

May 14, 2014

For Immediate Release

Company name Otsuka Holdings Co., Ltd.
Representative Tatsuo Higuchi
President and Representative Director, CEO
Code number 4578, First Section, Tokyo Stock Exchange
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Notice Regarding the Partial Amendment of Articles of Incorporation

Tokyo, Japan – Otsuka Holdings Co., Ltd. (the “Company”) announces that the Board of Directors, at the meeting of the Board of Directors held on the date hereof, resolved to partially amend the Company’s Articles of Incorporation which is subject to approval at the 6th Annual Shareholders Meeting to be held on June 27, 2014.

1. Purpose of the Amendments

The Company’s fiscal year currently commences on April 1 of each year and ends on March 31 of the following year. However, the Company aims to make more timely and accurate disclosure of management information about global activities by its group, whose overseas sales represent a large percentage of total sales, by unifying its fiscal year with its overseas consolidated subsidiaries. To this end, the Company intends to change its fiscal year so that it commences on January 1 of each year and ends on December 31 of the same year. Accordingly, the Company proposes to make the necessary amendments to Articles 12, 13, 40 and 42 of the current Articles of Incorporation. Furthermore, because this change will cause the 7th fiscal year of the Company to become nine months commencing on April 1, 2014, and ending on December 31, 2014, the Company proposes to establish new supplementary provisions as a transitional measure.

2. Schedule

Annual Shareholders Meeting to approve partial amendment to Articles : June 27, 2014
of Incorporation
Effective date of amended Articles of Incorporation : June 27, 2014

Note:

Regarding the change of business year, please also see “Notice Regarding Change in Business Year” announced on November 13, 2013.

Details of the Amendments

The details of amendments are as follows:

(Underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter III Shareholders Meetings</p> <p>Article 12. Calling of Shareholders Meetings An Annual Shareholders Meeting shall be called for in <u>June</u> of each year, and an Extraordinary Shareholders Meeting may be called for whenever necessary.</p> <p>Article 13. Record Date of an Annual Shareholders Meeting The record date for voting rights at an Annual Shareholders Meeting shall be <u>March</u> 31 of each year.</p> <p>Article 14. to Article 39. (Omitted)</p>	<p style="text-align: center;">Chapter III Shareholders Meetings</p> <p>Article 12. Calling of Shareholders Meetings An Annual Shareholders Meeting shall be called for in <u>March</u> of each year, and an Extraordinary Shareholders Meeting may be called for whenever necessary.</p> <p>Article 13. Record Date of an Annual Shareholders Meeting The record date for voting rights at an Annual Shareholders Meeting shall be <u>December</u> 31 of each year.</p> <p>Article 14. to Article 39. (Unchanged)</p>
<p style="text-align: center;">Chapter VII Accounts</p> <p>Article 40. Fiscal Year The fiscal year of the Company shall be one year commencing on <u>April</u> 1 of each year and ending on <u>March</u> 31 of <u>the following year</u>.</p> <p>Article 41. (Omitted)</p> <p>Article 42. Record Date of Dividends from Surplus 1. The Company’s record date of year-end dividends from surplus shall be <u>March</u> 31 of each year. 2. The Company’s record date of interim dividends from surplus shall be <u>September</u> 30 of each year.</p>	<p style="text-align: center;">Chapter VII Accounts</p> <p>Article 40. Fiscal Year The fiscal year of the Company shall be one year commencing on <u>January</u> 1 of each year and ending on <u>December</u> 31 of <u>the same year</u>.</p> <p>Article 41. (Unchanged)</p> <p>Article 42. Record Date of Dividends from Surplus 1. The Company’s record date of year-end dividends from surplus shall be <u>December</u> 31 of each year. 2. The Company’s record date of interim dividends from surplus shall be <u>June</u> 30 of each year.</p>
<p>(New)</p>	<p><u>Supplementary Provisions</u></p> <p><u>Article 1.</u> <u>Notwithstanding the provision of Article 40, the 7th fiscal year of the Company commencing on April 1, 2014, shall be nine months ending on December 31 of the same year.</u></p> <p><u>Article 2.</u> <u>Notwithstanding the provision of Article 42, the Company’s record date of interim dividends from surplus for the 7th fiscal year shall be September 30, 2014.</u></p> <p><u>Article 3.</u> <u>The preceding two Articles and this Article shall be deleted once the 7th fiscal year has elapsed.</u></p>