(Reference Translation)

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To whom it may concern

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Announcement concerning Commencement of the Tender Offer for Shares of Tokyo Commodity Exchange, Inc.

Japan Exchange Group, Inc. (the "Tender Offeror") hereby announces that it resolved, at the meeting of the Board of Directors held on July 30, 2019, to acquire the shares of common stock ("Target Company's Common Stock") and non-voting stock ("Target Company's Non-Voting Stock") of Tokyo Stock Exchange, Inc. (the "Target Company") (the "Target Company's Common Stock" and the "Target Company's Non-Voting Stock" shall hereinafter be collectively referred to as the "Target Company's Stock"), through the tender offer (the "Tender Offer") under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; hereinafter referred to as the "Act").

1. Purpose of the Purchase, Etc.

(1) Overview of the Tender Offer

The Tender Offeror and the Target Company respectively resolved to agree to pursue the realization of a business combination at their respective meetings of the Board of Directors held on March 28, 2019, and entered into a basic agreement (the "Basic Agreement") as of March 28, 2019. Thereafter, as the Tender Offeror and the Target Company have continued deliberations in good faith and come to an agreement on the detailed conditions and manner of the Tender Offer, the Tender Offeror resolved, at the meeting of the Board of Directors held on July 30, 2019, to conduct the Tender Offer as a part of the transactions through which all of the shares of the Target Company's Stock are acquired with the aim of making the Target Company a wholly-owned subsidiary of the Tender Offeror (the "Transactions").

As of the date hereof, the Tender Offeror has never held either the Target Company's Common Stock nor the Target Company's Non-Voting Stock (Note 1) (Note 2).

In the Tender Offer, the minimum number of share certificates, etc. to be purchased is set at 2,110,973 shares (Note 3) (the Ownership Ratio (Note 4): 67.56%). If the total number of share certificates, etc. tendered through the Tender Offer (the "Tendered Share Certificates, Etc.") does not amount to the minimum number of share certificates, etc. to be purchased, the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc.. On the other hand, as the maximum number of share certificates, etc. to be purchased is not set in the Tender Offer, if the total number of the Tendered Share Certificates, Etc. is equal to or greater than the minimum number of share certificates, etc. to be purchased (2,110,973 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc.

Note 1: No voting rights at a general meeting of shareholders of the Target Company are attached to the Target Company's Non-Voting Stock.

Note 2: The Target Company's Non-Voting Stock is subject to: (a) the right of shareholders of the Target Company's Non-Voting Stock to request, on or after the day on which the Target Company's Common Stock is listed on a financial instruments exchange, that the Target Company distribute the Target Company's Common Stock in the number of shares corresponding to the share multiplier (100 shares) of the Target Company's Non-Voting Stock in exchange for one (1) share of the Target Company's Non-Voting Stock (the "Right to Request Acquisition"); (b) a wholly call clause under which the Target Company may acquire all of the shares of the Target Company's Non-Voting Stock in exchange for the distribution of the Target Company's Common Stock in the number of shares corresponding to the share multiplier (100 shares) per one (1) share of the Target Company's Non-Voting Stock pursuant to an extraordinary resolution of a meeting of its Board of Directors (the "Wholly Call Clause"); and (c) an acquisition clause under which the Target Company may acquire one (1) share of the Target Company's Non-Voting Stock in exchange for the distribution of the Target Company's Common Stock in the number corresponding to the share multiplier (100 shares) upon the arrival of the day that is separately specified by the Representative Executive Officer pursuant to Article 168, Paragraph 1 of the Companies Act (Act No. 86 of 2005; as amended; the same shall apply hereinafter) and that falls on or after the earlier of any of the days set forth in each of the following items: (i) day on which the Target Company files an application with a financial instruments exchange for listing the Target Company's Common Stock on such financial instruments exchange; (ii) day on which a merger agreement is approved at a general meeting of shareholders of the Target Company, under which the Target Company is to become the absorbed company (or the day on which such merger agreement was executed, if no resolution of the general meeting of shareholders is required); or (iii) day on which a share exchange agreement or share transfer plan, under which the Target

Company is to become a wholly-owned subsidiary, is approved at a general meeting of shareholders of the Target Company (or the day on which the share exchange agreement is executed, if no resolution of the general meeting of shareholders is required with respect to the share exchange agreement); and (d) an acquisition clause under which the Target Company may acquire one (1) share of the Target Company's Non-Voting Stock in exchange for the distribution of a cash amount equivalent to the net assets per share of the Target Company's Non-Voting Stock as of such date of acquisition by the Target Company, upon the arrival of the day that is separately specified by the Representative Executive Officer pursuant to Article 168, Paragraph 1 of the Companies Act and that falls on or after any of the days set forth in (c)(i) above (hereinafter, the acquisition clauses set forth in (c) and (d) above shall be collectively referred to as the "Acquisition Clauses"; and the Right to Request Acquisition, the Wholly Call Clause and the Acquisition Clauses shall be collectively referred to as the "Rights to Request Acquisition, Etc."). However, the Tender Offeror, through the Transactions, intends to acquire all of the shares of the Target Company's Stock and to make the Target Company a wholly-owned subsidiary of the Tender Offeror, and during the course of the Transactions, the Tender Offeror does not anticipate that (i) the Target Company's Common Stock will be listed on any financial instruments exchange and as such, the Target Company's Non-Voting Stock will be converted into the Target Company's Common Stock; (ii) a merger, share exchange or share transfer will be conducted, to which the Target Company is a party; and (iii) the Wholly Call Clause will be exercised pursuant to an extraordinary resolution at a general meeting of shareholders of the Target Company, and therefore, the Target Company's Non-Voting Stock is not anticipated to be converted into the Target Company's Common Stock. According to the Target Company, the reason the Target Company issues the Target Company's Common Stock and the Target Company's Non-Voting Stock is because, when the Target Company has undergone organizational structural reform under the Commodity Exchange Act (currently, the Commodity Derivatives Act (Act No. 239 of 1950, as amended; hereinafter the "Commodity Derivatives Act")), it has been required to issue the shares of the Target Company's Common Stock and the Target Company's Non-Voting Stock in combination in order to distribute voting rights to all of the members equally in number, irrespective of the number of shares held by each shareholder, at the allocation of the shares of stock pertaining to the organizational structural reform, considering the fact that each member had one (1) unit of voting rights prior to the organizational structural reform irrespective of the number of investment units.

Note 3: The minimum number of share certificates, etc. to be purchased (2,110,973 shares) is set at the number of shares (2,110,973 shares), which was obtained by multiplying the number of shares of the Target Company's Common Stock as of March 31, 2019 as set forth in the securities report for the 73rd fiscal year that was filed on June 25, 2019 ("Target Company's

Securities Report for the 73rd Fiscal Year") (3,041,000 shares) by two-thirds (2/3), and then rounding up the shares constituting less than one (1) unit (100 shares) with respect to such obtained number of shares (2,027,400 shares), and then adding the number of shares (83,573 shares) of the Target Company's Non-Voting Stock as of March 31, 2019 as set forth in the Target Company's Securities Report for the 73rd Fiscal Year. In this regard, the Tender Offeror, through the Transactions, intends to acquire all of the shares of the Target Company's Stock and to make the Target Company a wholly-owned subsidiary of the Tender Offeror, and during the course of the Transactions, the Tender Offeror does not anticipate that (i) the Target Company's Common Stock will be listed on any financial instruments exchange and as such, the Target Company's Non-Voting Stock will be converted into the Target Company's Common Stock; (ii) a merger, share exchange or share transfer will be conducted, to which the Target Company is a party; and (iii) the Wholly Call Clause will be exercised pursuant to an extraordinary resolution at a general meeting of shareholders of the Target Company, and therefore, the Target Company's Non-Voting Stock is not anticipated to be converted into the Target Company's Common Stock. Therefore, in order to ensure that the Target Company becomes a wholly-owned subsidiary of the Tender Offeror if the Tender Offer has been established, the minimum number of share certificates, etc. to be purchased was determined in the above-mentioned manner on the ground that the number of the voting rights acquired through the Tender Offer must exceed two-thirds (2/3) of the total number of the voting rights of the Target Company on the assumption that the Target Company's Non-Voting Stock will not be converted into the Target Company's Common Stock.

Note 4: The "Ownership Ratio" means the percentage of shares relative to the total number of shares (3,124,573 shares) of (i) the Target Company's Common Stock (3,041,000 shares) and (ii) the Target Company's Non-Voting Stock (83,573 shares) as of March 31, 2019, as set forth in the Target Company's Securities Report for the 73rd Fiscal Year (rounded to the second decimal place; hereinafter, the same shall apply in all calculation of the Ownership Ratio).

For implementing the Tender Offer, as of July 30, 2019, the Tender Offeror entered into an agreement with the Target Company on business combination stipulating the policy, organizational structure, and other related matters after the completion of the business combination (the "Business Combination Agreement"). For the outline of the Business Combination Agreement, please see "(3) Matters concerning material agreement related to the Tender Offer" below.

If the Tender Offer is established but the Tender Offeror does not acquire all of the shares of the Target Company's Stock through the Tender Offer, it plans to acquire all of the shares of the Target Company's Stock in accordance with the procedures set forth in "(5) Policy on reorganization, etc. after the Tender Offer (matters relating to the so-called two step takeover)".

According to the "Announcement of Opinion regarding the Tender Offer for Our Shares by Japan Exchange Group, Inc." (the "Target Company's Announcement") published by the Target Company as of July 30, 2019, the Target Company resolved at the meeting of the Board of Directors held on July 30, 2019 to express an opinion supporting the Tender Offer and to recommend the shareholders of the Target Company to tender in the Tender Offer. For the details of the resolution of the meeting of the Board of Directors held by the Target Company, please see the Target Company's Announcement and "d. Approval of all directors participated of the Target Company" of "(4) Measures to ensure the fairness of the Tender Offer" below.

(2) Background to, purpose of and decision making process concerning the Tender Offer, and management policy after the Tender Offer

a. Background to, purpose of and decision making process concerning the Tender Offer

Japan Exchange Group, Inc., the Tender Offeror, was established on January 1, 2013 as a result of the merger of Tokyo Stock Exchange Group, Inc. and Osaka Securities Exchange Co., Ltd. As of today, it is a financial instruments exchange holding company under the Financial Instruments and Exchange Act that has five consolidated subsidiaries, including Tokyo Stock Exchange, Inc. ("TSE"), Osaka Exchange, Inc. ("OSE"), Japan Exchange Regulation and the Japan Securities Clearing Corporation ("JSCC"), and three affiliates accounted for by the equity method (together with the Tender Offeror, the "Tender Offeror Group"), and its core business includes the management and administration of such subsidiaries and affiliates. The Tender Offeror's shares are listed on the First Section of the Tokyo Stock Exchange.

The Tender Offeror Group, as a financial instruments exchange holding company group under the Financial Instruments and Exchange Act, provides a series of services related to Japanese markets from listing of securities and derivatives to offering of trading opportunities, clearing and settlement services and index and information services, by mobilizing the abilities of companies of the Tender Offeror Group.

The cash equity market of TSE is composed mainly of stock markets, including the First Section, Second Section, Mothers and JASDAQ. The Tender Offeror Group's share markets are counted as one of the world's largest markets, and they have established a firm position as the core infrastructure of the Japanese stock market. In addition to shares, the Tender Offeror Group offers a variety of products, including exchange traded funds (ETFs), exchange traded notes (ETNs), real estate investment trusts (REITs), and infrastructure funds.

OSE's derivatives markets offer transactions of index futures, index options, Japanese government bond futures, government bond futures options and securities options. With respect to the trading hours, in addition to the intra-day trading, OSE also provides trading opportunities during the evening and at night. With respect to index futures and index options, OSE provides transactions based on the Nikkei Stock

Average and TOPIX (Tokyo Stock Price Index), both of which represent Japan's stock price indices and have become Japan's leading derivative products. With respect to Japanese government bond futures, 10-year Japanese Government Bond Futures have become an indicator of the long-term interest rate market due to their high liquidity.

As the market needs to be fair and reliable in order for investors to participate in the financial instruments exchange market with ease, and, it is essential that the self-regulatory functions be properly exercised in order to ensure fairness and reliability of the market, Japan Exchange Regulation is placed under the umbrella of the Tender Offeror, which is the holding company, and maintains fairness and confidence in the market as a quality control center of the exchange. By conducting the self-regulatory function as a self-regulatory corporation, which is a different corporation from the financial instruments exchange that operates the market, Japan Exchange Regulation, which is in a position close to the market, exhibits high levels of expertise, and, at the same time, it realizes an organizational structure that is easy to secure neutrality and effectiveness.

As a clearing house for financial instruments, JSCC provides clearing services not only for cash transactions and futures and options transactions closed on all financial instruments exchanges in Japan and OSE's derivatives markets but also for transactions through Proprietary Trading System (PTS), OTC derivatives transactions and OTC Japanese government bond transactions, and guarantees the performance of settlements by becoming a counterparty to the seller and the buyer of a transaction.

In addition, the Tender Offeror Group disseminates various information including securities transactions and contract prices of derivatives whenever such information occurs or changes, and provides market participants with index information and various statistical information calculated based on stock price and other information.

