

December 20, 2018

To whom it may concern

Company name:	Don Quijote Holdings Co., Ltd.
Representative:	Koji Ohara, President and CEO
Securities code:	7532 First Section, Tokyo Stock Exchange
Address:	2-19-10 Aobadai, Meguro-ku, Tokyo
Information disclosure:	Mitsuo Takahashi, Senior Managing Director and CFO
Phone:	+81-3-5725-7588

Announcement of Results of Tender Offer for Shares in Don Quijote Holdings Co., Ltd., by FDU Investment, LLC, a Wholly-Owned Subsidiary of FamilyMart UNY Holdings, Co., Ltd.

Don Quijote Holdings Co., Ltd. (the “Company”), announced that it has received a report on the results of a tender offer (the “Tender Offer”) for the common shares of the Company (the “Company’s Shares”) that was conducted by FDU Investment, LLC (the “Tender Offeror”), a wholly-owned subsidiary of FamilyMart UNY Holdings Co., Ltd. (“FamilyMart UNY HD”), over the period from November 7 to December 19, 2018. The details are as described in the attachment provided by FamilyMart UNY HD.

It has been decided that the Company will forego plans to accept the secondment of at least one director from FamilyMart UNY HD described in the Company’s press release dated November 6, 2018, “Announcement of Expression of Opinion regarding the Tender Offer for Shares in Don Quijote Holdings Co., Ltd. by FDU Investment, LLC, a Wholly-Owned Subsidiary of FamilyMart UNY Holdings, Co., Ltd.” The possibility of future secondment will be examined when necessary going forward. In addition, DQ WINDMOLEN B.V., a major shareholder of the Company, had stated its willingness to negotiate with the Tender Offeror in relation to the possible borrowing of the Company’s Shares by the Tender Offeror. However, FamilyMart UNY HD and the Tender Offeror have expressed their intention to forego this borrowing. The possibility of engaging in such borrowing will be examined if necessary based on rigorous evaluation of future market trends. DQ WINDMOLEN B.V. has accepted this decision.

In regard to the business alliance between FamilyMart UNY HD and the Company, the companies will continue to share the strengths and know-how of each company beyond industry boundaries. Specifically, FamilyMart UNY HD and the Company will collaborate and strengthen their alliance in relation to joint product development, purchases, and sales promotion to enhance competitiveness; coordination in digital marketing, financial services, and other fields; and joint overseas expansion.

The transfer of shares associated with the acquisition of 60% of the shares (conversion into a wholly-owned subsidiary) of UNY CO., LTD. (“UNY”), by the Company described in “I. Acquisition of Shares of UNY Accompanied by Changes in Subsidiaries, etc. (Conversion into Subsidiary and Conversion into Sub-subsidiary)” in the press release dated October 11, 2018, “Announcement of Acquisition of Shares of UNY CO., LTD. (Changes in the Subsidiary, etc.) and Expression of Opinion regarding Planned Commencement of Tender Offer for Shares in Don Quijote Holdings Co., Ltd. by a Wholly-Owned Subsidiary of FamilyMart UNY Holdings, Co., Ltd.,” is scheduled to take place on January 4, 2019.

End of the document

(Attachment)

“Announcement of Results of Tender Offer for Shares in Don Quijote Holdings Co., Ltd. (Code No. 7532),” December 20, 2018



[Translation]

December 20, 2018

To Whom It May Concern

Company Name: FamilyMart UNY Holdings Co., Ltd.
(Code No. 8028; First Sections of Tokyo Stock Exchange and Nagoya Stock Exchange)
Name of Representative: Koji Takayanagi, Representative Director and President

Company Name: FDU Investment, LLC
Name of Representative: Isao Kubo, Managing Officer

Announcement of Results of Tender Offer for Shares in Don Quijote Holdings Co., Ltd. (Code No. 7532)

FDU Investment, LLC (the “**Tender Offeror**”), which is a wholly-owned subsidiary of FamilyMart UNY Holdings Co., Ltd. (“**FamilyMart UNY HD**”), decided on November 6, 2018 to acquire the shares of common stock (the “**Target Company Shares**”) of Don Quijote Holdings Co., Ltd. (First Section of the Tokyo Stock Exchange, Inc., Code No. 7532; the “**Target Company**”) by tender offer (the “**Tender Offer**”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “**Act**”), and carried out the Tender Offer from November 7, 2018. The Tender Offer ended on December 19, 2018 and we announce as follows.

