

September 21, 2017

For Immediate Release  
To Whom It May Concern

Mitsui & Co., Ltd.

**Notice Regarding Results of Joint Tender Offer for Shares of  
Soda Aromatic Co., Ltd. (Securities Code:4965)**

Mitsui & Co., Ltd. (head office: Chiyoda-ku, Tokyo; president: Tatsuo Yasunaga) has announced today the results of the Tender Offer of the common stock of Soda Aromatic Co., Ltd. jointly with Toray Industries, Inc. (head office: Chuo-ku, Tokyo; president: Akihiro Nikkaku) as the Tender Offer was commenced on August 8, 2017 and was completed on September 20, 2017.

Attachment: Notice Regarding Results of Tender Offer for Shares of Soda Aromatic Co., Ltd. (Securities Code:4965)

**For further information, please contact:**

	Mitsui & Co., Ltd.
Investor Relations Division	Tel: +81-3-3285-7910
Corporate Communications Division	Tel: +81-3-3285-7562

**Notice:**

This announcement contains forward-looking statements. These forward-looking statements are based on Mitsui's current assumptions, expectations and beliefs in light of the information currently possessed by it and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause Mitsui's actual results, financial position or cash flows to be materially different from any future results, financial position or cash flows expressed or implied by these forward-looking statements. These risks, uncertainties and other factors referred to above include, but are not limited to, those contained in Mitsui's latest Annual Securities Report and Quarterly Securities Report, and Mitsui undertakes no obligation to publicly update or revise any forward-looking statements. This announcement is published in order to publicly announce specific facts stated above, and does not constitute a solicitation of investments or any similar act inside or outside of Japan, regarding the shares, bonds or other securities issued by us.

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Company name	Toray Industries, Inc.
Representative	President Akihiro Nikkaku (Code number:3402 First Section of the Tokyo Stock Exchange)
Contact	General Manager Corporate Communications Dept. Toshiki Matsumura (TEL. 03-3245-5178)

Company name	Mitsui & Co., Ltd.
Representative	President Tatsuo Yasunaga (Code number:8031 First Section of the Tokyo Stock Exchange)
Contact	General Manager Investor Relations Division Yuji Mano (TEL. 03-3285-7910)

## Notice Regarding Results of Tender Offer for Shares of Soda Aromatic Co., Ltd. (Securities Code: 4965)

Toray Industries, Inc. (“**Toray**”) and Mitsui & Co., Ltd. (“**MBK**”) (Toray and MBK may also collectively be referred to as the “**Acquirers**”) decided on May 10, 2017 to commence a tender offer (the “**Tender Offer**”) for the common shares of Soda Aromatic Co., Ltd. (the “**Company**”) (the “**Company’s Shares**”) and subsequently commenced the Tender Offer on August 8, 2017. As the Tender Offer was completed on September 20, 2017, the Acquirers announce the results of the Tender Offer as follows:

### 1 Outline of the Tender Offer

- (1) Name and Location of the Acquirers  
Toray Industries, Inc.  
2-1-1, Nihonbashi-Muromachi, Chuo-ku, Tokyo  
  
Mitsui & Co., Ltd.  
1-1-3, Marunouchi, Chiyoda-ku, Tokyo

- (2) Name of the Company  
Soda Aromatic Co., Ltd.
- (3) Type of Shares to be Purchased  
Common Shares
- (4) Number of Shares to be Purchased

Number of Shares to be Purchased	Minimum Number of Shares to be Purchased	Maximum Number of Shares to be Purchased
3,494,981 shares	— shares	— shares

(Note 1) The Acquirers do not set an upper or a lower limit on the number of expected shares to be purchased in the Tender Offer and the Acquirers will purchase all the shares being applied for the Tender Offer (the “**Tendered Shares**”). The expected number of Shares to be purchased through Tender Offer is the maximum number of the Company’s Shares of 3,494,981 shares which is the number of Company’s Shares after deducting the number of Company’s Shares owned by the Acquirers of 6,501,250 shares and the treasury shares of the Company (3,769 shares) as of June 30, 2017, as described in the “Summary of Financial Results for the First Quarter of the Fiscal Year Ending March 2018 [Japanese Standard] (Consolidated)” announced by the Company on August 2, 2017 (the “**Summary of the Company’s Financial Results for 1Q of FYE March 2018**”), from the number of issued and outstanding Company’s Shares (10,000,000 shares) as of June 30, 2017, as described in the Summary of the Company’s Financial Results for 1Q of FYE March 2018.

