

January 18, 2018

(Translation)

Dear Sir/Madam,

Company: JP-HOLDINGS, INC.
Representative: Kazuhiro Ogita,
President and Representative Director
(Stock Code: 2749, First Section of TSE)
Contact: Mika Matsumiya,
General Manager, Administration Division
(Tel: +81 52 933 5419)

Notice of Secondary Offering of Shares and Changes in the Largest and Major Shareholder and Ownership of Other Affiliated Company

JP-HOLDINGS, INC. announces that the Company has received a report that Mr. Hiromi Yamaguchi, who is “the largest and major shareholder”, has transferred a portion of his holding of the common stock of the Company to Mother Care Japan Co., Ltd. through an off-market negotiated transaction (hereinafter referred to as the “Share Transfer”). The Share Transfer corresponds to a sale of the Company's shares, and it has resulted in a change in the Company's “largest and major shareholder” and in its “other affiliated company”. Details are as follows.

1. Secondary offering of shares

(1) Summary of offering

Class and number of shares to be offered	19,931,600 shares of the common stock of the Company
Selling price	337 yen per share The selling price has been determined through consultations between the parties concerned in the transaction.
Total selling price	6,716,949,200 yen
Sellers and the number of shares to be offered	Hiromi Yamaguchi 19,931,600 shares
Method of offering	Transfer of the Company's common stock to Mother Care Japan Co., Ltd. by Mr. Hiromi Yamaguchi through an off-market negotiated transaction.
Application period	January 18, 2018
Delivery date	January 18, 2018
Deposit for subscription	Not applicable
Other	In relation to the above, the Company has submitted a Securities Notification Statement in accordance with the Financial Instruments and Exchange Act.

(2) Purpose of offering

Mr. Hiromi Yamaguchi and Mother Care Japan Co., Ltd have entered into an agreement to transfer the Company's common stock through an off-market negotiated transaction. The purpose of this agreement is to transfer the Company's common stock through a secondary offering in accordance with the procedures stipulated by the relevant laws and regulations.

2. Changes in the largest and major shareholder and ownership of other affiliated company

(1) Background of changes

The Company has received a report that Mr. Hiromi Yamaguchi, who is “the largest major shareholder”, has transferred a portion of his holding of the common stock of the Company to Mother Care Japan Co., Ltd. through an off-market negotiated transaction. The Share Transfer has resulted in a change in the Company's “largest and major shareholder” and in its “other affiliated company”.

(2) Outline of the change in shareholders

① Shareholder who will no longer be the largest and major shareholder

Name	Hiromi Yamaguchi
Address	Meito-ku, Nagoya-shi, Aichi

② Shareholder who will be the largest and major shareholder and other affiliated company

Name	Mother Care Japan Co., Ltd.	
Head office	3-12-1, Honmachi, Shibuya-ku, Tokyo	
Representative	Toru Sakai, Representative Director	
Business	Overall investment business, overall management support to investee companies	
Capital	5 million yen	
Established	December 8, 2017	
Consolidated net assets	Not known because the Company has not obtained information, including the existence or non-existence of consolidation, from Mother Care Japan Co., Ltd.	
Consolidated total assets	Not known because the Company has not obtained information, including the existence or non-existence of consolidation, from Mother Care Japan Co., Ltd.	
Major shareholder and ownership ratio	Mirai Capital Co., Ltd. 100%	
Relationship between listed company and Mother Care Japan	Capital	Hold 240,748 of the Company's voting rights (27.4%).
	Personnel	No items to report
	Business	No items to report

(Note) Based on information received from Mother Care Japan Co., Ltd.

③ Company which will be other affiliated company

Name	Mirai Capital Co., Ltd.	
Head office	3-12-1, Honmachi, Shibuya-ku, Tokyo	
Representative	Toru Sakai, Representative Director	
Business	Overall investment business, overall management support to investee companies	
Capital	5 million yen	
Established	December 7, 2017	
Consolidated net assets	Not known because the Company has not obtained information, including the existence or non-existence of consolidation, from Mother Care Japan Co., Ltd.	
Consolidated total assets	Not known because the Company has not obtained information, including the existence or non-existence of consolidation, from Mother Care Japan Co., Ltd.	
Major shareholder and ownership ratio	Toru Sakai 100%	
Relationship between listed company and Mirai Capital	Capital	Indirectly hold 240,748 (27.4%) of the Company's voting rights through Mother Care Japan Co., Ltd.
	Personnel	No items to report
	Business	No items to report

(Note) Based on information received from Mother Care Japan Co., Ltd.

(3) Number of shares held and voting rights, and percentage of total voting rights of the shareholder before and after transfer

① Hiromi Yamaguchi

	Number of voting rights (Number of shares held)	Percentage of total voting rights (Note)	Shareholder ranking
Before transfer (As of October 19, 2017)	209,316 rights (20,931,600 shares)	23.8%	1st
After transfer	10,000 rights (1,000,000 shares)	1.1%	-

(Note) The number of shares deducted from the total number of shares issued as shares without voting rights: 9,900.
The total number of outstanding shares as of October 19, 2017: 87,849,400

② Mother Care Japan Co., Ltd.

	Attribute	Number of voting rights (Ownership ratio of voting rights) (Note)			Shareholder ranking
		Direct ownership	Total ownership	Total	
Before transfer (As of October 19, 2017)	-	- rights (- shares) (- %)	- rights (- shares) (- %)	- rights (- shares) (- %)	-
After transfer	Other affiliated company and the largest and major shareholder	240,748 rights (24,074,800 shares) (27.4%)	- rights (- shares) (- %)	240,748 rights (24,074,800 shares) (27.4%)	1st

(Note) The number of shares deducted from the total number of shares issued as shares without voting rights: 9,900.
The total number of outstanding shares as of October 19, 2017: 87,849,400
The Company has been notified that, in addition to the Share Transfer, Mother Care Japan Co., Ltd. has received 4,143,200 shares as of January 18, 2018.

② Mirai Capital Co., Ltd.

	Attribute	Number of voting rights (Ownership ratio of voting rights) (Note)			Shareholder ranking
		Direct ownership	Total ownership	Total	
Before transfer (As of October 19, 2017)	-	- rights (- shares) (- %)	- rights (- shares) (- %)	- rights (- shares) (- %)	-
After transfer	Other affiliated company	- rights (- shares) (- %)	240,748 rights (24,074,800 shares) (27.4 %)	240,748 rights (24,074,800 shares) (27.4%)	-

(Note) The number of shares deducted from the total number of shares issued as shares without voting rights: 9,900.
The total number of outstanding shares as of October 19, 2017: 87,849,400

(4) Date of transfer
January 18, 2018

(5) Changes in unlisted parent company, etc. to be disclosed

With the Share Transfer, Mirai Capital Co., Ltd., which is the parent company of Mother Care Japan Co., Ltd., is recognized as exerting the greatest influence upon the listed companies, etc. Therefore, Mirai Capital Co., Ltd., is the unlisted company, etc., which is subject to disclosure.

The Company will announce the details promptly as soon as the information regarding the settlement of the accounts of the unlisted parent company etc., in the period applicable for the Mirai Capital Co., Ltd., becomes available.

(6) Future outlook

If there are any events required to be disclosed, the Company will disclose it promptly.