On March 28, 2019, the Tender Offeror announced its 3rd Medium-Term Management Plan (FY2019 to FY2021), with the following basic policy based on its medium- to long-term vision: under rapid innovation and global dynamics, it aims to evolve into a total smart exchange, where anyone can trade any product in a secure and easy way, by further cooperating with stakeholders and entering into new partnerships. The Tender Offeror aims to continue being a leading market in the world by implementing the measures based on its core strategies, i.e., "Pursue 'the shape of the market' toward the next generation," "Launch and develop a comprehensive exchange," "Diversify and propel data services into the next generation" and "Develop a foundation to support the future of our business and the society."

In this way, the Tender Offeror is focusing on strengthening the global competitiveness of the Japanese market. By merging with the Target Company after the Tender Offer, the Tender Offeror aims to boost activity in the derivatives market in Japan and make it evolve into a leading global derivatives market.

On the other hand, the Target Company, which is an unlisted company, was established as Tokyo Textile Exchange in February 1951. Subsequently, Tokyo Rubber Exchange was established in December 1952 and Tokyo Gold Exchange was established in February 1982. In November 1984, Tokyo Textile Exchange merged with the Tokyo Rubber Exchange and the Tokyo Gold Exchange into the Tokyo Commodity Exchange, with Tokyo Textile Exchange as the surviving exchange. In December 2008, the Target Company was subject to the organizational structural reform from non-profit membership organization to for-profit stock company. In October 2010, the Target Company made Japan Commodity Clearing House Co., Ltd. ("JCCH"), which is in charge of clearing services, its subsidiary. In February 2013, the Target Company changed its trade name in Japanese to "Kabushiki Kaisha Tokyo Shohin Torihikijo" (Tokyo Commodity Exchange, Inc.), and such trade name continues to this day. As of today, the Target Company's corporate group is comprised of the Target Company, one consolidated subsidiary (JCCH), one non-consolidated subsidiary (JAPAN OTC EXCHANGE, Inc.) and one non-equity method affiliate (Emissions Trading Exchange Preparatory Corporation, Inc.) (the "Target Company Group"), and its core business consists of the "Exchange business" and the "Clearing business."

In the Exchange business, the Target Company establishes and operates a market necessary for carrying out futures transactions and spot transactions pertaining to commodities and futures transactions pertaining to commodity indexes in accordance with the Commodity Derivatives Act. In addition, as business activities that are incidental or relating to the activities stated above, the Target Company engages in appraisal of the quality of the commodities listed on the commodities markets opened by the Target Company (the "Target Company Markets"); research and study, publication and PR/publicity of commodities, commodity indexes and the economy in general; dispute mediation; and alliance or cooperation with domestic and foreign exchanges and other organizations that are related to the business of the Target Company Group. As part of its Exchange business, the Target Company operates a commodity exchange that lists six markets (Precious Metals, Rubber, Aluminum, Oil, Chukyo Oil, and Agricultural Product & Sugar Markets) and seventeen commodities, and trading volume in the Target Company Markets for FY2018 (from April 1, 2018 through March 31, 2019) totaled 21,070,000 contracts (a decrease of 16.9% from the previous fiscal year). The trading volume and composition ratios for each of the principal listed commodities are as follows: Gold (10,436,559 contracts, 49.5%), Platinum (3,475,996 contracts, 16.5%), Rubber (1,827,316 contracts, 8.7%) and Crude Oil (4,284,652 contracts, 20.3%). Operating revenue from the Exchange business consists primarily of exchange fees (fees collected on each contract of sale or purchase). Revenue from exchange fees fluctuates according to the trading volume, and accounted for 84.8% of the operating revenue from the Exchange business in FY2018. Other operating revenue includes annual membership fees (fees in a fixed amount collected for each commodity market at which a participant is qualified for trading), income from market data distribution (fees for the use of market data), and income from trading system services (fees from login users of the trading system).

In the Clearing business, the Target Company Group engages in clearing services related to commodity futures transactions ("clearing and settlement services") and other businesses incidental or relating thereto by obtaining permission from the Minister of Agriculture, Forestry and Fisheries and the Minister of Economy, Trade and Industry pursuant to the provisions of Article 167 of the Commodity Derivatives Act. In the Clearing business, JCCH, a consolidated subsidiary of the Target Company, serves as a clearing house for commodity transactions engaging in the clearing and settlement services. In addition to undertaking the debts based on transactions on commodity markets established by all commodity exchanges in Japan, including the Target Company, JCCH undertakes debts for over-the-counter commodity derivative transactions pursuant to Article 170 of the Commodity Derivatives Act. JCCH undertakes debts arising from transactions concluded on a commodity market, over-the-counter commodity transactions and other transactions from both parties to the transactions and, at the same time, acquires the corresponding claims, and becomes parties to the claims and debts on behalf of the parties to the transaction, thereby guaranteeing the performance of settlement. Operating revenue from the Clearing business consists primarily of clearing fees (fees collected on each debt undertaking). The revenue from clearing fees fluctuates according to the trading volume on the commodity market and the number of debt undertakings, including debt undertakings related to over-the-counter commodity derivative transactions. In FY2018, revenue from clearing fees accounted for 100% of operating revenue from the Clearing business.

To improve market liquidity and increase trading volume, the Target Company Group has defined measures such as urging participation of individual investors and overseas prop traders (Note) in the market, establishing a comprehensive commodity market and a comprehensive energy market, and strengthening overseas marketing activities as its first priorities, and has made efforts to achieve these goals. However, the trading volume in the Target Company Market in FY2018 was 21,070,000 contracts (a decrease of 16.9% from the previous fiscal year), and the situation is severe.

Under these circumstances, in order to ensure business continuity, the Target Company has fundamentally reviewed the trading system, which entails the majority of the total cost of the Target Company, and aims to halve the cost for the trading system without lowering its performance from the renewal of the trading system, which is scheduled for September 2021. However, since the cost structure will remain unchanged until such renewal, the Target Company will make efforts to balance income and expenditures under the current structure by reconsidering the fee structure and continuing to take steps to recover trading volume through activation of the markets. In making the above efforts, since there is no change in the situation where promotion of participation of various investors is indispensable, which constitutes a backdrop for establishing the above-mentioned first priorities, the Target Company will continue to follow the same direction and, in particular, further strengthen efforts such as promoting the participation of domestic individual investors and overseas prop traders and strengthening our marketing activities in China.

In order to develop comprehensive energy markets, such as electricity futures markets, the Target Company will strive for the early commencement of transactions on the markets and promotion of transactions after commencement in order to fulfill its role as an industry infrastructure that underpins the Japanese energy policy and its social mission as a public market.

Note: "Prop traders" mean investment companies that invest their own funds.

While so-called "comprehensive exchanges," which are highly convenient exchanges for investors that provide financial and commodity derivatives trading in a one-stop way, under the same regulation and supervision and using the same exchange infrastructure, have become mainstream in the world, in Japan, multiple exchanges are established based on different legal bases, which brought about a situation that impairs the convenience of investors and a challenge for securing the sustainability of Japan's commodity derivatives market.

With respect to the concept plan for a comprehensive exchange in Japan, in the "Economic and Fiscal Reform 2007," which was approved at a Cabinet meeting in June 2007, as a measure for "enhancement of the competitiveness of exchanges" as part of "The plan for enhancing competitiveness of financial and capital markets (tentative name)," it is stated that they will "consider the specific measures to realize the comprehensive and broad lineup of products at exchanges, such as stocks, bonds, financial futures and commodity futures, and reach a conclusion." In the "Future Investment Strategy 2018" announced in June 2018, as a measure for "Enhancement of Convenience and Vitality of Financial/Capital Markets," it is stated that they will "realize a comprehensive exchange as soon as possible." In addition, in the "Fourth Report by the Council for Promotion of Regulatory Reform" announced on November 19, 2018, it is stated that "While the management of an organization after the Tokyo Commodity Exchange (TOCOM) and Japan Exchange Group (JPX) are merged should be discussed among relevant parties, the Council hopes that required measures will be taken so that the merger will lead to substantial realization of a comprehensive exchange."

Thus far, the Tender Offeror and the Target Company have had certain relationships, such as jointly establishing Emissions Trading Exchange Preparatory Corporation, Inc. in 2010, and allowing the Target Company to use the network services operated by TSE and the trading system of OSE. Meanwhile, as can be seen by the fact that the Chicago Mercantile Exchange Group became a comprehensive exchange in 2008, major exchange operators have become so-called "comprehensive exchanges," and "comprehensive exchanges," which are highly convenient exchanges for investors that provide financial and commodity derivatives trading in a one-stop way, under the same regulation and supervision and using the same exchange infrastructure, have become mainstream in the world. Therefore, in Japan, enhancement of the convenience of the market and strengthening its global competitiveness have become issues, and the momentum for the realization of a comprehensive exchange has grown. Under these circumstances, the

Tender Offeror and the Target Company discussed the feasibility of a comprehensive exchange in mid-September 2018. Subsequently, on October 23, 2018, in connection with advancing research and discussion for realization of a comprehensive exchange, the Tender Offeror and the Target Company concluded a non-disclosure agreement (NDA) as a prerequisite for entering into concrete discussions. On March 28, 2019, the Tender Offeror and the Target Company entered into a basic agreement to pursue the realization of a business combination by the end of 2019 whereby the Target Company would become a wholly-owned subsidiary of the Tender Offeror through various measures including the Tender Offer.

Thereafter, during the period from late April 2019 through late July 2019, the Tender Offeror conducted due diligence with respect to the Target Company. At the same time, the Tender Offeror and the Target Company discussed practical measures regarding systems and operations.

Through the Transactions, the Tender Offeror expects to realize the synergies and benefits as described below. The vision for the comprehensive exchange to be realized following the business combination is as detailed below. Following the realization of a comprehensive exchange, the Tender Offeror aims to improve the creditworthiness of the Target Company and invigorate Japan's derivatives market, and thereby contribute to the further development of Japanese companies and the Japanese economy.

(i) Enhancement of the global presence of the Tokyo market

The Tender Offeror believes that, through realization of a comprehensive exchange, which is a highly convenient exchange for investors that provides various derivatives trading in a one-stop way, under the same regulation and supervision and using the same exchange infrastructure, the convenience of the Tokyo market will be enhanced, its global competitiveness will be strengthened, and its presence as an economic hub in Asia and a highly transparent market that is open to the world will be enhanced.

(ii) Invigoration of commodity markets by facilitating inflows from financial institutions, etc.

With the realization of a comprehensive exchange, the Tender Offeror aims to invigorate commodity markets by facilitating inflows from financial institutions, etc., such as securities companies, banks, and other global investors, whose participation is currently limited. The Tender Offeror believes that doing so will further enhance the functions of Japan's commodity markets (i.e., formation of price indicators, hedges against price fluctuation risks, physical delivery, and clearing).

In order to realize the above benefits and synergies to the fullest after the business combination, the Tender Offeror believes that it is essential for the entire Tender Offeror Group to operate as a single "comprehensive exchange." In addition, with regard to the product transfer as described in the Business Combination Agreement stated below, conflicts of interest will arise between the Tender Offeror and the Target Company's minority shareholders, such as that the products that have been handled by the Target Company will be handled by a subsidiary of the Tender Offeror. In addition, if the Tender Offeror does

not make the Target Company its wholly-owned subsidiary, the burden, such as procedures for the shareholders' meeting, explanations to minority shareholders and other treatments, will arise in the decision-making of the Target Company. By making the Target Company the wholly-owned subsidiary of the Tender Offeror, the Tender Offeror believes that it can solve these problems, optimize the allocation of management resources within the Tender Offeror Group, and thereby maximize its corporate value.

Following the above examinations, discussions and negotiations, the Tender Offeror resolved, at the meeting of the Board of Directors held on July 30, 2019, to conduct the Tender Offer as part of the Transactions, and entered into the Business Combination Agreement with the Target Company on July 30, 2019. For the outline of the Business Combination Agreement, please see "(3) Matters concerning material agreement related to the Tender Offer" below.

During the course of the above examinations, discussions and negotiations, the Tender Offeror appointed Daiwa Securities Co., Ltd. ("Daiwa Securities") as its independent financial advisor to obtain advice on the consideration of the Transactions and other supports toward realization of the Transactions, and the Tender Offeror has obtained advice from Daiwa Securities from a financial perspective on the matters considered necessary for the implementation of the Transactions, including the reasonableness of the share valuation made by the Target Company.

b. Decision making process resulting in, and reasons for, the opinion supporting the Tender Offer by the Target Company

According to the Target Company's Announcement, regarding the concept plan for comprehensive exchange indicated by Japanese government as stated in "a. Background to, purpose of and decision making process concerning the Tender Offer" of "(2) Background to, purpose of and decision making process concerning the Tender Offer, and management policy after the Tender Offer" above, the Target Company has consistently taken the stance to consider positively if the concept plan would contribute to invigoration of commodity markets and enhancement of convenience of trading participants in Japan.

