April 28, 2015

Company Name	Imagica Robot Holdings Inc.
Title and Name of Representative	Makoto Tsukada Representative Director, President (Securities Code: 6879, TSE 1st Section)
Inquiries	Jun Ando Director and Managing Executive Officer, in Charge of Business Management Headquarters
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Notice of Merger Between Consolidated Subsidiaries

Imagica Robot Holdings Inc. (hereinafter the "Company") hereby announces that it has resolved at the Board of Directors Meeting held on April 23, 2015 to merge the four consolidated subsidiaries, ICS International Inc. (hereinafter "ICS"), SDI Media Central Holdings Corp. (hereinafter "Central"), SDI Media Holding, Inc. (hereinafter "Holding") and SDI Media Group, Inc. (hereinafter "Group"), as stated in the "Notice of Acquisition of Shares (Consolidation) of SDI Media Central Holdings Corp. (World's Largest Media Localization Service Company) via Joint Investment," announced on February 27, 2015.

Since this merger is among consolidated subsidiaries, a part of the items and content of disclosed information is shown in an abridged format.

(*) The Yen-Dollar rate used in these documents is JPY120/USD.

1. Objective of Merger

The Company acquired shares of Central via ICS, which was a joint investment between the Company, the Cool Japan Fund Inc. (hereinafter "CJ Fund") and Sumitomo Corporation (hereinafter "Sumitomo"). However, since ICS is a pure holding company of Central, and Central, Holding, and Group are also pure holding companies, the four companies will be merged into one company, with the intent of promoting efficiency in the management structure of the Company's "Media Localization Business" and aiming to further improve corporate value.

2. Summary of Merger

(1) Schedule of Merger

Resolution of merger by the Board of Directors (the Company)	April 23, 2015
Conclusion of merger agreement (among companies to be merged)	Scheduled for on or after May 1, 2015
General shareholders' meeting to approve merger	
(ICS)	Scheduled for on or after May 1, 2015*
(Central)	Scheduled for on or after May 1, 2015*
(Holding)	Scheduled for on or after May 1, 2015*
(Group)	Scheduled for on or after May 1, 2015*
Effective date of merger	Scheduled for on or after May 1, 2015

* Approval of the merger is scheduled to be obtained via resolution at general shareholders' meetings of the four companies.

(2) Method of Merger

Absorption-type merger with Group as the surviving company and ICS, Central, and Holding as the absorbed companies.

(3) Content of Allocations Related to the Merger

Since the merger will be among consolidated subsidiaries, there will be no allocation of shares, cash or other items.

3. Outline of Companies to Merge (As of December 31, 2014)

	Surviving company via absorption-type merger	Absorbed company via absorption-type merger
Name	SDI Media Group, Inc.	ICS International Inc.
Business Areas	Holding shares of its subsidiary All businesses related to the previous part	Holding shares of its subsidiary All businesses related to the previous part
Established	June 15, 2004	February 5, 2015
Address of Head Office	10950 Washington Boulevard Studio B Culver City, California 90232	1209 Orange Street, Wilmington, Delaware U.S.A.
Representative	Walter Schonfeld, CEO	Masashi Nakamura, Director & President
Capital	0 U.S. dollars (0 yen)	120,000 thousand U.S. dollars (14,400 million yen)
Number of Outstanding Shares	100 shares	20,000 shares
Total Assets	135,500 thousand U.S. dollars (16,260 million yen)	159,599 thousand U.S. dollars (19,151 million yen)
Fiscal Year-end	December 31	December 31
Shareholder Structure	SDI Media Holding, Inc. 100%	The Company 50.1% Cool Japan Fund Inc. 49.6% Sumitomo Corporation 0.3%

*The outline for ICS is as of April 23, 2015.