(Note 2) Shares less than one unit will also be purchased in the Tender Offer. If a shareholder exercises the right to demand the purchase of shares less than one unit pursuant to the Companies Act, the Company may purchase its shares during the period for the Tender Offer (the “**Tender Offer Period**”) pursuant to the procedures required under the applicable laws and regulations.

(Note 3) The Acquirers do not plan to purchase treasury shares held by the Company through the Tender Offer.

(Note 4) The Acquirers assume that Toray will eventually hold a voting rights ownership ratio of 66% of the Company, with MBK holding a voting rights ownership ratio of 34%, and that: (a) if the total number of the Tendered Shares is equal to or less than 1,000,626 shares, MBK will purchase all of the Tendered Shares; (b) if the total number of the Tendered Shares is greater than 1,000,626 shares, MBK will purchase up to 1,000,626 shares out of all of the Tendered Shares and for the amount of the Tendered Shares over 1,000,626 shares, Toray will purchase two thirds thereof (disregard to the nearest decimal place) of such Tendered Shares and MBK will purchase one third (rounded up to the nearest decimal place) of such Tendered Shares.

- (5) Tender Offer Period
- (i) Initially Registered Offering Period  
From August 8, 2017 (Tuesday) to September 20, 2017 (Wednesday) (30 business days)

- (ii) Possibility of Extension at Request of the Company  
Not applicable.

- (6) Tender Offer Price  
Common Shares JPY1,140 per share

## 2 Results of the Tender Offer

- (1) Outcome of Tender Offer

The Acquirers do not set an upper or a lower limit on the number of expected shares to be purchased in the Tender Offer and the Acquirers will purchase all the Tendered Shares.

- (2) Date of Public Notice of the Results of the Tender Offer and Name of Newspaper for Public Notice

Pursuant to Article 27-13, Paragraph 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”), the results of the Tender Offer were released to the media at Tokyo Stock Exchange, Inc. on September 21, 2017 in a manner set forth in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 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 “Cabinet Ordinance”).

- (3) Number of Shares Purchased

Type of Shares	(i) Number of shares offered	(ii) Number of shares purchased
Shares	3,294,607 shares	3,294,607 shares
Stock acquisition rights	— shares	— shares
Bonds with stock acquisition rights	— shares	— shares
Trust beneficiary certificates for shares ( )	— shares	— shares
Depository receipts for shares ( )	— shares	— shares
Total	3,294,607 shares	3,294,607 shares
(Total number of dilutive shares)	—	(— shares)

(Note) The Acquirers assume that Toray will eventually hold a voting rights ownership ratio of 66% of the Company, with MBK holding a voting rights ownership ratio of 34%, and that: (a) if the total number of the Tendered Shares is equal to or less than 1,000,626 shares, MBK will purchase all of the Tendered Shares; (b) if the total number of the Tendered Shares is greater than 1,000,626 shares, MBK will purchase up to 1,000,626 shares out of all of the Tendered Shares and for the amount of the Tendered Shares over 1,000,626 shares, Toray will purchase two thirds thereof (disregard to the nearest

decimal place) of such Tendered Shares and MBK will purchase one third (rounded up to the nearest decimal place) of such Tendered Shares. The breakdown of “Number of shares purchased” by Acquirers is as follows:

<u>Name of Acquirers</u>	<u>Number of shares purchased</u>
Toray	1,529,320 shares
MBK	1,765,287 shares