On October 23, 2018, the Target Company concluded a non-disclosure agreement (NDA) with the Tender Offeror and entered into concrete discussions for realization of a comprehensive exchange. The Target Company and the Tender Offeror continued to discuss and examine deliberately whether a comprehensive exchange contributes to invigoration commodity markets and enhancement of convenience of trading participants in Japan.

As a result of the examinations and discussions, the Target Company convinced that, under business environment surrounding the Target Company set forth in "a. Background to, purpose of and decision making process concerning the Tender Offer" of "(2) Background to, purpose of and decision making process concerning the Tender Offer, and management policy after the Tender Offer" above, effects of

invigoration commodity markets and enhancement of convenience of trading participants in Japan would be further increased when the Target Company and the Tender Offeror cooperate through the Transactions and the business combination and implement measures described above together. Specifically, the Target Company believes that the following effects could be realized through the Transactions and the business combination and these effects make it possible to invigorate commodity markets and to enhance convenience of trading participants in Japan.

(i) Improvement of Creditworthiness through the Business Combination (securing the sustainability of the market, enhancing the clearing function and the trustworthiness of the market through consolidating the clearing organizations)

(ii) Fundamental Improvement of Market Liquidity by Facilitating Inflows from Financial Institutions (invigoration of the market by new participation of financial institutions, acquisition of new trading participants and spreading range of investors)

(iii) Improvement of Functions of the Market that Supports the Business of Commercial Participants (Note) (functions of providing benchmark prices for physical transactions, functions as hedging tool against price fluctuation risks and functions for stable physical acquisition, cash and inventory adjustment)

Note: "Commercial Participants" mean persons who engage in the purchase and sale of listed goods or act as the intermediary, broker, or agent for the purchase and sale of such goods; or produces, processes, or uses.

Regarding the price per share of the Target Company's Common Stocks in the Tender Offer (the "Common Stock Tender Offer Price") and the price per share of the Target Company's Non-Voting Stocks in the Tender Offer (the "Non-Voting Stock Tender Offer Price") (the "Common Stock Tender Offer Price" and the "Non-Voting Stock Tender Offer Price" shall hereinafter be collectively referred to as the "Tender Offer Price".), the Target Company determined that the Transactions would provide the shareholders of the Target Company with a reasonable opportunity to sell the Target Company's Stocks based on the following facts: (a) the aggregate consideration to be paid to the holders of the Target Company's Stock is considered to be a reasonable level based on the content of the financial analysis report on the equity value (kabushiki kachi santei-sho) regarding the aggregate consideration to be paid to the holders of the Target Company's Stock dated July 30, 2019 received from Goldman Sachs Japan Co., Ltd. ("Goldman Sachs") (the "Goldman Sachs Report") set forth in "(7) Overview of Financial Analyses by the Target Company's Financial Advisor" below and the Target Company received a fairness opinion from Goldman Sachs, to the effect that, as of July 30, 2019 and based upon and subject to the factors and assumptions set forth in such opinion, the aggregate consideration to be paid to the holders (other than the Tender Offeror and its affiliates) of the Target Company's Stock, taken in the aggregate, pursuant to the Business Combination Agreement was fair from a financial point of view to such holders; (b) it is considered to be reasonable to

set the Non-Voting Stock Tender Offer Price to the price obtained by multiplying the Common Stock Tender Offer Price by 100 based on the fact that the Target Company's Non-Voting Stock is subject to the Rights to Request Acquisition, Etc. and if the Rights to Request Acquisition, Etc. (limited to acquisition in exchange for the Target Company's Common Stock) are exercised or triggered, the shares of the Target Company's Common Stock are to be distributed to the shareholders of the Target Company's Non-Voting Stock in the number of shares corresponding to the share multiplier (100 shares) for each share of the Target Company's Non-Voting Stock; (c) each of the Common Stock Tender Offer Price and the Non-Voting Stock Tender Offer Price is also considered to be a reasonable level based on the range of implied values of them set forth in "(7) Overview of Financial Analyses by the Target Company's Financial Advisor" below; and (d) the Tender Offer Price was offered as a result of sincere and continuous discussions and negotiations between the Target Company and the Tender Offeror.

Based on the reasons stated above, the Target Company resolved at the meeting of the Board of Directors held on July 30, 2019, to express an opinion supporting the Tender Offer and to recommend the shareholders of the Target Company to tender in the Tender Offer.

For the details of the resolution of the meeting of the Board of Directors held by the Target Company, please see "d. Approval of all directors participated of the Target Company" of "(4) Measures to ensure the fairness of the Tender Offer" below.

c. Management policy after the completion of the Tender Offer

The Tender Offeror entered into the Business Combination Agreement with the Target Company as of July 30, 2019. After the establishment of the Tender Offer, the Tender Offeror will consult with the Target Company regarding the corporate structures and business operations, etc., of the Target Company under the Business Combination Agreement.

For the outline of the Business Combination Agreement, please see "(3) Matters concerning material agreement related to the Tender Offer" below.

(3) Matters concerning material agreement related to the Tender Offer

The Tender Offeror entered into the Business Combination Agreement with the Target Company as of July 30, 2019. The Business Combination Agreement, in general, stipulates the management policy as follows:

a. Transfer of products to OSE and other matters

The Tender Offeror and the Target Company confirmed that they will make sincere efforts to implement the transfer of products from the Target Company to OSE after the business combination and around the first half of FY2020, as described below:

(a) All listed commodity component products on the Precious Metals, Rubber, and Agricultural Product & Sugar Markets (except for raw sugar that was traded on the Agricultural Product & Sugar Markets) will be transferred from the Target Company to OSE.

(b) The listed commodity component products on the Oil and Chukyo Oil Markets will not be transferred for the time being. Listing of new oil-related listed commodity component products on OSE will be discussed between the Tender Offeror and the Target Company.

(c) The Tender Offeror and the Target Company aim to list and handle Electricity and liquefied natural gas (LNG) products in the Target Company's markets.

(d) The handling of (A) listed commodity component products of the Target Company for which trading is suspended as well as (B) new listed commodity component products and new products underlying a listed commodity index of the Target Company will be separately discussed between the Tender Offeror and the Target Company.

b. Consolidation of clearing organizations

The Tender Offeror and the Target Company have agreed to integrate JCCH, a subsidiary of the Target Company, with JSCC, a subsidiary of the Tender Offeror, after the business combination, around the first half of FY2020.

c. Management structure after business combination

The Tender Offeror and the Target Company have agreed that the Target Company will transition from a company with nominating committees, etc., to a company with a board of auditors promptly after the business combination. The composition of the Target Company's directors and organizations after the business combination will be determined by consultation between the Tender Offeror and the Target Company in the future.

d. Others

In addition to the above, the Tender Offeror and the Target Company agreed to (i) continue to employ the employees of the Target Company and JCCH, (ii) align the Target Company's accounting standards with the Tender Offeror's accounting standards and (iii) fully cooperate to realize the reduction of the burdens, including the costs and expenses incurred by the existing participants pertaining to the said transfer of products, for the seamless transfer of the existing trading participants in the Target Company in relation to the transfer of products from the Target Company to OSE.

Additionally, in the Business Combination Agreement, the Target Company has agreed not to amend or withdraw the resolution to express an opinion supporting the Tender Offer and to recommend the shareholders of the Target Company to tender in the Tender Offer without prior written consent of the Tender Offeror. Further, in the Business Combination Agreement, the

Target Company has agreed that it must not actively solicit or invite any third party to enter into or hold any consultations or negotiation, or enter into any agreement with any third party with respect to business combination and the like between a corporation operating a commodity exchange and a corporation operating a financial instruments exchange (the "Competitive Transactions"); however, if it is reasonably anticipated that any party will make or is likely to make a proposal of the Competitive Transactions under the terms and conditions that would be substantially favorable to the shareholders of the Target Company (the "Competitive Proposal") and the Target Company has reasonably determined that it would violate the duty of due care of a prudent manager if the Target Company does not hold any consultations with the said party making such proposal, the Target Company may provide any information relevant to the Competitive Proposal to, or hold consultations with, the party making such proposal. (In this regard, the Target Company has agreed that if it has been notified by any third party regarding the Competitive Transactions or the Competitive Proposal, the Target Company shall immediately notify such fact and the details thereof to the Tender Offeror, and upon the request by the Tender Offeror, the Target Company shall hold discussions in good faith with the Tender Offeror.) In addition, if the Target Company has agreed that (i) the Target Company shall, during the period until the Transactions have been completed, conduct the business operation and asset management of the Target Company and its subsidiaries with due care as a prudent manager, in accordance with the operational rules that are ordinary and substantially equivalent to those the Target Company has thus far applied in the performance of its business operation; (ii) the Target Company shall cooperate with the Tender Offeror to the extent reasonable so that all shares of the Target Company's Stock will be fully tendered under the Tender Offer; and (iii) if the Tender Offer has been established, the Target Company shall cooperate with the Tender Offeror in taking the necessary procedures through the period until the Tender Offer has been completed, including, but not limited to, if the Tender Offeror has made an approval request for the transfer of shares in respect of the Tendered Share Certificates, Etc. to the Target Company, together with a written certificate duly demonstrating that the payment pertaining thereto was made to the shareholders tendering the Tender Offer, the Target Company shall make a resolution regarding such approval request for the transfer of shares at the meeting of its Board of Directors held within the day on which such approval request is submitted. Since, in the Basic Agreement, the term of the Basic Agreement is stipulated to terminate as of the day on the execution date of the Business Combination Agreement, the Basic Agreement automatically terminated as of the execution date of the Business Combination Agreement.

The Business Combination Agreement will automatically terminate, (i) if the Tender Offer is not commenced until the later of August 26, 2019 or any other day agreed upon by and between the Tender Offeror and the Target Company, or (ii) if the Tender Offer has not been established, even though the Tender Offer was commenced by the above-mentioned deadline.

(4) Measures to ensure the fairness of the Tender Offer

As of today, the Target Company is not a subsidiary of the Tender Offeror, and the Tender Offer does not constitute the case of a tender offer by controlling shareholders; however, based on the intention of the Tender Offeror to make the Target Company a wholly-owned subsidiary, the Tender Offeror and the Target Company took the following measures from the perspective of ensuring transparency and fairness in the decision-making process and other processes regarding the Transactions including the Tender Offer as well as ensuring the fairness of the Tender Offer Price. The descriptions of the measures implemented by the Target Company in the following are based on the explanations received from the Target Company.

a. Procurement by the Tender Offeror of share valuation reports from independent third-party valuation institutions

For determining the Common Stock Tender Offer Price, the Tender Offeror requested Nomura Securities Co., Ltd. ("Nomura Securities") and Mizuho Securities Co., Ltd. ("Mizuho Securities"), both financial advisors, as third-party valuation institutions that are independent from the Tender Offeror and the Target Company, to evaluate the value of the Target Company's Common Stock for ensuring the fairness of the Tender Offer Price. Nomura Securities and Mizuho Securities are not parties related to the Tender Offeror or the Target Company, and have no material interests in relation to the Tender Offer. For the outline of the share valuation reports regarding the share values of the Target Company's Common Stock that the Tender Offeror procured from Nomura Securities and Mizuho Securities, respectively, please see "a. Basis of calculation" and "b. Background of calculation" of "(4) Basis of calculation, etc. of price for purchase, etc." of "2. Outline of the Purchase, Etc." below.

b. Procurement by the Target Company of financial analysis report and fairness opinion from financial advisor

According to the Target Company's Announcement, the Target Company previously determined to request a financial advisor to conduct financial analyses of the Target Company's Stock and appointed Goldman Sachs as such financial advisor, and received the Goldman Sachs Report and the Goldman Sachs Fairness Opinion (as defined in "(7) Overview of Financial Analyses by the Target Company's Financial Advisor" below, the same shall apply hereinafter) from Goldman Sachs. For the overview of the Goldman Sachs Report and the Goldman Sachs Fairness Opinion, please see "(7) Overview of Financial Analyses by the Target Company's Financial Advisor".

c. Advice provided to the Target Company from an independent legal advisor

According to the Target Company's Announcement, in order to ensure the transparency and fairness in the decision-making process of the Board of Director of the Target Company and other processes regarding the Transactions including the Tender Offer, the Target Company, appointed TMI Associates as its outside legal advisor and received legal advice on the decision-making process and method and other issues regarding

the Tender Offer, and further, TMI Associates is not a related party of the Tender Offeror or the Target Company and has no material interest in the Transactions. .

d. Approval of all directors participated of the Target Company

According to the Target Company's Announcement, the Target Company has discussed conditions of the Transactions including the Tender Offer deliberately based on the Goldman Sachs Report, the Goldman Sachs Fairness Opinion and legal advice received from TMI Associates.

As a result, as stated in " b. Decision making process resulting in, and reasons for, the opinion supporting the Tender Offer by the Target Company" of "(2) Background to, purpose of and decision making process concerning the Tender Offer, and management policy after the Tender Offer" above, the Target Company (i) convinced that effects of invigoration of commodity markets and enhancement of convenience of trading participants in Japan would be further increased when the Target Company and the Tender Offeror cooperate through the Transactions and the business combination and implement measures described above together, and (ii) determined that the Transactions would provide the shareholders of the Target Company with a reasonable opportunity to sell the Target Company's Stock.