	Absorbed company via absorption-type merger	Absorbed company via absorption-type merger
Name	SDI Media Central Holdings Corp.	SDI Media Holding, Inc.
Business Areas	Holding shares of its subsidiary All businesses related to the previous part	Holding shares of its subsidiary All businesses related to the previous part
Established	June 21, 2007	June 28, 2004
Address of Head Office	10950 Washington Boulevard Studio B Culver City, California 90232	10950 Washington Boulevard Studio B Culver City, California 90232
Representative	Walter Schonfeld, CEO	Walter Schonfeld, CEO
Capital	1 U.S. dollar (120 yen)	0 U.S. dollars (0 yen)
Number of Outstanding Shares	100 shares	1 share
Total Assets	135,500 thousand U.S. dollars (16,260 million yen)	135,500 thousand U.S. dollars (16,260 million yen)
Fiscal Year-end	December 31	December 31
Shareholder Structure	ICS International Inc. 100%	SDI Media Central Holdings Corp. 100%

*Total assets for Group, Central, and Holding are preliminary pre-audit amounts.

4. Status After Merger

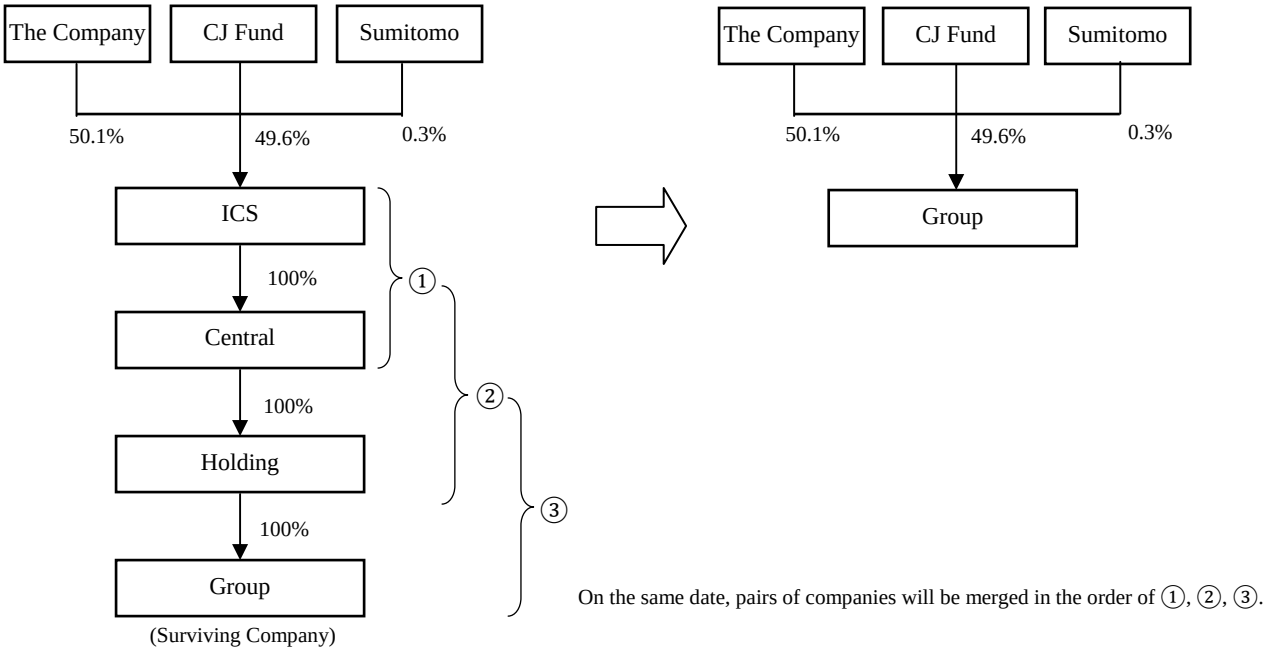
Name	SDI Media Group, Inc.	
Business Areas	Holding shares of its subsidiary All businesses related to the previous part	
Address of Head Office	10950 Washington Boulevard Studio B Culver City, California 90232	
Representative	Walter Schonfeld, CEO	
Capital	1 U.S. dollar (120 yen)	
Fiscal Year-end	December 31	
Shareholder Structure	The Company Cool Japan Fund Inc. Sumitomo Corporation	50.1% 49.6% 0.3%

5. Effect on Business Results

Since the merger will be among consolidated subsidiaries, there will be no effect on the consolidated business results of the Company.

(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



On the same date, pairs of companies will be merged in the order of ①, ②, ③.