



Company Name: Ateam Inc.

December 11, 2015

Representative: Takao Hayashi, President

(Code Number: 3662)

Contact: Akinori Mitsuoka, IR Officer, General Manager of Corporate Development Division

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## **Notice Concerning Disposal of Treasury Stock through a Third-Party Allocation**

Ateam Inc. (hereafter “Ateam”) hereby announces that its Board of Directors today resolved to dispose of part of the currently owned treasury stocks, as stated below.

### 1. Point of the Disposal

- |                                   |  |
|-----------------------------------|--|
| (1) Date of disposal              | January 13, 2016   |
| (2) Number of shares for disposal | 67,500 shares  |
| (3) Disposal price                | 2,001 yen per share  |
| (4) Amount raised                 | 135,067,500 yen  |
| (5) Disposal method               | Disposal through third-party allocation                                |
| (6) Disposal recipient            | The Master Trust Bank of Japan, Ltd. (share-issuing BIP Trust Account) |
| (7) Other                         | None   |

### 2. Objective of and Reason for the Disposal

Ateam resolved to introduce a Board Incentive Plan (BIP) Trust (hereafter, the “BIP Trust”) for directors (excluding outside directors and part-time directors), as well as for directors (excluding outside directors and part-time directors) of four subsidiary companies (hereafter collectively referred to as the “Directors”) in order to further increase the Directors’ desire to increase contributions to operating performance and corporate value over the medium to long term. For details regarding the BIP Trust, please refer to the "Notice Concerning Introduction of a Stock Compensation Plan for Executives" released on September 11, 2015.

This Disposal of Treasury Stock is made to The Master Trust Bank of Japan, Ltd. (share-issuing BIP Trust Account), which is the joint trustee of the share-issuing BIP trust agreement that Ateam entered into with Mitsubishi UFJ Trust and Banking Corporation.

3. Amount of Funds Raised, Their Use, and Expected Payment Period

(1) Amount of funds raised

Total amount paid: 135,067,500 yen

Estimated issuance expenses: - yen

Estimated amount after deductions: 135,067,500 yen

(2) Specific use of funds raised

The established amount after deductions above is planned to be allocated to operating funds on or after January 13, 2016. Funds will be managed in the Company's bank account until the execution of spending.

4. Considerations Concerning the Rational Use of Funds

The funds raised by means of the disposal of treasury stock contribute to the operation of the Company's business, and thus it is considered rational.

5. Rationality of Disposal Conditions, etc.

(1) Basis of calculation of disposal value

The purpose of the Disposal of Treasury Stock is the implementation of the BIP Trust. Considering recent changes in stock price, in order to ensure that the disposal value is free of arbitrariness, the disposal value shall be 2,001 yen, which is the closing price as of December 10, 2015, one day before the resolution pertaining to the Disposal of Treasury Stock was made at the Board of Directors meeting. The reason for adopting the stock price is due to the circumstances below.

All three of the Audit & Supervisory Board Members who attended the Board of Directors meeting (including the two Audit & Supervisory Board Members) are of the opinion that the above disposal price is not particularly favorable to the planned allottees.

(2) Basis for judging the disposal quantity and scale of share dilution to be rational

The number of shares to be disposed of is the number of shares expected to be issued to Directors of Ateam group during the trust period based on the share delivery regulations for the BIP Trust. The scale of dilution is at 0.35% (figure rounded after the second decimal place; 0.35% of 190,400 total voting rights as of October 31, 2015) of total shares issued.

Ateam believes that the BIP Trust will increase Directors' active awareness of management policies and decisions, and will encourage further contributions to increases in operating performance and corporate value over the medium to long term.

Further, treasury stocks to be disposed in association with the BIP Trust are expected to be issued to Directors of Ateam Group based on the share delivery regulations. Thus, the impact of this disposal of treasury stock on the secondary market will be slight, therefore rational.

6. Principal Shareholders and Percentage of Shareholdings after Disposal

Major shareholders of Ateam	Ratio of controlling share (%)	
	Before disposal (as of Oct 31, 2015)	After disposal
Hayashi Kazoku Inc.	29.40	29.30
Takao Hayashi	3.71	3.69
Takahiro Makino	3.47	3.45
Atsushi Kato	2.47	2.46
Ateam Employees' Stockholding	1.80	1.79
Master Trust Bank of Japan, Ltd. (Trustee)	1.77	1.77
GREE, Inc.	1.52	1.52
The Master Trust Bank of Japan, Ltd. (share-issuing ESOP Trust Account)	1.07	1.07
UNITED NATIONS FOR THE UNITED NATIONS JOINT STAFF PENSION FUND A UN ORGAN	1.06	1.06
Yukimasa Nakauchi	1.01	1.01

Note:

1. Ateam's treasury stock is not included in the table above. After the disposal, 370,020 (as of October 31, 2015) shares of the treasury stock will be reduced to 302,520 shares.
2. The percentage of shareholdings after disposal is based on the shareholder registry as of October 31, 2015.
3. The percentages of shareholdings are rounded after the second decimal place.

7. Particulars on Transactions with the Controlling Shareholder

This deal does not constitute a transaction with the controlling shareholder.

8. Future Outlook

There is no impact on Ateam's operating performance for the fiscal year ending July 31, 2016 and beyond.