Based on the reasons stated above, the Target Company resolved unanimously by all the directors participated in the deliberations and the resolutions at the meeting of the Board of Directors held on July 30, 2019 to express an opinion supporting the Tender Offer and to recommend the shareholders of the Target Company to tender in the Tender Offer. Hisashi Yamazaki and Jitsuo Tatara did not participate in the meeting of the Board of Directors for personal reasons.

e. Measures to secure objectivity for ensuring the fairness of the Tender Offer

The Tender Offeror has set the tender offer period for purchasing in the Tender Offer (the "Tender Offer Period") to be thirty-six (36) business days, while the statutory minimum tender offer period is twenty (20) business days. As above, by setting a relatively long Tender Offer Period, the Tender Offeror intends to secure an appropriate opportunity for the shareholders of the Target Company to make a decision as to whether or not to tender their shares in the Tender Offer and an opportunity for purchase, etc. by any person other than the Tender Offeror.

Furthermore, as stated in "d. Others" of "(3) Matters concerning material agreement related to the Tender Offer" above, the Tender Offeror and the Target Company are mindful of ensuring fairness of the Tender Offer in a way that they agreed in the Business Combination Agreement that if it is reasonably anticipated that any party will make or is likely to make a Competitive Proposal and the Target Company has reasonably determined that it would violate the duty of due care of a prudent manager if the Target Company does not hold any consultations with the said party making such proposal, the Target Company

may provide any information relevant to the Competitive Proposal to, or hold consultations with, the party making such proposal.

(5) Policy on reorganization, etc. after the Tender Offer (matters relating to the so-called two step takeover)

As stated in "(1) Overview of the Tender Offer" above, in the event that, upon establishment of the Tender Offer, not all of the Target Company's Stock are purchased in the Tender Offer, the Tender Offeror plans to undertake procedures after the establishment of the Tender Offer for the Tender Offeror to acquire all of the shares of the Target Company's Stock by means of the following measures:

Specifically, if, upon establishment of the Tender Offer, the Tender Offeror reaches ownership of 90% or more of the voting rights of all of the shareholders of the Target Company, and the Tender Offeror becomes a special controlling shareholder as set forth in Article 179, Paragraph 1 of the Companies Act, the Tender Offeror plans to demand that all shareholders of the Target Company's Common Stock and the Target Company's Non-Voting Stock (excluding the Tender Offeror) (the "Shareholders Subject to the Cash-Out") sell all of their shares of the Target Company's Stock, in accordance with the provisions of Part II, Chapter II, Section 4-2 of the Companies Act, promptly after the completion of the settlement of the Tender Offer (the demand for all of the shareholders of the Target Company's Common Stock to sell all of their shares of the Target Company's Common Stock is referred to as the "Demand for Common Stock Cash-Out"); the demand for all of the shareholders of the Target Company's Non-Voting Stock to sell all of their shares of the Target Company's Non-Voting Stock is referred to as the "Demand for Non-Voting Stock Cash-Out"); and the Demand for Common Stock Cash-Out and the Demand for Non-Voting Stock Cash-Out are collectively referred to as the "Demands for Stock Cash-Out").

When exercising the Demand for Common Stock Cash-Out, the Tender Offeror will set a cash amount equal to the Common Stock Tender Offer Price to be paid to the shareholders of the Target Company's Common Stock as per-share consideration for the Target Company's Common Stock, while, when exercising the Demand for Non-Voting Stock Cash-Out, the Tender Offeror will set a cash amount equal to the Non-Voting Stock Tender Offer Price to be paid to the shareholders of the Target Company's Non-Voting Stock as per-share consideration for the Target Company's Non-Voting Stock. In such case, pursuant to the provisions of Article 179-3, Paragraph 1 of the Companies Act, the Tender Offeror will notify the Target Company of such intention and ask the Target Company to approve the Demand for Stock Cash-Out. Provided that the Target Company approves the Demand for Stock Cash-Out by resolution of the board of directors, the Tender Offeror will purchase all of the Target Company's Stock by following the procedures set forth in the relevant laws and regulations, without obtaining the consent of individual Shareholders Subject to the Cash-Out, as of the date specified in the Demand for Stock Cash-Out. The Tender Offeror will then pay cash as consideration for the shares of the Target Company's Stock that each of the Shareholders Subject to the Cash-Out holds, to each of the shareholders of the Target Company's Common Stock, in an amount equal to the Common Stock Tender Offer Price per share of the Target

Company's Common Stock, and to each of the shareholders of the Target Company's Non-Voting Stock, in an amount equal to the Non-Voting Tender Offer Price per share of the Target Company's Non-Voting Stock. According to the Target Company's Announcement, in the event that it receives the Demand for Stock Cash-Out from the Tender Offeror, the board of directors of the Target Company plans to approve such Demand for Stock Cash-Out made by the Tender Offeror.

On the other hand, if, upon establishment of the Tender Offer, the Tender Offeror does not reach ownership of 90% or more of the voting rights of all of the shareholders of the Target Company, the Tender Offeror intends to request that the Target Company hold an extraordinary meeting of shareholders and a class shareholders meeting composed of shareholders of the Target Company's Common Stock (collectively, the "Extraordinary Shareholders' Meeting") at which the Target Company will present proposals to approve (i) the consolidation of the Target Company's Common Stock (the "Common Stock Consolidation") and, subject to the Common Stock Consolidation becoming effective, abolishment of the article in the Articles of Incorporation concerning the number of shares constituting one unit with respect to the Target Company' Common Stock, and (ii) the consolidation of the Target Company's Non-Voting Stock (the "Non-Voting Stock Consolidation") (the Common Stock Consolidation and the Non-Voting Stock Consolidation are collectively referred to as the "Stock Consolidation") and, subject to the Non-Voting Stock Consolidation becoming effective, abolishment of the article in the Articles of Incorporation concerning the number of shares constituting one unit with respect to the Target Company' Non-Voting Stock. The Tender Offeror will vote in favor of these proposals above at the Extraordinary Shareholders' Meeting.

In the event that the proposals for Common Stock Consolidation and Non-Voting Stock Consolidation are approved at the Extraordinary Shareholders' Meeting, the shareholders of the Target Company's Common Stock and Target Company's Non-Voting Stock will, on the effective date of the Stock Consolidation, own a proportionate number of shares of the Target Company's Common Stock and Target Company's Non-Voting Stock in accordance with the Common Stock Consolidation ratio and Non-Voting Stock Consolidation ratio approved by the Extraordinary Shareholders' Meeting. The shareholders of the Target Company's Common Stock and Target Company's Non-Voting Stock will be paid for the fractional shares that they will be allocated as a result of the Common Stock Consolidation and Non-Voting Stock Consolidation, if any, with the cash to be paid for the sale of the Target Company's Common Stock and Target Company's Non-Voting Stock in a number of shares equivalent to the total number of such fractional shares (any fractions of the total number will be rounded down) to the Target Company or the Tender Offeror, in accordance with the procedure prescribed in Article 235 of the Companies Act and other relevant laws and regulations. With regard to the sale price of shares of the Target Company's Common Stock and Target Company's Non-Voting Stock for a number of shares equivalent to the total number of such fractional shares, the Tender Offeror plans to request the Target Company to (i) calculate the cash amount to be paid to each of the shareholders of the Target Company's Common Stock and Target Company's Non-Voting Stock who do not tender their shares in the Tender Offer (excluding the Tender

Offeror) as a result of such sale, to be equal to the amount obtained by multiplying the Common Stock Tender Offer Price by the number of shares of the Target Company's Common Stock owned by such shareholder and the amount obtained by multiplying the Non-Voting Stock Tender Offer Price by the number of shares of the Target Company's Non-Voting Stock owned by such shareholder, and (ii) file a motion with the court to permit a voluntary sale. In addition, while the consolidation ratios of the Common Stock Consolidation and Non-Voting Stock Consolidation have not yet been determined as of today, it is planned that the number of the Target Company's Common Stock and Target Company's Non-Voting Stock to be owned by the shareholders who do not tender their shares in Tender Offer (excluding the Tender Offeror) will be less than one share so that the Tender Offeror will hold all of the Target Company's Common Stock and Target Company's Non-Voting Stock after the Stock Consolidation.

The Companies Act has certain provisions to protect the rights of minority shareholders relating to the respective procedures above; i.e., in the event of the Demand for the Stock Cash-Out, shareholders of the Target Company's Common Stock and Target Company's Non-Voting Stock may file a motion with the court to determine the sale price of the shares of the Target Company's Common Stock and Target Company's Non-Voting Stock that they own, in accordance with Article 179-8 of the Companies Act and other relevant laws and regulations. On the other hand, in the event of the Stock Consolidation, if there are any fractional shares resulting from the Stock Consolidation, the shareholders of the Target Company may demand that the Target Company purchase all of their fractional shares at fair prices and may file a motion with the court to determine the fair price of the Target Company's Stock, in accordance with Articles 182-4 and 182-5 of the Companies Act and other relevant laws and regulations. If this motion is filed, the sales price or purchase price of the Target Company's Stock will be ultimately determined by the court.

Depending on the relevant matters, such as the revisions of the relevant laws and regulations and their interpretation by the authorities, the ownership ratio of share certificates, etc. held by the Tender Offeror, and the status of ownership of shares of the Target Company's Stock held by the other shareholders of the Target Company after the Tender Offer, the above procedures and/or schedule may be altered. However, even in such cases, the Tender Offeror intends to take measures to eventually pay cash to shareholders of the Target Company who do not tender their shares in the Tender Offer (excluding the Tender Offeror). The amount of cash to be paid to the respective shareholders in that event is planned to be equal to the amount calculated by multiplying the Common Stock Tender Offer Price by the number of shares of the Target Company's Common Stock each shareholder owns and by multiplying the Non-Voting Stock Tender Offer Price by the number of shares of the Target Company's Non-Voting Stock each shareholder owns.

Specific procedures and the schedule thereof, in such cases, will be announced by the Tender Offeror as soon as they have been determined after the discussion with the Target Company.

Please note that the Tender Offer is not intended to solicit votes or support from the shareholders of the Target Company for the proposals in the Extraordinary Shareholders' Meeting. In addition, regarding tax implication of the tender in the Tender Offer or any of the above procedures on each shareholder of the Target Company under applicable tax rules, please consult with experts, such as certified tax accountants, on your own responsibility.

(6) Possibility of delisting and matters therefor

Not applicable because the Target Company's Stock is not listed on the financial instruments exchanges.

(7) Overview of Financial Analyses by the Target Company's Financial Advisor

According to the Target Company's Announcement, in order to ensure the fairness of the decision-making process in connection with the Tender Offer Price, the Target Company previously determined to request a financial advisor to conduct financial analyses of the Target Company's Stock and appointed Goldman Sachs as such financial advisor, and received the Goldman Sachs Report from Goldman Sachs.

Goldman Sachs, as part of preparing the Goldman Sachs Report, performed an illustrative discounted cash flow analysis (the "DCF Analysis"). The DCF Analysis was based on financial forecasts for the Target Company prepared by the management of the Target Company, as approved for Goldman Sachs' use by the Target Company (the "Forecasts"), and publicly available information. The analysis resulted in a range of implied equity values (the aggregate value of the Target Company's Common Stock and the Target Company's Non-Voting Stock) of the Target Company shown below.

DCF Analysis: JPY 5,165 million – JPY 6,320 million

In performing the DCF Analysis, Goldman Sachs used the Forecasts and the Target Company's consolidated balance sheet data as of March 31, 2019 per the Target Company's Annual Securities Reports (Yuka Shoken Hokoku-sho) for the fiscal year ended March 31, 2019. Goldman Sachs calculated an illustrative range of equity values of the Target Company based on a discounting of future unlevered free cash flow of the Target Company for the projected 10 years set forth in the Forecasts (the fiscal years ending March 31, 2020 through March 31, 2029) using a range of discount rates from 6.25% to 6.75%, reflecting an estimate of the Target Company's weighted average cost of capital. Goldman Sachs calculated illustrative terminal values by applying a range of perpetuity growth rates from 0.0% to 0.5% to the final projected year of the Forecasts. These illustrative terminal values were then discounted to calculate implied present equity values of the Target Company using the same range of discount rates. Goldman Sachs derived a range of illustrative enterprise values for the Target Company by adding the ranges of present values it derived above. Goldman Sachs then subtracted from the range of illustrative enterprise values it derived for the Target Company the amount of the Target Company's net debt as of March 31, 2019 as provided by the management of the Target Company to

derive a range of illustrative equity values for the Target Company. Also, the Forecasts were for the Target Company stand-alone and were not made on the premise of the implementation of the Transactions.

For reference purposes only as requested by the Target Company, Goldman Sachs calculated a range of implied values per Target Company's Common Stock and Target Company's Non-Voting Stock, respectively, shown below. Goldman Sachs did not conduct separate financial analyses of the Target Company's Common Stock or the Target Company's Non-Voting Stock, and is not expressing any opinion as to the allocation as between the Target Company's Common Stock and the Target Company's Non-Voting Stock of the aggregate consideration to be paid to the holders of the Target Company's Stock, nor does Goldman Sachs express any opinion as to the relative values of the Target Company's Common Stock and Target Company's Non-Voting Stock.

