

The JFTC Reviewed the Proposed Acquisition of Shares of Chuetsu Pulp & Paper Co., Ltd. by
Oji Holdings Corporation

(Tentative Translation)

May 26th, 2015

Japan Fair Trade Commission

Receiving notification regarding the proposed acquisition of shares of Chuetsu Pulp & Paper Co., Ltd. (hereinafter referred to as “Chuetsu”) by Oji Holdings Corporation (hereinafter referred to as “Oji”) (hereinafter referred to as “the Acquisition”), the Japan Fair Trade Commission (JFTC) reviewed the Acquisition and reached the conclusion that, given the remedies proposed by Oji and Chuetsu, competition in any particular fields of trade is unlikely to be substantially restrained. Accordingly, the JFTC has notified Oji that it will not issue a cease and desist order, resulting in the completion of its review.

I. Overview of the transaction

Oji, holding its subsidiaries such as Oji Paper Co., Ltd. which operates in the business of manufacturing and selling paper and pulp products, plans to acquire the shares of Chuetsu, a company operating in the same business, and thereby to obtain 20.9 percent of Chuetsu’s voting rights.

II. Reviewing Process

Receipt of the notification regarding the Acquisition on November 4th, 2014 (the start of the primary review)

Request for reports, etc. by the JFTC on December 3rd, 2014 (the start of the secondary review)

Receipt of all requested reports, etc. on February 25th, 2015 (the due date for a prior notice was set on May 27th, 2015)

Clearance notification on May 26th, 2015

III. Conclusion

As a result of its review, based on the premise that Oji and Chuetsu will implement the proposed remedies, including the parties’ behavioral plan that one party will make its business operation independently from the other party, the JFTC concludes that the Acquisition would not substantially restrain competition in the particular fields of trade.

(Footnote)

The JFTC has been authorized to conduct reviews on whether business combination plans may be substantially to restrain competition in particular fields of trade by following procedures prescribed in the Antimonopoly Act (hereinafter referred to as the “AMA”). When a notifying corporation submits a notification form to the JFTC and the JFTC receives it, the notifying corporation is prohibited from effecting the planned business combination in question by the expiration of the 30-day waiting period from the date of receipt of the said notification. During the waiting period, concerning the business combination in question, the JFTC will either; (1) judge that the said business combination is not problematic in light of the AMA, or; (2) judge that more detailed review is necessary and request submission of the necessary reports, information or materials.

In the case of (1) above, to improve transparency of the review of business combination, the JFTC shall give notification to the effect that it will not issue a cease and desist order.

In the case of (2) above, the period when the JFTC may give notice prior to cease and desist order shall be extended until 120 days after the date of receipt of the notification or 90 days after the date of receipt of all reports etc., whichever is later. In case the JFTC judges, within this extended period, that the business combination plan in question is not problematic in light of the AMA, it shall give notification to the effect that it will not issue a cease and desist order, same as the case of (1).