



**JASDAQ**

September 16, 2014

For Immediate Release

Company name: SEPTENI HOLDINGS CO., LTD.

Representative: President and Representative Director

Koki Sato

(JASDAQ code: 4293)

## **SEPTENI HOLDINGS Announces Extraordinary Income Associated with Transfer of Shares in a Consolidated Subsidiary**

SEPTENI HOLDINGS announced that a meeting of its Board of Directors held on September 16, 2014 resolved to transfer all shares in SEPTENI DIRECT MARKETING CO., LTD. (hereinafter “SEPTENI DM”), the Company’s consolidated subsidiary, to ZENRIN CO., LTD. (hereinafter “ZENRIN”).

In association with the stock transfer, the Company will post extraordinary income in the first quarter of the fiscal year ending September 30, 2015. Details are as follows.

### 1. Reason for the stock transfer

SEPTENI DM was established in April 2006. In October 2006, when the SEPTENI Group adopted a holding company system, SEPTENI DM took over the direct marketing business, which the Company had been responsible for, in an absorption-type company split.

The Company has decided to transfer all shares in SEPTENI DM to ZENRIN to concentrate its management resources on its core businesses—the Internet Marketing Business and the Media Content Business—and to actively invest in these businesses under the Group’s management policy.

### 2. Outline of the subsidiary whose shares will be transferred

(1)	Company name	SEPTENI DIRECT MARKETING CO., LTD.
(2)	Address	8-17-1 Nishishinjuku, Shinjuku-ku, Tokyo
(3)	Title and name of representative	President and Representative Director, Shuichi Yaginuma
(4)	Business	- Direct mail shipment agency service - Producing and printing circulars for direct marketing - Shipping promotional materials with catalogues, periodical publications, products, etc.
(5)	Capital	100 million yen
(6)	Established	April 2006
(7)	Major shareholders and their shareholding	SEPTENI HOLDINGS CO., LTD. 100%

(8)	Relationships between the Company and this subsidiary	Capital relationship	The Company owns 100% of the subsidiary's issued shares.
		Human resource relationship	Three directors of the Company concurrently work as a director or an auditor at the subsidiary.
		Business relationship	There are business relationships between the Company and the subsidiary, including management services and the subleasing of an office
(9)	Most recent operating results (fiscal year ended September 2013)	Net sales: ¥2,647 million Operating income: ¥122 million Ordinary income: ¥123 million Net income: ¥74 million	

### 3. Outline of the company that will acquire shares

(1)	Company name	ZENRIN CO., LTD.	
(2)	Address	1-1-1 Muromachi, Kokurakita-ku, Kitakyushu	
(3)	Title and name of representative	President and CEO, Zenshi Takayama	
(4)	Business	Collecting and managing information underlying "4D Geospatial Information" and providing residential and other maps and map databases; developing software and providing services associated with "4D Geospatial Information"	
(5)	Capital	6,557 million yen	
(6)	Established	April 1961	
(7)	Major shareholders and their shareholding (excluding treasury stock)	SANWA LTD. 9.74% Toyota Motor Corporation 7.89% Employees' Shareholders Association 5.39% THE NISHI-NIPPON CITY BANK, LTD. 4.99% Japan Trustee Services Bank, Ltd. (Trust Account 9) 3.60%	
(8)	Relationships between the Company and this company	Capital relationship	Not applicable
		Human resource relationship	Not applicable
		Business relationship	Not applicable

#### 4. Number and value of shares to be transferred and number of shares held before and after the transfer

(1)	Number of shares held before transfer	1,000 shares (voting rights: 100%)
(2)	Number of shares to be transferred	1,000 shares
(3)	Value of shares to be transferred	1,520 million yen
(4)	Number of shares to be held after transfer	0 shares (voting rights: 0%)

#### 5. Schedule

(1)	Resolution of the Board of Directors	September 16, 2014
(2)	Conclusion of the agreement	September 16, 2014
(3)	Transfer of shares	October 1, 2014 (plan)

#### 6. Posting of extraordinary income

In association with the transfer of shares, the Company plans to post a gain on the sale of shares in a subsidiary as extraordinary income, as described below, in the first quarter of the fiscal year ending September 30, 2015.

- Consolidated results: 1,099 million yen (approximate estimate)
- Non-consolidated results: 1,198 million yen (approximate estimate)

#### 7. Outlook

The effect of the transfer of shares on the consolidated results for the fiscal year ending September 30, 2014 will be minor.

The Company plans to include its consolidated results forecast for the first quarter of the fiscal year ending September 30, 2015 in its summary of results in the fiscal year ending September 30, 2014, which will be announced in early November 2014.

#### ■ Inquiries about this news release

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