

July 17th, 2015

Junya Suzuki

President and CEO, Chairman of the Board

Nissha Printing Co., Ltd.

Exchanges Listed: Tokyo Stock Exchanges, First Section 7915

Contact: Hayato Nishihara

Senior Executive Vice President, CFO, Member of the Board

T +81 75 811 8111

Notice Regarding Making AR Metallizing N.V. a Subsidiary through Acquisition of Shares in H.I.G. Luxembourg Holdings 28 S.à r.l.

Nissha Printing Co., Ltd. (hereinafter, the “Company”) hereby announces that, pursuant to a resolution of the Board of Directors’ meeting held on July 17, 2015, it will acquire shares from ARM Holdings S.C.A. (hereinafter, “ARM Holdings”) in H.I.G. Luxembourg Holdings 28 S.à r.l. (hereinafter, “Target”), a holding company, making Target, AR Metallizing N.V. (hereinafter, “ARM”), a business company under Target’s control, and ARM’s group companies the Company’s subsidiaries.

Additionally, as the amount of capital stock of ARM is greater than 10/100 of the capital stock of the Company, ARM is scheduled to be classified as a specified subsidiary of the Company after the share acquisition.

1. Reason for the Share Acquisition

In the Fifth Medium-term Business Plan, which has been implemented since April 2015 and covers a three-year period, the Company has established its medium-term vision as: “We will acquire and merge new core technologies into printing technologies and completely reorganize our business portfolio in global growth markets.” The Company pursues the creation of new values and innovative product lineups through the expansion of its existing base of proprietary printing technologies combined with newly added core technologies, and is working to advance into the markets expected for global growth.

Currently, in the consumer electronics industry, which includes the Company’s mainstay smartphone and tablet devices, high volatility in product demand and price reduction of products and services is becoming widespread, and from the perspective of balanced

management, it will be necessary to quickly establish a business foundation that can secure sustained and stable sales and profits.

Concerning the Company's Industrial Materials Business, the automotive and home appliance area have been designated as priority markets in mainstay decoration field due to expected stable growth on a global level, and while advancing the establishment of a supply chain to meet the features of the markets, the Company will also focus on printing related materials field, which is the upstream domain of printing and decoration products, and aim to provide general-purpose products utilizing proprietary technologies to a wide market.

ARM is the global top manufacturer in the metallized paper industry, and headquartered in Belgium. Aside from Belgium, ARM also has production bases in locations such as Italy and United States (Massachusetts), and currently provides products to approximately 300 printing companies and converters in 80 countries. ARM's products have superiorities in cosmetic appearance, functionality and printing friendliness, and are widely used in the label and the packaging of a variety of products, including beverages, foods, and consumer products. Moving forward, in addition to expectations that the external packaging will become more important as a differentiation element for end products in developed markets such as Europe and North America, there are hopes for a rapid increase in product demand in emerging markets such as Latin America, Africa and South East Asia in line with their economic growth.

Through this acquisition, the Company's Industrial Materials Business will incorporate metallized paper into its product portfolio in near domains related to printing, and it will be enabled to capture product categories and sales channel for such as beverages, foods, and consumer products in the global market. Moving forward, the Company will use the tangible and intangible assets held by ARM, while also combining these assets with the characteristic technologies held by the Industrial Materials Business with the intent of creating new product lineups and market value.

2. Enterprise Value and Acquisition Price

The enterprise value for Target is estimated EUR136 million and the acquisition price concerning this transaction is scheduled to be EUR120 million. The acquisition price was determined after comprehensively taking into account factors such as the business environment, asset components, and business plans of ARM, through cautious due diligence.

3. Outline of Subsidiary to be Transferred

(Target)

(1)	Name	H.I.G. Luxembourg Holdings 28 S.à r.l.		
(2)	Location	5, rue Guillaume, L-1882 Luxembourg		
(3)	Position and name of representative	Neil McIlroy (A Director)		
(4)	Scope of business	Corporate planning and management of subsidiaries and group companies and ancillary or related businesses to the above		
(5)	Capital stock	EUR 221,143.92		
(6)	Date of foundation	August 7, 2012		
(7)	Major shareholders and ratio of shares held	ARM Holdings S.C.A. 100%		
(8)	Relationship between the listed company and the aforementioned company	There are no capital relationships, personal relationships, or transactional relationships to record between the Company and the aforementioned company. Furthermore, there are no capital relationships, personal relationships, or transactional relationships of note between related parties or related companies of the Company and related parties or related companies of the aforementioned company.		
(9)	Consolidated operating results and consolidated financial condition of the aforementioned company for the latest three fiscal years (Units: Thousand Euro)			
	Fiscal year-end	December 31, 2012	December 31, 2013	December 31, 2014
	Consolidated net assets	3,008	3,795	5,066
	Consolidated total assets	92,150	95,008	91,507
	Consolidated net assets per share (Euro)	0.14	0.17	0.23
	Consolidated net sales	40,962	117,085	109,000
	Consolidated EBITDA	1,213	15,946	14,607
	Consolidated net income	△4,687	990	156
	Consolidated net income per share (Euro)	△0.21	0.04	0.01

*Current available information is shown, and figures for business results are based on the local accounting standards of Luxembourg.

