

August 15, 2014

Tsukada Global Holdings, Inc.  
President and CEO: Masayuki Tsukada  
Securities code: 2418 (First Section, Tokyo Stock Exchange)

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### **Notice of Acquisition of Shares (conversion to subsidiary) of FAJA Co., Ltd.**

The Board of Directors of Tsukada Global Holdings, Inc. (the “Company”) resolved at a meeting held on August 15, 2014 to acquire the shares of FAJA Co., Ltd. and make it a subsidiary of the Company.

#### **1. Reason for the Acquisition of Shares**

The corporate philosophy of the Tsukada Global Holdings Group (the “Group”) is “Tsukada Global Holdings strives to create gathering places which leave an everlasting memory on guests by offering the finest professional hospitality services,” and the Group has expanded its business lines by adding the hotel operation business and overseas business to the core domestic wedding business. The Group has now decided to enter the wellness and relaxation business and decided to acquire all outstanding shares of FAJA Co., Ltd., which operates British-style Queensway reflexology salons and Queensway Reflexology School.

As a pioneer in the reflexology industry, Queensway was an early provider of healing environments to working women and has won support from a wide range of customers and enjoys a high repeat user rate as a result of a sophisticated image and high technical competence. In addition, an increase in interest in health and beauty in recent years is expected to bring continued significant expansion of the wellness and relaxation market.

The Company plans to contribute to the creation of society made happy and enriched by wellness through the expertise in space creation and memorable professional hospitality cultivated in guest house development and achieve growth for the Group by pursuing expansion of the wellness and relaxation business.

#### **2. Method of Change of Status**

The Company will acquire all 1,200 outstanding shares of FAJA Co., Ltd. from the four current shareholders. As a result, FAJA Co., Ltd. will become a subsidiary of the Company.

### 3. Outline of Subsidiaries to Be Transferred

(1) Name	FAJA Co., Ltd.		
(2) Location	3-2-9 Ginza, Chuo-ku, Tokyo		
(3) Representative name and title	Maki Yamaya, Representative Director		
(4) Business description	Operation and management of subsidiaries (holding company)		
(5) Capital	50 million yen		
(6) Date established	October 3, 2011		
(7) Major shareholder and shareholding ratio	Keiko Fujita 28%		
(8) Relationships between Tsukada Global Holdings and FAJA	Capital relationships	There are no applicable matters.	
	Personal relationships	There are no applicable matters.	
	Business relationships	There are no applicable matters.	
(9) FAJA's operating results and financial position for the most recent three years (million yen)			
Fiscal year ended:	December 31, 2013	December 31, 2012	December 31, 2011
Net assets	322	273	210
Total assets	348	336	263
Net assets per share	¥268,702	¥227,871	¥175,180
Net sales	257	374	92
Operating income	57	92	17
Ordinary income	75	109	22
Net income	48	63	12
Net income per share	¥40,830	¥52,691	¥10,172
(10) FAJA's and its subsidiaries' operating results and financial position for the most recent three years (simple total) (million yen)			
Fiscal year ended:	December 31, 2013	December 31, 2012	December 31, 2011
Net assets	1,707	1,918	1,711
Total assets	2,049	2,437	2,700
Net assets per share	¥1,422,856	¥1,598,390	¥1,426,148
Net sales	3,986	4,561	4,936
Operating income	(56)	441	394
Ordinary income	(31)	469	403
Net income	(210)	206	217
Net income per share	(¥175,199)	¥172,241	¥181,390