(Target Company's Common Stock)

Based on Goldman Sachs' financial analysis of the aggregate consideration to be paid to the holders of the Target Company's Stock, Goldman Sachs calculated a range of implied values per Target Company's Common Stock, assuming the value of Target Company's Non-Voting Stock is fixed based on the Non-Voting Stock Tender Offer Price, shown below. Goldman Sachs did not conduct a separate financial analysis of the Target Company's Common Stock.

DCF Analysis JPY 360 – JPY 740

(Target Company's Non-Voting Stock)

Based on Goldman Sachs' financial analysis of the aggregate consideration to be paid to the holders of the Target Company's Stock, Goldman Sachs calculated a range of implied values per Target Company's Non-Voting Stock, assuming the value of Target Company's Common Stock is fixed based on the Common Stock Tender Offer Price, shown below. Goldman Sachs did not conduct a separate financial analysis of the Target Company's Non-Voting Stock.

DCF Analysis JPY 44,084 – JPY 57,903

(Supplementary Note)

Goldman Sachs provided its advisory services and the Goldman Sachs Report solely for the information and assistance of the Board of Directors of the Target Company in connection with its consideration of the Transactions. The Goldman Sachs Report does not constitute a recommendation as to whether or not any holder of the Target Company's Stock should tender such Target Company's Stock in connection with the

Tender Offer or any other matter. Goldman Sachs did not recommend any specific tender offer prices to the Target Company, or that any specific tender offer prices constituted the only appropriate tender offer prices.

The Goldman Sachs Report is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Goldman Sachs as of July 26, 2019, and Goldman Sachs assumes no responsibility for updating, revising or reaffirming the Goldman Sachs Report based on circumstances, developments or events occurring after the date thereof. No such updating, revising or reaffirming has been conducted and therefore the Goldman Sachs Report should be evaluated in the context only of the circumstances and market conditions existing as of July 26, 2019. Goldman Sachs assumed with the Target Company's consent that the Forecasts have been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of the Target Company. Except as otherwise noted, the quantitative information used in the Goldman Sachs Report, to the extent it is based on market data, is based on market data as it existed on or before July 26, 2019 and is not necessarily indicative of current market conditions.

Note: The following is additional information on the assumptions made, procedures followed, matters considered and limitations on the work undertaken in connection with preparing the Goldman Sachs Report, the Goldman Sachs Fairness Opinion (as defined below) and the financial analyses supporting such Goldman Sachs Fairness Opinion (such financial analyses, together with the Goldman Sachs Fairness Opinion, the "Goldman Sachs Fairness Materials").

Goldman Sachs and its affiliates (collectively, "Goldman Sachs Group") are engaged in advisory, underwriting and financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs Group and its employees, and funds or other entities they manage or in which they invest or have other economic interests or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of the Target Company, the Tender Offeror, any of their respective affiliates and third parties, or any currency or commodity that may be involved in the Transactions. Goldman Sachs has acted as financial advisor to the Target Company in connection with, and has participated in certain of the negotiations leading to, the Transactions. Goldman Sachs expects to receive fees for its services in connection with the Transactions, the principal portion of which is contingent upon consummation of the Transactions, and the Target Company has agreed to reimburse certain of Goldman Sachs' expenses arising, and indemnify Goldman Sachs against certain liabilities that may arise, out of Goldman Sachs' engagement. Goldman Sachs Group may also in the future provide financial advisory and/or underwriting services to the Target Company, the Tender Offeror and their respective affiliates for which the Investment Banking Division of the Goldman Sachs Group may

receive compensation. As of the date hereof, Goldman Sachs owns 12,400 shares of Target Company's Common Stock and 750 shares of Target Company's Non-Voting Stock.

In connection with preparing the Goldman Sachs Report and the Goldman Sachs Fairness Materials, Goldman Sachs has reviewed, among other things, the Business Combination Agreement; the Annual Securities Reports (Yuka Shoken Hokoku-sho) of the Target Company for the five fiscal years ended March 31, 2019; certain other communications from the Target Company to its stockholders; and certain internal financial analyses and the Forecasts. Goldman Sachs has also held discussions with members of the senior management of the Target Company regarding their assessment and the past and current business operations, financial condition and future prospects of the Target Company; compared certain financial information for the Target Company with similar financial and stock market information for certain other companies the securities of which are publicly traded; reviewed the financial terms of certain recent business combinations in the global exchange industry; and performed such other studies and analyses, and considered such other factors, as Goldman Sachs deemed appropriate.

For purposes of performing its financial analyses, preparing the Goldman Sachs Report and the Goldman Sachs Fairness Materials, Goldman Sachs has, with the Target Company's consent, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by, Goldman Sachs, without assuming any responsibility for independent verification thereof. In that regard, Goldman Sachs has assumed with the Target Company's consent that the Forecasts have been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of the Target Company. Goldman Sachs has not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of the Target Company or any of its subsidiaries and Goldman Sachs has not been furnished with any such evaluation or appraisal. Goldman Sachs has assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the Transactions will be obtained without any adverse effect on the expected benefits of the Transactions in any way meaningful to Goldman Sachs' analysis. Goldman Sachs has assumed that the Transactions will be consummated on the terms set forth in the Business Combination Agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to Goldman Sachs' analysis.

The Goldman Sachs Report and the Goldman Sachs Fairness Materials do not address the underlying business decision of the Target Company to engage in the Transactions, or the relative merits of the Transactions as compared to any strategic alternatives that may be available to the Target Company; nor does it address any legal, regulatory, tax or accounting matters. Goldman Sachs was not requested to solicit and did not solicit interest from other parties with respect to an acquisition of or other business combination with the Target Company. The Goldman Sachs Fairness Opinion addresses only the

fairness from a financial point of view to the holders (other than the Tender Offeror and its affiliates) of the Target Company's Stock, taken in the aggregate, as of the date hereof, of the aggregate consideration to be paid to such holders pursuant to the Business Combination Agreement. Goldman Sachs does not express any view on, and the Goldman Sachs Fairness Materials do not address, any other term or aspect of the Business Combination Agreement or Transactions or any term or aspect of any other agreement or instrument contemplated by the Business Combination Agreement or entered into or amended in connection with the Transactions, including the relative values of the Target Company's Common Stock and Target Company's Non-Voting Stock, the allocation of the aggregate consideration payable pursuant to the Business Combination Agreement among the holders of the Target Company's Common Stock and Target Company's Non-Voting Stock, the fairness of the Transactions to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of the Target Company; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of the Target Company, or class of such persons, in connection with the Transactions, whether relative to the aggregate consideration to be paid to the holders of the Target Company's Stock, taken in the aggregate, pursuant to the Business Combination Agreement or otherwise. Goldman Sachs is not expressing any opinion as to the prices at which the Target Company's Stock will trade at any time or as to the impact of the Transactions on the solvency or viability of the Target Company or the Tender Offeror or the ability of the Target Company or the Tender Offeror to pay their respective obligations when they come due. The Goldman Sachs Fairness Opinion has been approved by a fairness committee of Goldman Sachs Group. The Goldman Sachs Report and the Goldman Sachs Fairness Materials are not necessarily susceptible to partial analysis or summary description. Selecting portions of the Goldman Sachs Report, the Goldman Sachs Fairness Materials or the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying the Goldman Sachs Report and the Goldman Sachs Fairness Materials. Goldman Sachs did not attribute any particular weight to any factor or any analysis it performed.

The Target Company also received a fairness opinion regarding the aggregate consideration to be paid to the holders (other than the Tender Offeror and its affiliates) of the Target Company's Stock from Goldman Sachs (the "Goldman Sachs Fairness Opinion"), to the effect that, as of July 30, 2019 and based upon and subject to certain conditions, including the limitations, assumptions and other matters described above, the aggregate consideration to be paid to the holders (other than the Tender Offeror and its affiliates) of the Target Company's Stock, taken in the aggregate, pursuant to the Business Combination Agreement was fair from a financial point of view to such holders.

Goldman Sachs provided the Goldman Sachs Fairness Opinion solely for the information and assistance of the Board of Directors of the Target Company in connection with its consideration of the Transactions. The Goldman Sachs Fairness Opinion does not constitute a recommendation as to whether or not any

holder of the Target Company's Stock should tender such Target Company's Stock in connection with the Tender Offer or any other matter. The Goldman Sachs Fairness Opinion does not express any opinion as to the allocation as between the Target Company's Common Stock and the Target Company's Non-Voting Stock of the aggregate consideration to be paid to the holders of the Target Company's Stock, nor does Goldman Sachs express any opinion as to the relative values of the Target Company's Common Stock and Target Company's Non-Voting Stock. The Goldman Sachs Fairness Opinion is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Goldman Sachs as of July 30, 2019, and Goldman Sachs assumes no responsibility for updating, revising or reaffirming the Goldman Sachs Fairness Opinion based on circumstances, developments or events occurring after the date thereof. No such updating, revising or reaffirming has been conducted and therefore the Goldman Sachs Fairness Opinion should be evaluated in the context only of the circumstances and market conditions existing as of July 30, 2019.

2. Outline of the Purchase, Etc.

(1) Outline of the Target Company

a. Name	Tokyo Commodity Exchange, Inc.	
b. Location	10-7 Nihonbashi Horidomecho, 1-chome, Chuo-ku, Tokyo	
c. Name and Title of Representative	Takamichi Hamada, Director, President & CEO	
d. Details of Business	To open and operate commodity markets necessary for dealing in futures of listed commodities or commodity indices, and to conduct any and all services incidental thereto, in accordance with the Commodity Derivatives Act.	
e. Capital	JPY1,989 million	
f. Date of Establishment	February 19, 1951	
g. Major Shareholders and Shareholding Percentages (as of March 31, 2019)	YUTAKA SHOJI CO., LTD.	6.62%
	NIHON UNICOM, INC.	4.90%
	Mizuho Capital Co., Ltd.	4.90%
	Mitsubishi Corporation RtM Japan Ltd.	4.88%
	SUMITOMO CORPORATION	4.84%
	Nikkei Inc.	4.80%
	Nomura Holdings, Inc.	4.80%
	Mizuho Bank, Ltd.	4.80%
	Resona Bank, Limited.	4.80%
	NTT DATA Corporation	4.77%

h. Relationship between the Listed Company and the Target Company	
Capital Relationship	Not applicable
Personnel Relationship	Not applicable
Business Relationship	The Target Company has entered into respective agreements with TSE and OSE, both of which are wholly-owned subsidiaries of the Tender Offeror, regarding the usage of services in respect of systems, etc., operated by TSE and OSE, respectively.
Status as Related Party	Not applicable

Note: The shareholding percentages stated in "g. Major Shareholders and Shareholding Percentages (as of March 31, 2019)" are based on the "Status of the Major Shareholders" in the Target Company's Securities Report for the 73rd Fiscal Year.

(2) Schedule, etc.

a. Schedule

Resolution of the Board of Directors	July 30, 2019 (Tuesday)
Date of Public Notice of the Commencement of the Tender Offer	August 1, 2019 (Thursday) Public disclosure will be made electronically, and a notice of such disclosure will be published in the Nihon Keizai Shimbun. EDINET (electronic disclosure for investors' network): (http://disclosure.edinet-fsa.go.jp/)
Date of Filing of the Tender Offer Registration Statement	August 1, 2019 (Thursday)

b. Period for purchase, etc. at the time of filing

From August 1, 2019 (Thursday) through September 24, 2019 (Tuesday) (36 business days)

c. Possible extension of the Tender Offer Period based on the Target Company's request

Not applicable

(3) Price for purchase, etc.

Common stock JPY 487 per share
Non-voting stock JPY 48,700 per share

(4) Basis of calculation, etc. of price for purchase, etc.

a. Basis of calculation

(i) Common stock

In determining the Common Stock Tender Offer Price, the Tender Offeror requested Nomura Securities and Mizuho Securities, both financial advisors, as third-party valuation institutions that are independent from the Tender Offeror and the Target Company, to evaluate the value of the Target Company's Common Stock for ensuring the fairness of the Tender Offer Price. Nomura Securities and Mizuho Securities are not parties related to the Tender Offeror or the Target Company, and have no material interests in relation to the Tender Offer.

Nomura Securities conducted a valuation of the Target Company's Common Stock by using the DCF Analysis, after considering the analysis methods applicable to the valuation of the Target Company's Common Stock from among more than one share valuation methods, and the Tender Offeror obtained a share valuation report from Nomura Securities (the "Share Valuation Report (Nomura Securities)") on July 29, 2019. The Tender Offeror has obtained an opinion on the appropriateness of the Common Stock Tender Offer Price (a fairness opinion) from a financial perspective from Nomura Securities (the "Opinion (Nomura Securities)").

