as dubbing and subtitling primarily for audiovisual content in 37 countries and 80 languages throughout the world	
(5)	Capital	1 U.S. dollar (119 yen)	
(6)	Established	June 21, 2007	
(7)	Major Shareholders and Ownership Ratio	VPG SDI Media, LLC (100.0%)	
(8)	Relationship with Listed Company and SDI	Capital Relationship	N/A
		Personnel Relationship	N/A
		Transactional Relationship	N/A

(9) Consolidated Financial Statement as of December 31, 2011, 2012 and 2013			
Accounting period	2011	2012	2013
Consolidated Assets	101,569 thousand U.S. dollars (12,086 million yen)	109,101 thousand U.S. dollars (12,983 million yen)	132,590 thousand U.S. dollars (15,778 million yen)
Consolidated Sales	129,915 thousand U.S. dollars (15,459 million yen)	140,952 thousand U.S. dollars (16,773 million yen)	166,969 thousand U.S. dollars (19,869 million yen)
EBITDA	12,558 thousand U.S. dollars (1,494 million yen)	14,676 thousand U.S. dollars (1,746 million yen)	14,255 thousand U.S. dollars (1,696 million yen)

*EBITDA is calculated as "income before income taxes + interest expenses + foreign exchange losses + impairment loss of goodwill + other non-business/non-financing loss – interest income – foreign exchange gains – other non-business/non-financing income + depreciation + amortization of intangible assets."

*Whether or not a subsidiary of SDI meets the disclosure standards of a subsidiary of the Company will be determined based upon documents that will be acquired in the future, and findings will be disclosed separately.

5. Outline of Party to Sell Shares

(1)	Name	VPG SDI Media, LLC
(2)	Address	787 Seventh Avenue New York, New York 10019, U.S.
(3)	Title and Name of Representative	President - Brock Harris
(4)	Business Areas	Special purpose entity formed for the sole purpose of holding the shares of SDI Media Central Holdings ("SDI").
(5)	Capital	5,485 thousand U.S. dollars（652 million yen）
(6)	Established	November 23, 2010
(7)	Net Assets	5,485 thousand U.S. dollars（652 million yen）
(8)	Total Assets	5,485 thousand U.S. dollars（652 million yen）
(9)	Major Shareholders and Ownership Ratio	BNP Paribas VPG SDI Media Holdings, LLC (90.0%), CM Media Partners, LLC (10.0%)

(10)	Relationship with Listed Company and VPG SDI Media, LLC	Capital Relationship	N/A
		Personnel Relationship	N/A
		Transactional Relationship	N/A
		Relationship with Related Parties	N/A

*VPG SDI Media, LLC is a company jointly controlled indirectly by BNP Paribas.

6. Number of Shares to be Acquired, Amount of Investment by the Company, and Status of Held Shares Before and After Acquisition

(1)	Number of Shares Held Before Transfer	0 shares (Number of voting rights: 0) (Share of voting rights: 0.0%)
(2)	Number of Shares to be Acquired	50.1 shares (Number of voting rights: 50.1)
(3)	Amount of Investment by the Company	75.150 thousand U.S. dollars (8,942 million yen)
(4)	Number of Shares Held After Transfer	50.1 shares (Number of voting rights: 50.1) (Share of voting rights: 50.1%)

*The value at which SPC acquires SDI is 150,000 thousand U.S. dollars and (3) Amount of Investment by the Company is calculated based on the Company's share at 50.1%

*(2) When SPC merges with SDI, the Number of Shares to be Acquired and the number of voting rights will change but the ownership ratio and voting right ratio will not.

*The amount of investment by the Company was determined through discussions between the three companies and agreement with the seller, taking into consideration the media localization industry environment, the target company's position in the industry, operating results, and financial position. Evaluation from a third party institution has not been obtained, and the Company has not made estimates using its own methods.

*Besides (3) Amount of Investment by the Company, there will be "advisory cost" incurred, which value is not stated here because it is not definitely known at this point.

7. Schedule

(1)	Date of Resolution by Board of Directors Meeting	February 19, 2015
(2)	Conclusion of Agreement	February 19, 2015
(3)	Execution Date for Transaction	April 1, 2015 (Tentative)
(4)	Expected Date of Merger between SPC and SDI	On and after April 1, 2015

8. Future Outlook

The effect of this transaction on consolidated business results is currently under examination, and will be disclosed promptly as soon as it is determined.

(Reference) Consolidated Earnings Forecast for FY2014 (Announced May 8, 2014) and Consolidated Earnings Results for FY2013

	Net Sales	Operating Income	Ordinary Income	Net Income
FY2014 Forecast (Year ending March 31, 2015)	52,000 million yen	2,100 million yen	2,180 million yen	1,260 million yen
FY2013 Results (Year ended March 31, 2014)	51,526 million yen	2,047 million yen	2,177 million yen	1,539 million yen