(1) Name	RAJA Co., Ltd.		
(2) Location	3-2-9 Ginza, Chuo-ku, Tokyo		
(3) Representative name and title	Maki Yamaya, Representative Director		
(4) Business description	Operation of reflexology salons		
(5) Capital	50 million yen		
(6) Date established	January 7, 1998		
(7) Major shareholder and shareholding ratio	FAJA Co., Ltd. 100%		
(8) Relationships between Tsukada Global Holdings and RAJA	Capital relationships	There are no applicable matters.	
	Personal relationships	There are no applicable matters.	
	Business relationships	There are no applicable matters.	
(9) RAJA's operating results and financial position for the most recent three years (million yen)			
Fiscal year ended:	December 31, 2013	December 31, 2012	December 31, 2011
Net assets	1,464	1,434	1,206
Total assets	1,705	1,843	2,068
Net assets per share	¥813,564	¥797,144	¥670,083
Net sales	3,358	3,778	4,163
Operating income	173	433	353
Ordinary income	179	442	355
Net income	29	228	197
Net income per share	¥16,419	¥127,061	¥109,960

(1) Name	Retreat Co., Ltd.	
(2) Location	3-2-9 Ginza, Chuo-ku, Tokyo	
(3) Representative name and title	Maki Yamaya, Representative Director	
(4) Business description	Operation of a reflexology school	
(5) Capital	90 million yen	
(6) Date established	May 1, 2001	
(7) Major shareholder and shareholding ratio	FAJA Co., Ltd. 100%	
(8) Relationships between Tsukada Global Holdings and Retreat	Capital relationships	There are no applicable matters.
	Personal relationships	There are no applicable matters.
	Business relationships	There are no applicable matters.

(9) Retreat's operating results and financial position for the most recent three years (million yen)			
Fiscal year ended:	December 31, 2013	December 31, 2012	December 31, 2011
Net assets	100	389	475
Total assets	175	438	548
Net assets per share	¥50,284	¥194,880	¥237,505
Net sales	371	408	680
Operating income	(288)	(83)	23
Ordinary income	(287)	(82)	25
Net income	(288)	(85)	7
Net income per share	(¥144,396)	(¥42,625)	¥3,766

#### 4. Outline of the Counterparties to the Share Acquisition

(1) Name	Keiko Fujita
(2) Address	Shibuya-ku, Tokyo
Relationship between Tsukada Global Holdings and the individual	There is no noteworthy relationship.

(1) Name	Kae Fujita
(2) Address	Shibuya-ku, Tokyo
Relationship between Tsukada Global Holdings and the individual	There is no noteworthy relationship.

(1) Name	Maki Yamaya
(2) Address	Shibuya-ku, Tokyo
Relationship between Tsukada Global Holdings and the individual	There is no noteworthy relationship.

(1) Name	Sayo Seki
(2) Address	Shibuya-ku, Tokyo
Relationship between Tsukada Global Holdings and the individual	There is no noteworthy relationship.

5. Number of Shares to Be Acquired, Acquisition Price, and Status of Shares Held before and after Acquisition

(1) Number of shares held before the transfer	0 shares (Number of voting rights: 0) (Voting rights ownership ratio: 0.0%)
(2) Number of shares to be acquired	1,200 shares (Number of voting rights: 1,200)
(3) Acquisition price	Ordinary shares of FAJA Co., Ltd. 3,000,000,000 yen Advisory fees, etc. (estimate) 82,000,000 yen Total (estimate) 3,082,000,000 yen
(4) Number of shares to be held after the transfer	1,200 shares (Number of voting rights: 1,200) (Voting rights ownership ratio: 100.0%)

6. Schedule

(1) Board of Directors resolution	August 15, 2014
(2) Signing of acquisition agreement	August 15, 2014
(3) Date of share transfer	September 18, 2014 (planned)

7. Future Outlook

The Company is currently investigating the impact of the share acquisition on the consolidated business results for the fiscal year ending December 31, 2014 and will promptly make an announcement when it becomes clear.

For Reference: Forecast of Consolidated Business Results for the Fiscal Year Ending December 31, 2014 (Announced August 8, 2014) and Consolidated Business Results for the Fiscal Year Ended December 31, 2013 (million yen)

	Consolidated Net Sales	Consolidated Operating Income	Consolidated Ordinary Income	Consolidated Net Income
Forecast of consolidated business results for the fiscal year ending December 31, 2014	52,650	7,250	7,250	4,300

Consolidated business results for the fiscal year ended December 31, 2013	47,426	6,856	7,129	4,236
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