(4) Shareholding Ratio after the Tender Offer

Number of Voting Rights represented by the Shares held by the Acquirers before the Tender Offer	65,012	(Shareholding Ratio before the Tender Offer 65.04%)
Number of Voting Rights represented by the Shares held by Special Related Parties before the Tender Offer	3,802	(Shareholding Ratio before the Tender Offer 3.80%)
Number of Voting Rights represented by the Shares held by the Acquirers after the Tender Offer	97,957	(Shareholding Ratio after the Tender Offer 97.99 %)
Number of Voting Rights represented by the Shares held by Special Related Parties after the Tender Offer	0	(Shareholding Ratio after the Tender Offer 0.00%)
Total Number of Voting Rights of All Shareholders of the Company	99,956	

(Note 1) “Number of Voting Rights represented by Shares held by Special Related Parties before the Tender Offer” and “Number of Voting Rights represented by the Shares held by Special Related Parties after the Tender Offer” are the total number of voting rights represented by shares (excluding the shares held by the Company) held by each of special related parties (except for those who are excluded from the special related parties under Article 3, Paragraph 2, Item 1 of the Cabinet Ordinance for the purpose of calculating the ownership ratio of share certificates, etc. under each item of Article 27-2, Paragraph 1 of the Act and the Acquirers).

(Note 2) The number entered as the "Total Number of Voting Rights of All Shareholders of the Company" is the total number of voting rights of all shareholders of the Company as of June 30, 2017 as described in the securities report for the first quarter of 46th Fiscal Period of the Company submitted by the Company on August 4, 2017 (calculated 1 unit

of share as 100 shares for 1 voting right); provided, however, that since the shares less than one unit will also be purchased in the Tender Offer, in calculating the “Shareholding Ratio before the Tender Offer” and the “Shareholding Ratio after the Tender Offer” the denominator is calculated based on the voting rights of (99,962) which the number is calculated based on the number of shares (9,996,231 shares) which is the number after the deduction of treasury shares of the Company of (3,769 shares) as described in the Summary of the Company’s Financial Results for 1Q of FYE March 2018 from the total number of shares issued of all shareholders of the Company as of June 30, 2017 as described in the Summary of the Company’s Financial Results for 1Q of FYE March 2018 (10,000,000 shares) as the number of voting rights (excluding the voting rights owned by the Company for the number of shares) .

(Note 3) The “Shareholding Ratio before the Tender Offer” and the “Shareholding Ratio after the Tender Offer” are rounded to the second decimal place.

(5) Calculation in the Case of a Tender Offer by the Proportional Method

Not applicable.

(6) Method of Settlement

- (i) Name and Location of Head Office of the Financial Instruments Business Operator/Bank which Handles Settlement of the Purchase  
Nomura Securities Co., Ltd.  
1-9-1, Nihonbashi, Chuo-ku, Tokyo

- (ii) Commencement Date of Settlement  
September 27, 2017 (Wednesday)

(iii) Method of Settlement

Written notice of the purchase through the tender offer will be sent by mail to the addresses of the tendering shareholders (or in the case of Non-Japanese shareholders, to their Standing Proxies) after the end of the Tender Offer Period, without delay. For shareholders who have consented to the electronic delivery of documents at Nomura Net & Call, such notice will be delivered by electromagnetic means on the website of Nomura Net & Call (<https://netcall.nomura.co.jp/>).

The payment will be made in cash. The tendering shareholders can receive the proceeds from the sale of Tendered Shares by the method designated by the tendering shareholders, such as remittance, etc. after the commencement date of settlement without delay (remittance fees may be incurred by the tendering shareholders).

### 3 Policies after the Tender Offer and Future Outlook

There has been no change in the contents of the “Notice Regarding Commencement of Tender Offer for Shares of Soda Aromatic Co., Ltd. (Securities Code: 4965)” announced by the Acquirers on August 7, 2017.

**4 Location at which a Copy of the Tender Offer Report is kept for Public Inspection**

Toray Industries, Inc.

2-1-1, Nihonbashi-Muromachi, Chuo-ku, Tokyo

Mitsui & Co., Ltd.

1-1-3, Marunouchi, Chiyoda-ku, Tokyo

Tokyo Stock Exchange, Inc.

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