The value per share of the Target Company's Common Stock calculated by Nomura Securities is as follows:

DCF Analysis: JPY 395 to JPY 507

The DCF Analysis is a method whereby the share value is calculated by discounting the cash flows that are expected to be generated by a company in the future to the present value at a certain discount rate, and, since this method is an approach generally employed for valuation of a company as a going concern, Nomura Securities decided to employ the DCF Analysis. Under the DCF Analysis, the share value was calculated by discounting the cash flows that the Target Company is expected to generate in the future in and after the fiscal year ending March 2020 to the present value using a certain discount rate, based on the Target Company's business plan from the fiscal year ending March 2020 to the fiscal year ending March 2029 and various other factors including publicly disclosed information, and the value per share of the Target Company's Common Stock was calculated to be in the range of JPY 395 to JPY 507. For the discount rate under the said Analysis, 6.00% to 7.00% was applied and, in calculating the going concern values, the perpetual growth rate method and comparable multiples valuation method were used; and the values were calculated by setting the perpetual growth rate in the range of -0.25% to 0.25% and the operating income multiple at from 11.0 fold to 13.0 fold. Additionally, the business plan of the Target Company, based on

which the valuation under the DCF Analysis was conducted, reflects the synergy effect which is expected to be realized through the implementation of the Transactions.

Nomura Securities has assumed that one (1) share of the Target Company's Non-Voting Stock is equivalent to 100 shares of the Target Company's Common Stock considering that since the Target Company's Non-Voting Stock is subject to the Rights to Request Acquisition, Etc., and if the Rights to Request Acquisition, Etc. (limited to acquisition in exchange for the Target Company's Common Stock) are exercised or triggered, the shares of the Target Company's Common Stock are to be distributed to the shareholders of the Target Company's Non-Voting Stock in the number of shares corresponding to the share multiplier (100 shares) for each share of the Target Company's Non-Voting Stock.

On the other hand, Mizuho Securities conducted a valuation of the Target Company's Common Stock by using the DCF Analysis, after considering the analysis methods applicable to the valuation of the Target Company's Common Stock from among more than one share valuation methods, and the Tender Offeror obtained a share valuation report from Mizuho Securities (the "Share Valuation Report (Mizuho Securities)") on July 29, 2019. The Tender Offeror has obtained an opinion on the appropriateness of the Common Stock Tender Offer Price (a fairness opinion) from a financial perspective from Mizuho Securities (the "Opinion (Mizuho Securities)").

The value per share of the Target Company's Common Stock calculated by Mizuho Securities is as follows:

DCF Analysis: JPY 368 to JPY 511

The DCF Analysis is a method whereby the share value is calculated by discounting the cash flows that are expected to be generated by a company in the future to present value at a certain discount rate, and, since this method is an approach generally employed for valuation of a company as a going concern, Mizuho Securities decided to employ the DCF Analysis. Under the DCF Analysis, the share value was calculated by discounting the cash flows that the Target Company is expected to generate in the future in and after the fiscal year ending March 2020 to the present value using a certain discount rate, based on the Target Company's business plan from the fiscal year ending March 2020 to the fiscal year ending March 2029 and various other factors including publicly disclosed information, and the value per share of the Target Company's Common Stock was calculated to be in the range of JPY 368 to JPY 511. For the discount rate under the said Analysis, 4.85% to 5.35% was applied, and, in calculating the going concern values, the perpetual growth method was adopted and the perpetual growth rate was set in the range of -0.25% to 0.25% for the calculation. Additionally, the business plan of the Target Company, based on which the valuation under the DCF Analysis was conducted, reflects the synergy effect which is expected to be realized

through the implementation of the Transactions.

Mizuho Securities has assumed that one (1) share of the Target Company's Non-Voting Stock is equivalent to 100 shares of the Target Company's Common Stock considering that since the Target Company's Non-Voting Stock is subject to the Rights to Request Acquisition, Etc., and if the Rights to Request Acquisition, Etc. (limited to acquisition in exchange for the Target Company's Common Stock) are exercised or triggered, the shares of the Target Company's Common Stock are to be distributed to the shareholders of the Target Company's Non-Voting Stock in the number of shares corresponding to the share multiplier (100 shares) for each share of the Target Company's Non-Voting Stock.

Referring to the valuation results of each analysis of the Target Company's Common Stock described in the Share Valuation Report (Nomura Securities) obtained from Nomura Securities and the Share Valuation Report (Mizuho Securities) obtained from Mizuho Securities, the Tender Offeror made a comprehensive review of, among other factors, the net asset value of the Target Company considering any expected future loss, the results of due diligence conducted on the Target Company, the results of the consultations and negotiations with the Target Company, whether or not the opinion in support of the Tender Offer could be obtained by a meeting of the Board of Directors of the Target Company and the prospects for tendering the Tender Offer, and, at the meeting of the Board of Directors held on July 30, 2019, conclusively resolved that the Common Stock Tender Offer Price would be JPY 487.

Note 1: Nomura Securities has assumed and relied upon the accuracy and completeness of all public information reviewed by Nomura Securities and all financial, legal, regulatory, tax, accounting and other information provided to Nomura Securities for the purpose of rendering the Share Valuation Report (Nomura Securities) and the Opinion (Nomura Securities). Nomura Securities did not independently verify the accuracy and completeness of such information, nor does Nomura Securities assume any responsibility for doing so. Nomura Securities has not made any independent valuation, appraisal or assessment of any of the assets or liabilities (including derivatives, off-balance sheet assets and liabilities, and other contingent liabilities) of the Target Company and its affiliates, including analyses or valuations of individual assets or liabilities, nor has Nomura Securities made any request to a third party for such valuation, appraisal or assessment. With respect to financial projections and other forward-looking information concerning the Target Company provided to Nomura Securities, Nomura Securities has assumed that such information was reasonably prepared or reviewed by the management of the Tender Offeror based on the best and bona fide estimates and judgments currently available, and that the future financial condition of the Target Company will be consistent with such projections. In preparing the Share Valuation Report

(Nomura Securities) and the Opinion (Nomura Securities), Nomura Securities has relied upon such projections and other forward-looking information without independent verification. Nomura Securities provides no assurance whatsoever concerning the achievability of such financial projections. Nomura Securities has assumed, without independent verification and assumption of any responsibility thereof, that the Tender Offer will be carried out lawfully and validly in accordance with the terms set forth in the Business Combination Agreement and that the Tender Offer will not have any tax consequences different from the assumed consequences provided to Nomura Securities. In addition, Nomura Securities has assumed, without independent verification and assumption of any responsibility thereof, that all governmental, regulatory or other consents and approvals necessary for the consummation of the Tender Offer will be obtained without any adverse effect on the contemplated benefits of the Tender Offer and that the Tender Offer will be consummated in accordance with the terms of the Business Combination Agreement, without waiver, modification or amendment of any material term or agreement therein. Nomura Securities was not asked by the Tender Offeror to provide, and have not provided, any opinion on any transaction other than the Tender Offer or on the relative merits of the Tender Offer as compared to any other transaction. Nomura Securities is under no obligation to the Tender Offeror or its Board of Directors to solicit indications of interest from any third party in connection with the Tender Offer, nor did Nomura Securities make any such solicitations.

Nomura Securities has acted as the financial advisor to the Tender Offeror in connection with the Tender Offer and has been involved in a part of the negotiation thereto. Nomura Securities expects to receive from the Tender Offeror fees for such services, including a fee contingent on the submission of the Opinion (Nomura) and the establishment of the Tender Offer. In addition, Nomura Securities expects to receive from the Tender Offeror reimbursement of certain expenses incurred by Nomura Securities and its affiliates. The waiver and indemnity clauses specified in the agreement between Nomura Securities and the Tender Offeror are applicable in connection with the rendering of the Share Valuation Report (Nomura Securities) and the Opinion (Nomura Securities). Nomura Securities and its affiliates may have provided in the past and may in the future provide investment banking, other financial instruments and financing services or other similar services to the Tender Offeror, the Target Company, or their affiliates, for which Nomura Securities and its affiliates would expect to receive compensation. Nomura Holdings Inc., the sole parent company of Nomura Securities, holds 150,000 shares of the Target Company' Common Stock as of the date of the Share Valuation Report (Nomura Securities) and the Opinion (Nomura Securities). In the ordinary course of business, Nomura Securities and its affiliates may from time to time acquire, hold or sell certain equity, debt and other securities and various types of financial instruments, including derivatives, of the Tender Offeror, the Target Company, or their

affiliates for the accounts of Nomura Securities and its affiliates or their clients' accounts.

The valuation result contained in the Share Valuation Report (Nomura Securities) ("Nomura Securities Valuation") and Nomura Securities' opinion expressed in the Opinion (Nomura Securities) ("Nomura Securities' Opinion") are provided for the information and assistance of the Board of Directors of the Tender Offeror in reviewing the Common Stock Tender Offer Price. Nomura Securities' Opinion addresses only the fairness of the Common Stock Tender Offer Price, from a financial perspective, under the conditions and assumptions set out in the Opinion (Nomura Securities); Nomura Securities was not asked to provide, and does not provide in the Share Valuation Report (Nomura Securities) or in the Opinion (Nomura Securities), any opinion on any of the premises or assumptions upon which the determination of the Common Stock Tender Offer Price was based or the underlying business decision of the Tender Offeror to proceed with the Tender Offer. Nomura Securities' Valuation and Nomura Securities' Opinion do not constitute a recommendation as to how any shareholder of the Tender Offeror should exercise any shareholder's right such as voting, purchase or sell stock or act on any matter relating to the Tender Offer. Nomura Securities does not provide independent advice related to legal, regulatory, tax or accounting matters in connection with the Tender Offer, and has relied upon the judgment of the Tender Offeror or its third-party advisors concerning such matters.

Except as otherwise specially permitted under the agreement between the Tender Offeror and Nomura Securities, the Share Valuation Report (Nomura Securities) and the Opinion (Nomura Securities) may not be disclosed to any other person or used for any purpose other than as originally intended. The Tender Offeror may not disclose, refer to, transmit or use the Share Valuation Report (Nomura Securities) and the Opinion (Nomura Securities), in whole or in part, without Nomura Securities' prior consent in writing.

Nomura Securities' Valuation and Nomura Securities' Opinion are based on financial, economic, market, business and other conditions as they exist on the date of the Share Valuation Report (Nomura Securities) and the Opinion (Nomura Securities), and rely upon information that Nomura Securities has as of the date of the same. Although Nomura Securities Valuation and Nomura Securities' Opinion may be affected by future changes in conditions, Nomura Securities does not assume any responsibility to modify, change or supplement the contents of the same in the future.

Note 2: In the submission of the Share Valuation Report (Mizuho Securities) and the Opinion (Mizuho Securities), in the expression of opinions stated in the Opinion (Mizuho Securities) and in the analysis and valuation of the Common Stock Tender Offer Price on which Mizuho's submission and expression are based, Mizuho Securities relied upon the assumptions that all information furnished by the Target Company or discussed with the

Tender Offeror and the Target Company, any other information reviewed by Mizuho Securities or reviewed for Mizuho Securities, and all of publicly available information is accurate and complete, and all facts that may materially affect the analysis and valuation of the Common Stock Tender Offer Price were disclosed to Mizuho Securities, and therefore, Mizuho Securities did not independently verify (nor assume responsibility or liability for independently verifying) the accuracy and completeness of the information. In addition, Mizuho Securities did not conduct independent valuation and assessment of the assets and liabilities of the Target Company and its affiliates (including off-balance-sheet assets and liabilities or other contingent liabilities) or request a third-party valuation institution to conduct any appraisal or assessment thereof.

(ii) Non-voting stock

In the valuation of the Non-Voting Stock Tender Offer Price, the Tender Offeror has considered that since the Target Company's Non-Voting Stock is subject to the Rights to Request Acquisition, Etc., and if the Rights to Request Acquisition, Etc. (limited to acquisition in exchange for the Target Company's Common Stock) are exercised or triggered, the shares of the Target Company's Common Stock are to be distributed to the shareholders of the Target Company's Non-Voting Stock in the number of shares corresponding to the share multiplier (100 shares) for each share of the Target Company's Non-Voting Stock. At the meeting of the Board of Directors held on July 30, 2019, the Tender Offeror conclusively resolved that the Non-Voting Stock Tender Offer Price would be JPY 48,700, which was obtained by multiplying the Common Stock Tender Offer Price by 100 so that it would be substantially equivalent in value to the Common Stock Tender Offer Price.

b. Background of calculation

(Background to the determination of the Tender Offer Price)

Thus far, the Tender Offeror and the Target Company have had certain relationships, such as jointly establishing Emissions Trading Exchange Preparatory Corporation, Inc. in 2010, and allowing the Target Company to use the network services operated by TSE and the trading system of OSE. Meanwhile, as can be seen by the fact that the Chicago Mercantile Exchange Group became a comprehensive exchange in 2008, major exchange operators have become so-called "comprehensive exchanges," which are highly convenient exchanges for investors that provide financial and commodity derivatives trading on a one-stop way, under the same regulation and supervision and using the same exchange infrastructure, have become mainstream in the world; in Japan, enhancement of the convenience of the market and strengthening its global competitiveness have become issues, and the momentum for the realization of a comprehensive exchange has grown. Under these circumstances, the Tender Offeror and the Target Company discussed

the feasibility of realization of a comprehensive exchange in mid-September 2018. Subsequently, on October 23, 2018, in connection with advancing research and discussion for realization of a comprehensive exchange, the Tender Offeror and the Target Company concluded a non-disclosure agreement (NDA) as a prerequisite for entering into concrete discussions. On March 28, 2019, the Tender Offeror and the Target Company entered into a basic agreement to pursue the realization of a business combination whereby the Target Company would become a wholly-owned subsidiary of the Tender Offeror through various measures including the Tender Offer during the year.