1. Outline of the Tender Offer
 - (1) Name and Location of the Tender Offeror
FDU Investment, LLC
1-1, Higashi-Ikebukuro 3-chome, Toshima-ku, Tokyo
 - (2) Name of the Target Company
Don Quijote Holdings Co., Ltd.
 - (3) Class of Share Certificates, etc. for the Tender Offer
Common stock
 - (4) Number of Share Certificates, etc. to be Purchased

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
32,108,700 shares	—	32,108,700 shares

*1 If the total number of tendered share certificates is equal to or less than the maximum number of shares to be purchased (32,108,700 shares), all of the tendered share certificates will be purchased. If the total number of tendered share certificates exceeds the maximum number of shares to be purchased (32,108,700 shares), all or part of that excess portion will not be purchased, and delivery and other settlement with respect to the purchase of share certificates, etc. will be handled on a proportionate basis, which is provided for in Article 27-13,

Paragraph 5 of the Act and Article 32 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; the “**Ordinance**”).

*2 Shares of less than one unit are also subject to the Tender Offer. If shareholders exercise their right to request that the Target Company repurchase their shares of less than one unit in accordance with the Companies Act (Act No. 86 of 2005, as amended), the Target Company may purchase those shares during the period of purchase, etc. under the Tender Offer (the “**Tender Offer Period**”) pursuant to the procedures under laws and regulations.

*3 The treasury shares held by the Target Company will not be purchased through the Tender Offer.

*4 It is possible that the stock acquisition rights might be exercised before the last day of the Tender Offer Period, and in such case, the Target Company Shares issued or delivered by that exercise are subject to the Tender Offer.

(5) Period of the Tender Offer

(i) Tender Offer Period Originally Specified in the Registration Statement

From November 7, 2018 (Wednesday) to December 19, 2018 (Wednesday) (30 Business Days)

(ii) Possibility of Extension Based on the Request by the Target Company

N/A

(6) Tender Offer Price

6,600 yen per share of common stock

2. Result of the Tender Offer

(1) Outcome of the Tender Offer

The total number of tendered share certificates (24,721 shares) did not exceed the maximum number of shares to be purchased (32,108,700 shares). Therefore, all tendered share certificates will be purchased as detailed in the public notice of the commencement of the Tender Offer and the Tender Offer registration statement.

(2) Date of Public Notice of the Result of the Tender Offer and Name of Newspaper in Which Public Notice Appears

In accordance with Article 27-13, Paragraph 1 of the Act, the result of the Tender Offer was announced to the media at the Tokyo Stock Exchange, Inc. on December 20, 2018 using the method stipulated in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Act No. 321 of 1965; as amended) and Article 30-2 of the Ordinance.

(3) Number of Share Certificates, etc. Purchased

Class of share certificates, etc.	(i) Number of applications converted to shares	(ii) Number of purchases converted to shares
Share certificates	24,721 shares	24,721 shares
Certificate of stock acquisition rights	— shares	— shares
Certificate of bond with stock acquisition rights	— shares	— shares
Trust beneficiary certificate for share certificates, etc. ()	— shares	— shares
Depository receipt for share certificates, etc. ()	— shares	— shares

Total	24,721 shares	24,721 shares
(Total number of latent share certificates, etc.)	—	(— shares)

(4) Ownership Ratio of Share Certificates, etc. After Tender Offer

Number of voting rights pertaining to share certificates, etc. owned by the Tender Offeror before the purchase	— units	(Ownership Ratio of share certificates, etc. before the purchase) —%
Number of voting rights pertaining to share certificates, etc. owned by the special related parties before the purchase	0 units	(Ownership Ratio of share certificates, etc. before the purchase) 0.00%
Number of voting rights pertaining to share certificates, etc. owned by the Tender Offeror after the purchase	247 units	(Ownership Ratio of share certificates, etc. after the purchase) 0.02%
Number of voting rights pertaining to share certificates, etc. owned by the special related parties after the purchase	0 units	(Ownership Ratio of share certificates, etc. after the purchase) 0.00%
Number of voting rights of all shareholders of the Target Company	1,581,706 units	

*1 The “Number of voting rights pertaining to share certificates, etc. owned by the special related parties before the purchase” and the “Number of voting rights pertaining to share certificates, etc. owned by the special related parties after the purchase” indicate the total number of voting rights of share certificates, etc. owned by each special related party (excluding parties excluded from special related parties in accordance with Article 3, Paragraph 2, Item 1 of the Ordinance in the calculation of the ownership ratio of the share certificates, etc. under each item of Article 27-2, Paragraph 1 of the Act).

