



TRANSLATION FOR REFERENCE ONLY

March 9, 2015

For Immediate Release

Company Name	Aplix IP Holdings Corporation
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Notice Concerning Issuance of New Shares, Conclusion of Stock Acquisition Agreement and Issuance of D-1 through D-3 Subscription Rights to Shares and Agreement to Acquire Subscription Rights to Shares (Target Issue Program “TIP” subject to issuer’s approval for exercise)

The Company announces that it passed a resolution at the Board of Directors meeting on March 9, 2015 to issue new shares via private placement through Deutsche Bank AG, London Branch (hereinafter referred to as “new shares”) and Aplix IP Holdings Corporation’s D-1 through D-3 subscription rights to shares (hereinafter referred to as “subscription rights to shares”) and to conclude a Stock Acquisition Agreement and Agreement to Acquire Subscription Rights to Shares (Target Issue Program “TIP” subject to issuer’s approval for exercise*) with Deutsche Bank AG, London Branch on condition of the registration statement taking effect pursuant to the Financial Instruments and Exchange Act. An overview is as follows.

1. Overview of subscription

<Overview of new shares issuance>

(1) Payment date	March 25, 2015
(2) Number of new shares issued	200,000 common shares
(3) Issue price	1,515 yen per share
(4) Amount of funds procured	295,051,000 yen (Note 1)
(5) Subscription or allotment method	Through private placement
(6) Allottee	Deutsche Bank AG, London Branch 200,000 shares
(7) Other	The Company plans to conclude a Stock Acquisition Agreement concerning the new shares with Deutsche Bank AG, London Branch after the registration statement takes effect in accordance with the Financial Instruments and Exchange Act (hereinafter referred to as “Stock Acquisition Agreement”).

(Note 1) The amount of funds procured is the total amount to be paid in for the new shares less approximate issuance expenses.

<Overview of the issuance of subscription rights to shares>

(1) Allotment date	March 25, 2015
(2) Number of subscription rights to shares issued	1,500,000 units D-1 series subscription rights to shares 500,000 units D-2 series subscription rights to shares 500,000 units D-3 series subscription rights to shares 500,000 units
(3) Issuance price	Total amount: 3,155,000 yen (D-1 series subscription rights to shares: 2.34 yen per unit; D-2 series subscription rights to shares: 2.02 yen per unit; D-3 series subscription rights to shares: 1.95 yen per unit)
(4) Number of dilutive	1,500,000 shares (One share per one unit of subscription rights to shares)

Note: This press release is provided to share information about Aplix business activities, and it is not intended to solicit investment in Aplix shares. While the materials may describe information such as forecasts related to future business performance, this information has been created based on the judgment of Aplix at the time the materials were created. As a result, Aplix offers no guarantee that the conditions described will come to pass, and any of the information described is subject to change without notice in the future.

shares as a result of this issuance	<p>D-1 series subscription rights to shares: No upper limit to exercise price Lower limit to exercise price: 1,515 yen</p> <p>D-2 series subscription rights to shares: No upper limit to exercise price Lower limit to exercise price: 1,515 yen</p> <p>D-3 series subscription rights to shares: No upper limit to exercise price Lower limit to exercise price: 1,515 yen</p>
(5) Amount of funds procured	2,847,405,000 yen (Note 2)
(6) Exercise price and revision of exercise price	<p>Initial exercise price D-1 series subscription rights to shares: 1,800 yen D-2 series subscription rights to shares: 1,900 yen D-3 series subscription rights to shares: 2,000 yen</p> <p>On or after September 25, 2015, the Company may revise the exercise price by resolution of its Board of Directors if necessary to procure funds. Upon passing such a resolution, the Company shall give notification to this effect (hereinafter referred to as "notification of revision of exercise price") to persons holding the subscription rights to shares (hereinafter referred to as "holders of subscription rights to shares"), and on the trading day (refers to day on which trading session takes place on the Tokyo Stock Exchange (hereinafter referred to as the "TSE") following the day on which such notification was given (hereinafter referred to as the "notification date"), the exercise price will be revised to an amount equal to 90% of the closing price of the Company's common shares in ordinary trading at the TSE on the notification date (or the trading day immediately preceding the notification date if the notification date is not a trading day) rounded down to the nearest whole yen (provided, however, that if the exercise price after such revision would be less than the lower limit to exercise price (which is initially 1,515 yen for D-1 series subscription rights to shares, D-2 series subscription rights to shares and D-3 series subscription rights to shares respectively and will be adjusted in accordance with the provisions of Article 11 of the terms and conditions of the issuance of each), the exercise price shall be the lower limit to exercise price. The Company may not make such revision in the following cases.</p> <p>(i) If a material fact concerning the Company's business, etc. provided for in Article 166, Paragraph 2 of the Financial Instruments and Exchange Act has not been disclosed in accordance with Paragraph 4 of said article exists.</p> <p>(ii) If it is less than six (6) months since the Company gave previous notification of revision of exercise price</p> <p>(iii) If such revision is within the exercise period stated in 3(1) below.</p>
(7) Subscription or allotment method	Through private placement
(8) Allottee	Deutsche Bank AG, London Branch
(9) Other	<p>The Company plans to conclude an Agreement to Acquire Subscription Rights to Shares with Deutsche Bank AG, London Branch (hereinafter referred to as "Agreement to Acquire Subscription Rights to Shares") on condition of the registration statement taking effect in accordance with the Financial Instruments and Exchange Act. The Agreement to Acquire Subscription Rights to Shares will stipulate that Deutsche Bank AG, London Branch is allowed to exercise the subscription rights to shares only if the Company approves exercise of the subscription rights to shares and only within a period of twenty (20) trading days commencing from the date of arrival of such approval for exercise and within the prescribed limit set for the number of shares indicated in such approval for exercise (Target Issue Program "TIP" subject to issuer's approval for exercise*).</p> <p>Transfer of the subscription rights to shares shall require the authorization of the Company's Board of Directors.</p>

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(Note 2) The amount of funds procured is the sum total of the total amount to be paid in for the subscription rights to shares and the value of the property to be contributed when the subscription rights to shares are exercised, less approximate issuance expenses. If the exercise price is revised or adjusted, the amount of funds procured may increase or decrease. If the subscription rights to shares are not exercised within the exercise period and if the Company cancels acquired subscription rights to shares, the amount of funds procured will decrease.

Please see [the Japanese version of this release](#) for further details.

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