Thereafter, during the period from late April 2019 through late July 2019, the Tender Offeror conducted due diligence with respect to the Target Company. At the same time, the Tender Offeror and the Target Company discussed practical measures regarding systems and operations.

As a result of the above-mentioned review and consultations, the Tender Offeror resolved, at the meeting of the Board of Directors held on July 30, 2019, that it would conduct the Tender Offer as a part of the Transactions, and, as of July 30, 2019, entered into the Business Combination Agreement with the Target Company, and determined the Common Stock Tender Offer Price and the Non-Voting Stock Tender Offer Price, based on the following background.

(i) Name of the third party requested to provide opinion on the calculation

In determining the Common Stock Tender Offer Price, the Tender Offeror requested Nomura Securities and Mizuho Securities, both financial advisors, as third-party valuation institutions that are independent from the Tender Offeror and the Target Company, to evaluate the value of the Target Company's Common Stock for ensuring the fairness of the Tender Offer Price. Nomura Securities and Mizuho Securities are not parties related to the Tender Offeror or the Target Company, and have no material interests in relation to the Tender Offer.

Additionally, the Tender Offeror has obtained both the Opinion (Nomura Securities) and the Opinion (Mizuho Securities).

(ii) Outline of the opinion

Nomura Securities conducted a valuation of the Target Company's Common Stock by using the DCF Analysis, after considering the analysis methods applicable to the valuation of the Target Company's Common Stock from among more than one share valuation methods, and the Tender Offeror obtained the Share Valuation Report (Nomura Securities) on July 29, 2019. The value per share of the Target Company's Common Stock calculated by Nomura Securities using the above analysis is as follows:

DCF Analysis: JPY 395 to JPY 507

On the other hand, Mizuho Securities conducted a valuation of the Target Company's Common Stock by using the DCF Analysis, after considering the analysis methods applicable to the valuation of the Target Company's Common Stock from among more than one share valuation methods, and the Tender Offeror obtained the Share Valuation Report (Mizuho Securities) on July 29, 2019.

The value per share of the Target Company's Common Stock calculated by Mizuho Securities using the above analysis is as follows:

DCF Analysis: JPY 368 to JPY 511

(iii) Process of determination of the Tender Offer Price based on the opinion

Referring to the valuation results of each analysis of the Target Company's Common Stock described in the Share Valuation Report (Nomura Securities) obtained from Nomura Securities and the Share Valuation Report (Mizuho Securities) obtained from Mizuho Securities, the Tender Offeror made a comprehensive review of, among other factors, the net asset value of the Target Company considering any expected future loss, the results of due diligence conducted on the Target Company, the results of the consultations and negotiations with the Target Company, whether or not the opinion in support of the Tender Offer could be obtained by a meeting of the Board of Directors of the Target Company and the prospects for tendering the Tender Offer and, at the meeting of the Board of Directors held on July 30, 2019, conclusively resolved that the Common Stock Tender Offer Price would be JPY 487. Additionally, the Tender Offeror resolved that the Non-Voting Stock Transfer Offer Price would be JPY 48,700, which was obtained by multiplying the Common Stock Tender Offer Price by 100 so that it would be substantially equivalent in value to the Common Stock Tender Offer Price.

c. Relationship with the valuation institutions

Nomura Securities and Mizuho Securities, as financial advisors acting as third-party valuation institutions independent from the Tender Offeror, are not related to the Tender Offeror nor the Target Company, and have no material interest in the Tender Offer.

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

Number of share certificates, etc. to be purchased	Minimum number of share certificates, etc. to be purchased	Maximum number of share certificates, etc. to be purchased
3,124,573 shares	2,110,973 shares	― shares

Note 1: The "Number of share certificates, etc. to be purchased" is the total of (i) the number of issued

shares of the Target Company's Common Stock as of March 31, 2019 as set forth in the Target Company's Securities Report for the 73rd Fiscal Year (3,041,000 shares) and (ii) the number of issued shares of the Target Company's Non-Voting Stock as set forth in the Target Company's Securities Report for the 73rd Fiscal Year (83,573 shares). Although the Target Company's Non-Voting Stock is subject to the Rights to Request Acquisition, Etc., the Tender Offeror intends to make the Target Company the wholly-owned subsidiary of the Tender Offeror through the Transactions by acquiring all the shares of Target Company's Stock, and, during the course of the Transactions, the Tender Offeror does not anticipate that (i) the Target Company's Common Stock will be listed on any of the financial instruments exchanges and as such the Target Company's Non-Voting Stock will be converted into the Target Company's Common Stock; (ii) any merger, share exchange, or share transfer will be conducted, to which the Target Company is a party; and (iii) the Wholly Call Clause will be exercised under the extraordinary resolution at the Target Company's general meeting of shareholders, and, therefore, the Target Company's Non-Voting Stock is not anticipated to be converted into the Target Company's Common Stock.

Note 2: The minimum number of share certificates, etc. to be purchased is set at the number of shares (2,110,973 shares), which was obtained by multiplying the number of shares of the Target Company's Common Stock as of March 31, 2019 as set forth in the Target Company's Securities Report for the 73rd Fiscal Year (3,041,000 shares) by two-thirds (2/3), and then rounding up the shares constituting less than one (1) unit (100 shares) with respect to such obtained number of shares (2,027,400 shares), and then adding the number of shares (83,573 shares) of the Target Company's Non-Voting Stock. As stated in Note 1 above, the Target Company's Non-Voting Stock is not anticipated to be converted into the Target Company's Common Stock. Therefore, in order to ensure that the Target Company becomes a wholly-owned subsidiary of the Tender Offeror if the Tender Offer has been established, the minimum number of share certificates, etc. to be purchased was determined in the above-mentioned manner on the ground that the number of the voting rights acquired through the Tender Offer must exceed two-thirds (2/3) of the total number of the voting rights of the Target Company on the assumption that the Target Company's Non-Voting Stock will not be converted into the Target Company's Common Stock. As the minimum number of share certificates, etc. to be purchased has been determined as stated above, if the total number of the Tendered Share Certificates, Etc. does not amount to the minimum number of share certificates, etc. to be purchased (2,110,973 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. On the other hand, if the total number of the Tendered Share Certificates, Etc. is equal to or greater than the minimum number of share certificates, etc. to be purchased (2,110,973 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc.

Note 3: Shares constituting less than a unit will also be subject to purchase through the Tender Offer. If a

shareholder exercises the right to demand purchase of shares constituting less than one unit in accordance with the Companies Act, the Target Company may purchase its own shares for themselves during the Tender Offer Period in accordance with the procedures under the laws and regulations.

(6) Change of ownership ratio of share certificates, etc., as a result of the purchase, etc.

Number of Voting Rights Represented by Share Certificates, Etc., Owned by Tender Offeror prior to the Tender Offer, Etc.	0 units	(Ownership Ratio of Share Certificates, Etc., prior to Tender Offer, Etc.: 0.00 %)
Number of Voting Rights Represented by Share Certificates, Etc., Owned by Special Related Parties prior to the Tender Offer, Etc.	0 units	(Ownership Ratio of Share Certificates, Etc., prior to Tender Offer, Etc.: 0.00%)
Number of Voting Rights Represented by Share Certificates, Etc., Owned by Tender Offeror after the Tender Offer, Etc.	30,410 units	(Ownership Ratio of Share Certificates, Etc., after Tender Offer, Etc.: 100.00%)
Number of Voting Rights Represented by Share Certificates, Etc., Owned by Special Related Parties after the Tender Offer, Etc.	0 units	(Ownership Ratio of Share Certificates, Etc., after Tender Offer, Etc.: 0.00%)
Number of Voting Rights of All Shareholders, Etc. of the Target Company	30,410 units	

Note 1: The "Number of Voting Rights Represented by Share Certificates, Etc., Owned by Tender Offeror after the Tender Offer, Etc." is the number of voting rights corresponding to the number of shares (3,041,000 shares) obtained by deducting (i) the number of issued shares of the Target Company's Non-Voting Stock, of which holders have no voting rights at the general meetings of shareholders of the Target Company (83,573 shares), from (ii) the number of share certificates, etc. to be purchased in the Tender Offer (3,124,573 shares). Although the Target Company's Non-Voting Stock is

subject to the Rights to Request Acquisition, Etc., the Tender Offeror intends to make the Target Company the wholly-owned subsidiary of the Tender Offeror through the Transactions by acquiring all the shares of Target Company's Stock, and, during the course of the Transactions, the Tender Offeror does not anticipate that (i) the Target Company's Common Stock will be listed on any of the financial instruments exchanges and as such the Target Company's Non-Voting Stock will be converted into the Target Company's Common Stock; (ii) any merger, share exchange, or share transfer will be conducted, to which the Target Company is a party; and (iii) the Wholly Call Clause will be exercised under the extraordinary resolution at the Target Company's general meeting of shareholders, and, therefore, the Target Company's Non-Voting Stock is not anticipated to be converted into the Target Company's Common Stock. Accordingly, the number of voting rights corresponding to the number of shares of the Target Company's Common Stock (8,357,300 shares), which is obtained by converting the number of the Target Company's Non-Voting Stock (83,573 shares) into the number of the Target Company's Common Stock, is not included in the "Number of Voting Rights Represented by Share Certificates, Etc., Owned by Tender Offeror after the Tender Offer, Etc."

Note 2: The "Number of Voting Rights of All Shareholders, Etc. of the Target Company" represents the total number of voting rights of all shareholders of the Target Company as of March 31, 2019, as set forth in the Target Company's Securities Report for the 73rd Fiscal Year. Although the shares of the Target Company's Non-Voting Stock are also subject to the Tender Offer, no voting rights at a general meeting of shareholders of the Target Company are attached to the Target Company's Non-Voting Stock. Although the Target Company's Non-Voting Stock is subject to the Rights to Request Acquisition, Etc., due to a reason similar to that stated in Note 1 above, when calculating the "Ownership Ratio of Share Certificates, Etc., after Tender Offer, Etc.," the number of voting rights corresponding to the number of shares of the Target Company's Common Stock (8,357,300 shares), which is obtained by converting the number of the Target Company's Non-Voting Stock (83,573 shares) into the number of the Target Company's Common Stock, is not included in the denominator.

Note 3: The "Ownership Ratio of Share Certificates, Etc., after Tender Offer, Etc." is rounded to two decimal places.

(7) Aggregate tender offer price: JPY 5,550,972,100

Note : The "aggregate tender offer price" is the total of (i) the amount calculated by multiplying the number of issued shares of the Target Company's Common Stock as of March 31, 2019 as set forth in the Target Company's Securities Report for the 73rd Fiscal Year (3,041,000 shares) by the Common Stock Tender Offer Price (JPY 487) and (ii) the amount calculated by multiplying the number of issued shares of the Target Company's Non-Voting Stock as of March 31, 2019 as set

forth in the Target Company's Securities Report for the 73rd Fiscal Year (83,573 shares) by the Non-Voting Stock Tender Offer Price (JPY 48,700).

(8) Method of settlement

a. Name and address of head office of financial instruments business operator, bank, etc. in charge of settlement of tender offer

Mizuho Securities, Co., Ltd. 1-5-1, Otemachi, Chiyoda-ku, Tokyo

b. Commencement date of settlement

October 1, 2019 (Tuesday)

c. Method of settlement

A notice regarding the purchase under the Tender Offer will be mailed to the address of each of the Tendering Shareholders, Etc. (or the address of the standing proxy in the case of non-resident shareholders) without delay after the expiration of the Tender Offer Period. The purchase will be settled in cash. The Tender Offer Agent will, in accordance with the instructions given by the Tendering Shareholders, Etc. (or the standing proxy in the case of non-resident shareholders) and without delay on or after the commencement date of settlement, remit the purchase price for the tendered share certificates, etc., to the address designated by each of the Tendering Shareholders, Etc. (or the standing proxy in the case of Non-Resident Shareholders) or pay the purchase price therefor into the account that the relevant Tendering Shareholder, Etc. has with the Tender Offer Agent through which the shares were tendered. Please note that, regarding the tendered shares of the Target Company's Stock, if it becomes clear that the name on the shareholder registry cannot be transferred to the name of the Tender Offeror due to the circumstances of being transferred to the name of third parties other than the Tendering Shareholders, Etc., or that a right of pledge or other security interests is established, the Tender Offeror can treat the tendering of such shares as invalid and reserve all or a part of the payment of the purchase price of such tendered shares of the Target Company's Stock (however, in the calculation for determining whether the minimum number of share certificates, etc. to be purchased was achieved, the number of such tendered shares of the Target Company's Stock with respect to which the above-mentioned matters are identified after the expiration of the Tender Offer Period will be included in the calculation for the total number of the Tendered Share Certificates, Etc.).

d. Method of return of share certificates, etc.