*2 The “Number of voting rights of all shareholders of the Target Company” is the number of voting rights (those described as 100 shares of 1 unit) held by all shareholders as of June 30, 2018 detailed in the 39th First Quarterly Report submitted by the Target Company on November 14, 2018. However, as shares of less than one unit and the Target Company Shares issued or delivered by exercise of the Target Company’s stock acquisition rights were the object of the purchase in the Tender Offer, the “Ownership Ratio of share certificates, etc. before the purchase” and “Ownership Ratio of share certificates, etc. after the purchase” are calculated using the number of voting rights (1,591,669 units) regarding the number of shares calculated below (159,166,927 shares) as the denominator:

- (a) the total number of issued shares (158,193,160 shares) as of September 30, 2018 stated in the Summary of Consolidated Financial Results (Japanese Standards) for the First Quarter of the Fiscal Year Ending June 30, 2019 announced by the Target Company on November 6, 2018 (the “**Target Company Summary of Financial Results**”) plus
- (b) the number of Target Company Shares (962,000 shares) that are the object of stock acquisition rights as of June 30, 2018 (9,791 units) in the 38th Annual Securities Report submitted by the Target Company on September 26, 2018 *less* the reduced number of stock acquisition rights resulting from the exercise (164 units) and extinguishment (20 units) of the stock acquisition rights (total 184 units) reported by the Target Company as the source of fluctuations from July 1, 2018 until November 2, 2018 (i.e., 9,607 units), plus
- (c) the number of Target Company Shares granted (16,400 shares) for the stock acquisition rights exercised (164 units) as above, less
- (d) the number of treasury shares held by the Target Company as of September 30, 2018 stated in the Target Company Summary of Financial Results (4,633 shares).

*3 The “Ownership Ratio of share certificates, etc. before the purchase” and the “Ownership Ratio of share certificates, etc. after the purchase” have been rounded to two decimal places.

(5) Calculation in Case of Tender Offer on a Proportionate Basis

N/A

(6) Method of Settlement

- (i) Name and Location of the Head Office of the Financial Instruments Business Operator, Bank, etc. that Settles the Purchase

Nomura Securities Co., Ltd. 9-1, Nihonbashi 1-chome, Chuo-ku, Tokyo

- (ii) Commencement Date of Settlement

December 27, 2018 (Thursday)

- (iii) Method of Settlement

After the expiration of the Tender Offer Period, a notice of purchase through the Tender Offer is mailed to the address of the tendering shareholders (or the standing proxy in the case of non-Japanese shareholders) without delay.

The purchase is made for cash. After the commencement date of settlement, the tendering shareholders may receive the purchase price for the Tender Offer without delay in a manner that they designate, such as remittance. (Remittance fees may be charged).

- (iv) Method of Returning Share Certificates, etc.

The share certificates, etc. to be returned will be returned promptly after two business days following the last day of the Tender Offer Period by restoring such share certificates, etc. to the state immediately before the tender application on the tendering shareholders' accounts at the tender offer agent. (If a tendering shareholder wishes to transfer its share certificates, etc. to the account of the tendering shareholder held at another financial instruments business operator, etc., please contact the head office or a branch office in Japan of the tender offer agent that accepted the tender application.)

3. Policies After the Tender Offer and Future Outlook

Regarding the policies after the Tender Offer, the additional acquisition of the Target Company Shares by market acquisition is scheduled to be considered after careful assessment of future market trends, but details, including the specific timing, are undecided at this point in time. The borrowing by the Tender Offeror of the Target Company Shares from the Target Company's largest major shareholder DQ WINDMOLEN B.V. (number of shares owned: 23,407,000 shares) is scheduled to be considered as necessary after careful assessment of future market trends, but plans to be postponed at this point in time. In addition, the dispatch of one or more directors from FamilyMart UNY HD to the Target Company stated in the "Announcement of Commencement of Tender Offer for Shares in Don Quijote Holdings Co., Ltd. (Code No. 7532)" announced on November 6, 2018 by FamilyMart UNY HD and the Tender Offeror will be postponed, and is scheduled to be considered as necessary in the future. There are no other changes to the details in that announcement.

Further, the business alliance between FamilyMart UNY HD and the Target Company continues to go beyond their lines of business in relation to the on-going sharing of both companies' strengths and know-how. Specifically, the policy is to further strengthen the alliance in future in consultation with the Target Company by way of reinforced competitiveness through joint product development, procurement, and sales promotion, collaboration in fields such as data marketing and financial services, and initiatives such as joint expansion of overseas business.

4. Place Where Copy of the Tender Offer Report is Available for Public Inspection

FDU Investment, LLC

1-1, Higashi-Ikebukuro 3-chome, Toshima-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo