

February 14, 2014

Best Bridal, Inc.
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Securities code: 2418 (First Section, Tokyo Stock Exchange)

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Notice of Establishment of a Subsidiary Today, Company Split (Simplified Split / Summary Split), and Partial Amendment of the Articles of Incorporation (Change of Trade Name and Business Purpose, Establishment of Rights in Relation to Shareholdings Less than One Unit in Connection with Stock Split and Adoption of Unit Share System) in Connection with Transition to a Holding Company Structure

Best Bridal, Inc. (the "Company"), having established wholly-owned subsidiary Best Bridal Inc. Successor Preparatory Company (to be renamed Best Bridal, Inc. on July 1, 2014) in preparation for transition to a holding company structure on July 1, 2014, resolved at a meeting of the Board of Directors held on February 14, 2014 to have Best Bridal Inc. Successor Preparatory Company succeed businesses of the Company by implementing a company split in which the Company will be the splitting company ("Splitting Company") and Best Bridal Inc. Successor Preparatory Company will be the successor company ("Successor Company") and concluded on February 14, 2014 an absorption-type company split agreement with the Successor Company. The effective date of the company split ("Company Split") shall be July 1, 2014.

Also, in connection with the transition to a holding company structure, the Company resolved to partially amend the Articles of Incorporation to change the trade name and business purpose and also resolved to partially amend the Articles of Incorporation, effective July 1, 2013, to establish rights in relation to shareholdings less than one unit in connection with the 1:200 common stock split of the Company's shares and adoption of the unit share system in which the number of shares constituting one share unit is one hundred.

In connection with this, the Company will become a holding company and plans to remain a listed company after changing its trade name to TSUKADA GLOBAL HOLDINGS Inc. and changing its business purpose in which it will engage after the transition to a holding company structure, effective July 1, 2014. In addition, the Company Split and partial amendment of the Articles of Incorporation (change of trade name and business purpose, establishment of rights in relation to shareholdings less than one unit in connection with the stock split and adoption of the unit share system) in the Company is subject to approval by resolution of the ordinary general meeting of shareholders scheduled for March 28, 2014.

Since the Company Split is an absorption-type company split with a wholly-owned subsidiary of the Company, some disclosure items and details are omitted.

I. Company Split in Connection with Transition to a Holding Company Structure

1. Background to and Purpose of the Transition to a Holding Company Structure

Although the market environment for the domestic wedding business is becoming adverse as the impact of declining birthrate and aging population gradually takes hold, wedding expenditures have gradually increased and market size has generally stabilized. Signs of recovery in the hotel operation business are becoming clear as a result of factors including an economic upswing in Japan and an increase in the number of foreign tourists. Also, the overseas chapel operation business is generally strong.

In these circumstances, the Best Bridal Group defines its corporate philosophy as “Best Bridal strives to create gathering places which leave an everlasting memory on guests by offering the finest professional hospitality services” and is accelerating business domain expansion to fields such as the hotel operation business and overseas businesses, in addition to the core domestic wedding business.

With a view to more active future development of its businesses, the Company judged that it can continue to enhance its corporate value and business growth through ensuring agile management and appropriate allocation of management resources by clearly defining the locus of responsibility and authority, and decided a policy of transitioning to a holding company structure.

After the transition to a holding company structure, the Company will segregate decision-making so that the holding company engages in decision-making for the entire Best Bridal Group and each operating company engages in decision-making concerning the operation of its business, undertake clarification of management responsibility and realization of rapid decision-making, and aim to maximize corporate value as a group.

2. Overview of the Company Split

(1) Schedule

December 31, 2013 (Tues.)	Record date of the general meeting of shareholders to approve the company split agreement (the Company)
February 14, 2014 (Fri.)	Establishment of the Successor Company and Board of Directors meetings to approve the company split agreement (the Company and the Successor Company)
February 14, 2014 (Fri.)	Date of establishment of the Successor Company
February 14, 2014 (Fri.)	Date of execution of the company split agreement
March 28, 2014 (Fri.) (Planned)	General meeting of shareholders to approve the Company split agreement (the Company)
July 1, 2014 (Tues.) (Planned)	Date of company split (effective date)

Note: Pursuant to Article 796, Paragraphs 1 and 3 of the Companies Act, approval of the general meeting of shareholders of the Successor Company is not required.

(2) Method of the Company Split

This will be an absorption-type company split in which the Company will be the Splitting Company and the Company's wholly-owned subsidiary Best Bridal Inc. Successor Preparatory Company will be the Successor Company.

(3) Details of Share Allotment Associated with the Company Split

The Successor Company will make no allotment of shares at the time of the split.

(4) Handling of stock acquisition rights and bonds with stock acquisition rights accompanying the Company Split

Although the Company has issued bonds with stock acquisition rights, there will be no change in their handling. The Company has issued no stock acquisition rights.

(5) Change in capital stock resulting from the Company Split

There will be no change in the Company's capital stock.

(6) Rights and obligations to be succeeded by the Successor Company

The Successor Company, pursuant to the provisions of the absorption-type company split agreement dated February 14, 2014 concluded with the Company, will succeed the assets (limited, however, to cash and deposits; trade and other accounts receivable; merchandise; raw materials and supplies; advances paid and advance payments; prepaid expenses; guarantee deposits (excluding lease deposits and guarantee deposits relating to buildings and land); and tools, furniture, and fixtures), liabilities (limited, however, to advances received; accrued expenses relating to bonuses; provision for retirement benefits; and guarantee deposits received), and contractual status in contracts (excluding, however, lease contracts relating to land and buildings and employment contracts with employees of the Splitting Company even after the split) and all rights and obligations that have arisen from these contracts in connection with the domestic wedding hall operation business and overseas chapel operation business operated by the Company.

Succession of obligations to the Successor Company shall take the form of a concomitant assumption of obligations by the Company.

(7) Prospects for the fulfillment of obligations

Since the amount of assets of the Successor Company after the split is expected to exceed the amount of liabilities and the occurrence of circumstances that will impede the fulfillment of obligations of the Successor Company is not anticipated at the present time, the Company has determined that there are no issues with respect to the prospects for the fulfillment of obligations by the Successor Company after the Company Split.

3. Overview of the Companies Involved in the Company Split

	Splitting Company (As of December 31, 2013)	Successor Company (As of February 14, 2014)
(1) Name	Best Bridal, Inc. (to be renamed TSUKADA GLOBAL HOLDINGS Inc. on July 1, 2014)	Best Bridal Inc. Successor Preparatory Company (to be renamed Best Bridal, Inc. on July 1, 2014)
(2) Address	Higashi 3-11-10, Shibuya-ku, Tokyo	Higashi 3-11-10, Shibuya-ku, Tokyo
(3) Name and position of representative	Masayuki Tsukada, President and CEO	Masayuki Tsukada, President and CEO
(4) Business description	The provision of services including the planning, design, and operation of hotels, restaurants, wedding halls, and similar facilities in Japan and overseas	The company has no business activities prior to the Company Split.
(5) Capital stock	¥472 million	¥100 million
(6) Date of establishment	October 6, 1995	February 14, 2014
(7) Number of shares issued	48,960,000	2,000
(8) Closing date	December 31	December 31
(9) Major shareholders and shareholding ratios	Fine Expand Co., Ltd. 39.0% Masayuki Tsukada 22.3% State Street Bank and Trust Company 6.4%	The Company 100%

4. Financial Position and Operating Results of the Companies Involved in the Company Split for the Past Three Fiscal Periods

(¥ million)

Fiscal Period	Splitting Company (Consolidated)			Successor Company
	Period Ended December 31, 2011	Period Ended December 31, 2012	Period Ended December 31, 2013	Period Ended December 31, 2013
Net sales	41,741	44,494	47,426	Since the company was established on February 14, 2014, there are no applicable items.
Operating income	6,395	6,519	6,856	
Ordinary income	6,222	6,610	7,129	
Net income	2,670	3,270	4,236	
Net income per share (¥)	10,909.27	13,358.47	86.62*	
Net assets	17,825	20,815	24,668	
Total assets	47,382	48,381	53,968	
Net assets per share (¥)	72,817.26	85,029.46	505.21*	

*The Company conducted a 1:200 common stock split effective July 1, 2013.

5. Overview of Business Divisions to Be Split Off

(1) Business description of the business divisions to be split off

Domestic wedding hall operation business, overseas chapel operation business

(2) Operating results of the business divisions to be split off (period ended December 31, 2013)

Net sales: Approx. ¥39,300 million

(3) Items and amounts of assets and liabilities to be split off (as of September 30, 2013)

(¥ million)

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current assets	1,855	Current liabilities	1,511
Fixed assets	343	Fixed liabilities	687
Total	2,199	Total	2,199

Note: The amounts of assets and liabilities to be split off have all been calculated based on the balance sheets as of September 30, 2013 and may differ from the amounts of assets and liabilities actually split off.

6. Status of the Companies after the Company Split

	Splitting Company	Successor Company
(1) Name	TSUKADA GLOBAL HOLDINGS Inc.	Best Bridal, Inc. (planned)
(2) Address	Higashi 3-11-10, Shibuya-ku, Tokyo	Higashi 3-11-10, Shibuya-ku, Tokyo
(3) Name and position of representative	Masayuki Tsukada, President and CEO	Masayuki Tsukada, President and CEO
(4) Business description	Holding company, management and supervision of group companies, planning, development, and ownership of guest houses, hotels, and restaurants	The provision of services including the planning, design, and operation of hotels, restaurants, wedding halls, and similar facilities in Japan and overseas
(5) Capital stock	¥472 million	¥100 million
(6) Closing date	December 31	December 31

7. Future Prospects

The impact of the Company Split on the Company's consolidated business performance will be minor. As a result of the split, the Company's revenue is expected to consist mainly of management guidance fees, rent, and dividends, etc. from Best Bridal Group companies and expenses are expected to consist mainly of operating expenses as a holding company (including rent that the Company pays pertaining to land and real estate that Best Bridal Group companies use).