In the event that none of the Tendered Share Certificates, Etc. will be purchased under the terms set forth in "a. Conditions set forth in each item of Article 27-13, Paragraph 4 of the Act and the details thereof" or "b. Conditions of withdrawal, etc. of the tender offer, details thereof and method of disclosure of withdrawal,

etc." of "(9) Other conditions and methods of purchase" below, the Tender Offer Agent will, in accordance with the instructions given by the Tendering Shareholders, Etc. (or the standing proxy in the case of non-resident shareholders) and promptly on or after the commencement date of settlement (or the day of withdrawal, etc. if the Tender Offeror withdraws the Tender Offer), mail documents submitted at the time of application to the address of each of the Tendering Shareholders, Etc. (or the standing proxy in the case of non-resident shareholders), or return at the head office or any domestic branch of the Tender Offer Agent where the applications are accepted. In addition, because the Target Company is not a company issuing share certificates, share certificates to be returned do not exist.

(9) Other conditions and methods of purchase

a. Conditions set forth in each item of Article 27-13, Paragraph 4 of the Act and the details thereof

If the total number of the Tendered Share Certificates, Etc. does not amount to the minimum number of share certificates, etc. to be purchased (2,110,973 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. If the total number of the Tendered Share Certificates, Etc. is equal to or greater than the minimum number of share certificates, etc. to be purchased (2,110,973 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, Etc.

b. Conditions of withdrawal, etc. of the tender offer, details thereof and method of disclosure of withdrawal, etc.

If any event listed in Article 14, Paragraph 1, Item (1), Sub-items (a) through (h) and Sub-items (l) through (r), Article 14, Paragraph 1, Item (3), Sub-items (a) through (g) and Sub-item (j), and Article 14, Paragraph 1, Item (4), as well as Article 14, Paragraph 2, Items (3) through (6) of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended; hereinafter the "Enforcement Order") occurs, the Tender Offeror may withdraw the Tender Offer. The "events which are equivalent to those listed in Item (3), Sub-items (a) through (i)" set out in Article 14, Paragraph 1, Item (3), Sub-item (j) of the Enforcement Order refers to (x) the case where any of the statutory disclosure documents submitted by the Target Company in the past is found to contain a false statement on a material fact, or omit a statement on a material fact that should have been stated, and (y) the case where any of the events listed in the same Item (3), Sub-items (a) through (g) of the Enforcement Order occurs in respect of a significant subsidiary of the Target Company.

In addition, since the Tender Offeror is a financial instruments exchange holding company and, through the Tender Offer, seeks to have, as its subsidiary, a company falling under the companies listed in Article 106-12, Paragraph 1, Item (1), Sub-items (c) and (d) of the Act, the Tender Offeror is required to obtain the authorization of the Prime Minister (the "Authorization") in advance with respect to the acquisition of the Target Company's Stock pursuant to the proviso in Article 106-24, Paragraph 1 of the Act. The Tender Offeror made a formal application for the Authorization to the Prime Minister on June 25, 2019, and

obtained the Authorization from the Prime Minister on July 3, 2019; however, if the Authorization is canceled or withdrawn by the day immediately preceding the last day of the Tender Offer Period, the Tender Offeror may withdraw the Tender Offer due to such event falling under a case where the Tender Offeror is not able to obtain "permission, etc." under Article 14, Paragraph 1, Item (4) of the Enforcement Order.

If the Tender Offeror intends to withdraw the Tender Offer, the Tender Offeror will give an electronic public notice and publish a notice to that effect in the Nihon Keizai Shimbun. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by the method set out in Article 20 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, Etc. by Person Other Than Issuer (Ministry of Finance Ordinance No. 38 of 1990, as amended; hereinafter the "TOB Ordinance") and give a public notice immediately after the announcement.

c. Conditions to reduce purchase price, details thereof and method of disclosure of reduction

Under Article 27-6, Paragraph 1, Item (1) of the Act, if the Target Company conducts any act set out in Article 13, Paragraph 1 of the Enforcement Order during the Tender Offer Period, the Tender Offeror may reduce the purchase price in accordance with the standards set out in the provision of Article 19, Paragraph 1 of the TOB Ordinance.

If the Tender Offeror intends to reduce the purchase price, the Tender Offeror will give an electronic public notice and publish a notice to that effect in the Nihon Keizai Shimbun. However, if it is deemed difficult to give the public notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement by the method set out in Article 20 of the TOB Ordinance and give public notice immediately after the announcement. If the purchase price is reduced, the Tender Offeror will also purchase the Tendered Share Certificates, Etc. tendered on or before the date of the public notice at the reduced purchase price.

d. Matters concerning right of Tendering Shareholders, Etc. to terminate the agreement

The Tendering Shareholders, Etc. may, at any time during the Tender Offer Period, terminate their agreements under the Tender Offer. A Tendering Shareholder, Etc. who wishes to terminate such agreement must deliver or send a termination notice stating that such Tendering Shareholder, Etc. terminates its agreement under the Tender Offer (the "Termination Notice"), with a receipt of acceptance of the Tender Offer attached, to the head office or any domestic branch of the Tender Offer Agent that received the application by 3:00 p.m. on the last day of the Tender Offer Period. The termination of agreement will take effect at the time when the Termination Notice is delivered to, or reaches, the Tender Offer Agent. Therefore, the Tendering Shareholders, Etc. should be aware that if the Termination Notice is sent by mail,

the Tendering Shareholders, Etc. may not terminate the agreement unless such Termination Notice reaches the Tender Offer Agent by no later than 3:00 p.m. on the last day of the Tender Offer Period.

Party authorized to receive the Termination Notice:

Mizuho Securities Co., Ltd. 1-5-1, Otemachi, Chiyoda-ku, Tokyo
(or any other domestic branch of Mizuho Securities Co., Ltd.)

The Tender Offeror will not make any claim for damages or a penalty payment due to termination by the Tendering Shareholders, Etc. of their agreements thereunder. Further, the cost of returning the Tendered Share Certificates, Etc. to the Tendering Shareholders, Etc. will be borne by the Tender Offeror. If a Tendering Shareholder, Etc. terminates such agreement, the Tendered Share Certificates, Etc. will be promptly returned following the completion of termination process by the method set out in "d. Method of return of share certificates, etc." of "(8) Method of settlement" above.

e. Method of disclosure if the conditions of the Tender Offer are changed

The Tender Offeror may change the conditions, etc. of the Tender Offer during the Tender Offer Period unless such change is prohibited under Article 27-6, Paragraph 1 of the Act or Article 13 of the Enforcement Order. If the Tender Offeror intends to change any conditions, etc. of the Tender Offer, the Tender Offeror will give an electronic public notice and publish a notice to that effect in the Nihon Keizai Shimbun. However, if it is deemed difficult to give the notice by the last day of the Tender Offer Period, the Tender Offeror will make a public announcement in the manner set out in Article 20 of the TOB Ordinance and give a public notice immediately after the announcement. If the conditions, etc. of the Tender Offer are changed, the Tender Offeror will also purchase the Tendered Share Certificates, Etc. tendered on or before the date of the public notice in accordance with the changed conditions, etc. of the Tender Offer.

f. Method of disclosure if an amendment statement is filed

If an amendment statement is submitted to the Director-General of the Kanto Local Finance Bureau (unless otherwise provided for in the proviso in Article 27-8, Paragraph 11 of the Act), the Tender Offeror will immediately make a public announcement of the content of that amendment statement that is relevant to the content of the public notice of the commencement of the Tender Offer in the manner set out in Article 20 of the TOB Ordinance. The Tender Offeror will also immediately amend the tender offer explanatory statement and deliver the amended tender offer explanatory statement to the Tendering Shareholders, Etc. who have already received the previous tender offer explanatory statement. However, if the amendments are limited in scope, the Tender Offeror may instead prepare and deliver to Tendering Shareholders, Etc. a document stating the reason for the amendments, the matters amended, and the details thereof.

g. Method of disclosure of results of the Tender Offer

The results of the Tender Offer will be made public on the day following the last day of the Tender Offer Period in the manner set out in Article 9-4 of the Enforcement Order and Article 30-2 of the TOB Ordinance.

(10) Date of public notice of commencement of the Tender Offer

August 1, 2019 (Thursday)

(11) Tender Offer Agent

Mizuho Securities Co., Ltd. 1-5-1, Otemachi, Chiyoda-ku, Tokyo

3. Policies, Etc. After the Tender Offer and Future Outlook

With respect to the policies after the Tender Offer, and other related matters, please see "(2) Background to, purpose of and decision making process concerning the Tender Offer, and management policy after the Tender Offer" and "(5) Policy on reorganization, etc. after the Tender Offer (matters relating to the so-called two step takeover)" of "1. Purpose of the Purchase, Etc." above.

4. Other Information

(1) Agreements between the Tender Offeror and the Target Company or its Officers, and Details Thereof

a. Support of the Tender Offer

According to the Target Company's Announcement, the Target Company resolved at the meeting of the Board of Directors held on July 30, 2019 to express an opinion supporting the Tender Offer and to recommend the shareholders of the Target Company to tender in the Tender Offer. For the details of the resolution of the meeting of the Board of Directors held by the Target Company, please see the Target Company's Announcement and "d. Approval of all directors participated of the Target Company" of "(4) Measures to ensure the fairness of the Tender Offer" of "1. Purpose of the Purchase, Etc." above.

b. Business Combination Agreement

The Tender Offeror and the Target Company entered into the Business Combination Agreement as of July 30, 2019. For the outline of the Business Combination Agreement, please see "(3) Matters concerning material agreement related to the Tender Offer" of "1. Purpose of the Purchase, Etc." above.

(2) Other information deemed necessary for investors to determine whether to tender their shares in response to the tender offer

Not applicable

(End of Document)

Regulations on Solicitation:

This press release is intended to announce the Tender Offer to the general public and is not intended to solicit an offer to sell any securities including share certificates, etc. If a shareholder wishes to tender his/her securities, each shareholder is requested to exercise his/her own judgment after carefully reading the tender offer explanatory statement. This press release is not, and does not constitute any part of, an offer or solicitation of sales, or a solicitation of a purchase offer, of securities. This press release (or any part of it) or the fact of its distribution does not provide a basis for any agreement pertaining to the Tender Offer, and it may not be relied upon when executing any such agreement.

Future prospects:

The information in this press release may contain statements that include terms related to future prospects, such as "predict," "anticipate," "intend," "plan," "believe" and "expect," including those related to the future business development of the Tender Offeror and other corporations. Such statements are based on the Tender Offeror's current projections regarding future businesses and are subject to change depending on the future conditions. With regard to the information in this document, the Tender Offeror assumes no obligations to update such statements regarding future prospects in order to reflect actual performance and other situations, or any future events and changes in conditions.

Regulations of the U.S.:

The Tender Offer is to be conducted in accordance with the procedures and information disclosure standards prescribed in the Financial Instruments and Exchange Act of Japan. However, such procedures and standards are not necessarily the same as the procedures and information disclosure standards in the U.S. In particular, Sections 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934, as amended, and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer does not conform to such procedures and standards.

This press release contains "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934. Due to any known or unknown risks, uncertainties, or any other factors, it is possible that actual results may substantially differ from the projections, etc., as expressly or implicitly indicated in any "forward-looking statements." Neither the Tender Offeror nor any of its affiliated companies guarantees that such projections, etc. expressly or implicitly indicated in any "forward-looking statements" will prove to be correct. The "forward-looking statements" in this press release have been prepared based on the information held by the Tender Offeror as of the date of this press release, and, unless otherwise required by applicable laws and regulations, neither the Tender Offeror nor any of its affiliated companies is obliged to update or modify such statements in order to reflect any events or circumstances in the future.

The financial statements contained in this press release and reference materials thereof regarding the Tender Offeror are based on the International Financial Reporting Standards ("IFRS"), and those regarding the Target Company are based on the Japanese accounting standards; accordingly, the financial statements contained herein are not necessarily equivalent to those of U.S. corporations.

Moreover, as the Tender Offeror is a corporation incorporated outside of the U.S. and all or some of its directors are non-U.S. residents, it may be difficult to enforce any rights or claims arising under the U.S. federal securities laws. In addition, it may not be possible to commence legal actions against a non-U.S. company or its directors in a non-U.S. court on the grounds of a violation of U.S. federal securities laws. Furthermore, a corporation incorporated outside the U.S. and its subsidiaries and affiliates may not necessarily be compelled to submit to the jurisdiction of U.S. courts. Unless otherwise provided, all procedures for the Tender Offer shall be conducted entirely in the Japanese language. Some or all of the documents relating to the Tender Offer are or will be prepared in the English language. However, should there be any inconsistency between any document written in English and that written in Japanese, the Japanese document shall prevail.

If a shareholder exercises the right to demand purchase of shares constituting less than one unit in accordance with the Companies Act, the Target Company may purchase its own shares for themselves during the Tender Offer Period in accordance with the procedures under the laws and regulations.

Other Countries:

In certain countries or regions, the announcement, issuance or distribution of this press release may be restricted by laws or regulations. In such cases, please note and comply with such restrictions. Regardless of whether this press release is received in any such countries or regions where the implementation of the Tender Offer is unlawful, this press release does not constitute any solicitation of an offer to purchase or offer to sell securities including share certificates concerning the Tender Offer and is being distributed merely for informational purposes.