(ARM: Business Company)

(1)	Name	AR Metallizing N.V.		
(2)	Location	Woudstraat 6, B-3600 Genk, Belgium		
(3)	Position and name of representative	Martin Raeymakers (A Director)		
(4)	Scope of business	Production and sales of metallized paper for label and packaging for beverages, foods, consumer products, etc.		
(5)	Capital stock	EUR 9,000,000		
(6)	Date of foundation	December 21, 1984		
(7)	Major shareholders and ratio of shares held	H.I.G. Luxembourg Holdings 28 S.à r.l. 99.99% ARM Holdings S.C.A. 0.01%		
(8)	Relationship between the listed company and the aforementioned company	There are no capital relationships, personal relationships, or transactional relationships to record between the Company and the aforementioned company. Furthermore, there are no capital relationships, personal relationships, or transactional relationships of note between related parties or related companies of the Company and related parties or related companies of the aforementioned company.		
(9)	Consolidated operating results and consolidated financial condition of the aforementioned company for the latest three fiscal years (Units: Thousand Euro)			
	Fiscal year-end	December 31, 2012	December 31, 2013	December 31, 2014
	Net assets	10,744	10,254	10,498
	Total assets	52,391	53,250	49,862
	Net assets per share (Euro)	2.95	2.81	2.88
	Net sales	61,380	66,031	65,655
	Net income	20,679	554	247
	Net income per share (Euro)	5.67	0.15	0.07

*Current available information is shown, and figures for business results are based on the local accounting standards of Belgium.

4. Outline of Counterparty to Share Acquisition

(1)	Name	ARM Holdings S.C.A.
(2)	Location	5, rue Guillaume, L-1882 Luxembourg
(3)	Position and name of representative	Neil McIlroy (A Director)
(4)	Scope of business	Corporate planning and management of subsidiaries and group companies and ancillary or related businesses to the above
(5)	Relationship between the listed company and the aforementioned company	<p>There are no capital relationships, personal relationships, or transactional relationships to record between the Company and the aforementioned company. Furthermore, there are no capital relationships, personal relationships, or transactional relationships of note between related parties or related companies of the Company and related parties or related companies of the aforementioned company.</p> <p>The aforementioned company is not considered a related party to the Company. Furthermore, related parties or related companies of the aforementioned company are not considered related parties to the Company.</p>

*Current available information is shown.

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

(1)	Number of shares held before transfer	0 shares (Number of voting rights: 0 units) (Percentage of voting rights held: 0.0%)										
(2)	Number of shares to be acquired	22,114,392 shares (Number of voting rights: 22,114,392 units)										
(3)	Acquisition price	<table> <tr> <td>Common share of Target</td> <td>EUR 95 million</td> </tr> <tr> <td>Convertible subordinated claims</td> <td>EUR 22 million</td> </tr> <tr> <td>Advisory expenses, etc.</td> <td></td> </tr> <tr> <td>(Estimated amount)</td> <td>EUR 3 million</td> </tr> <tr> <td>Total (Estimated amount)</td> <td>EUR 120 million</td> </tr> </table> <p style="text-align: right;">(JPY 16,200 million)</p> <p>(Note) Calculations are made at JPY 135 to EUR 1.</p>	Common share of Target	EUR 95 million	Convertible subordinated claims	EUR 22 million	Advisory expenses, etc.		(Estimated amount)	EUR 3 million	Total (Estimated amount)	EUR 120 million
Common share of Target	EUR 95 million											
Convertible subordinated claims	EUR 22 million											
Advisory expenses, etc.												
(Estimated amount)	EUR 3 million											
Total (Estimated amount)	EUR 120 million											
(4)	Number of shares held after transfer	22,114,392 shares (Number of voting rights: 22,114,392 units) (Percentage of voting rights held: 100.0%)										

6. Schedule

(1)	Approval date by the Board of Directors' meeting	July 17, 2015
(2)	Date of execution of the agreement	July 17, 2015
(3)	Date of implementation of the share transfer	Early August 2015 (scheduled)

7. Outlook for the Future

The impact of the acquisition on the Company's consolidated business results is currently under review. Concerning details, the Company will promptly disclose them once they become clear.