For details about the Company's consolidated results forecast for the current fiscal term, refer to the Earnings Forecast for Fiscal Year Ending December 31, 2014 recorded in the Consolidated Earnings Report for the Fiscal Year ended December 31, 2013 (Japanese GAAP) of February 14, 2014.

II. Amendment of the Articles of Incorporation

1. Reasons for amendment

(1) On the occasion of the transition to a holding company structure, change the Company's trade name to TSUKADA GLOBAL HOLDINGS Inc. and change the business purpose to business management, etc. as a holding company.

(2) On July 1, 2013 (Monday) the Company partially amended the Articles of Incorporation by resolution of the Board of Directors pursuant to the provisions of Article 184 Paragraph 2 and Article 191 of the Companies Act in connection with the 1:200 common stock split of the

Company's shares and adoption of the unit share system in which the number of shares constituting one share unit is one hundred that went into effect on July 1, 2013. In response to this amendment, establish rights in relation to shareholdings less than one unit.

2. Contents of Amendment

(Parts to be amended have been underlined.)

Current Articles	Articles after Amendment
<p>(Trade Name)</p> <p>Article 1. The name of the Company shall be <u>株式会社ベストブライダル</u> and shall be expressed as <u>Best Bridal, Inc.</u> in English.</p>	<p>(Trade Name)</p> <p>Article 1. The name of the Company shall be <u>ツカダグローバルホールディング</u> and shall be expressed as <u>TSUKADA GLOBAL HOLDINGS Inc.</u> in English.</p>
<p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to <u>engage</u> in the following businesses.</p>	<p>(Purpose)</p> <p>Article 2. The purpose of the Company shall be to <u>engage</u> in the following businesses <u>and related businesses and to control and manage the business activities of companies (including overseas companies), partnerships (including entities equivalent to partnerships in foreign countries), and other business entities that engage in the following businesses and related businesses by owning stocks or ownership interests in them.</u></p>
<p>1. to 24. (Text omitted)</p> <p>[Newly established]</p> <p>[Newly established]</p>	<p>1. to 24. (Unchanged)</p> <p><u>25. Agency services and guidance relating to the settlement of accounts, accounting, finance, etc. of companies</u></p> <p><u>26. Agency services and guidance relating to general affairs, personnel, and labor management</u></p>
<p><u>25.</u> Any and all businesses incidental or relating to each of the foregoing items</p>	<p><u>27.</u> (Unchanged)</p>

Current Articles	Articles after Amendment
<p data-bbox="389 322 619 349">[Newly established]</p> <p data-bbox="268 696 687 723">Article 3 to Article 6 (Text omitted)</p>	<p data-bbox="810 322 1358 640"><u>(3) In addition to the businesses set forth in Paragraph 2 above, the purpose of the Company shall be to engage in the lending of money, procurement of funds, and management of funds and their agency services relating to the businesses of the companies, etc. set forth in Paragraph 1.</u></p> <p data-bbox="810 703 1222 730">Article 3 to Article 6 (Unchanged)</p>
<p data-bbox="389 815 619 842">[Newly established]</p> <p data-bbox="255 1525 687 1552">Article <u>7</u> to Article <u>45</u> (Text omitted)</p> <p data-bbox="389 1615 619 1641">[Newly established]</p>	<p data-bbox="810 815 1366 898"><u>(Rights in Relation to Shareholdings Less than One Unit)</u></p> <p data-bbox="810 913 1366 1088"><u>Article 7. The Company's shareholders may not exercise rights other than the rights described below with respect to shareholdings less than one unit.</u></p> <p data-bbox="810 1104 1353 1187"><u>(1) The rights listed in the items in Article 189 Paragraph 2 of the Companies Act</u></p> <p data-bbox="810 1202 1310 1285"><u>(2) The right to request the acquisition of shares with put options</u></p> <p data-bbox="810 1301 1366 1424"><u>(3) The right to receive an allocation of newly issued shares or new share acquisition rights based on the number of shares owned</u></p> <p data-bbox="810 1541 1251 1568">Article <u>8</u> to Article <u>47</u> (Unchanged)</p> <p data-bbox="810 1630 1366 1805"><u>Supplementary provision</u> <u>Article 1. The amendments to Article 1 and Article 2 shall take effect on July 1, 2014. This supplementary provision shall be deleted on the effective date.</u></p>

3. Schedule

Resolution by general meeting of shareholders to amend Articles of Incorporation: March 28, 2014 (Friday) (Planned)

Effective date of amendments to Articles 1 and 2: July 1, 2014 (Tuesday) (Planned)

Effective date of other amendments: March 28, 2014 (Friday) (Planned)