



May 11, 2017

To All Concerned Parties,

C o m p a n y : Fuji Machine Manufacturing Co., Ltd.  
Representative: President & CEO: Nobuyuki Soga  
(First section of Tokyo Stock Exchange and Nagoya Stock exchange code number: 6134)  
Board Member  
C o n t a c t : Sales Operations and Planning Hajime Ezaki  
Marketing and Strategic Planning  
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### **Notice regarding the discontinuation of countermeasures against large-scale purchases of company shares (anti-takeover measures)**

At the 62<sup>nd</sup> general shareholders meeting which was held on June 27, 2008, countermeasures against large-scale purchases of company shares (anti-takeover measures) were introduced by agreement of all shareholders. These measures were continued by agreement of all shareholders after the 65<sup>th</sup> general shareholders meeting which was held on June 29, 2011 and the 68<sup>th</sup> general shareholders meeting which was held on June 27, 2014. (The anti-takeover measures which were continued after the 68<sup>th</sup> general shareholders meeting are hereinafter referred to as "Countermeasures").

The Countermeasures are to be in effect until the closing of the 71<sup>st</sup> general shareholders meeting which is scheduled to be held in June this year, and thus careful consideration has been taken as to whether the Countermeasures should continue to be in effect after the 71<sup>st</sup> general shareholders meeting. As a result, the Board of Directors have, as of this date, resolved to discontinue the Countermeasures as outlined in the following notification.

#### **Details**

For the purpose of securing and enhancing the corporate value of Fuji and Fuji group companies and ultimately the common interests of their shareholders, the adoption of the Countermeasures has been renewed in an effort to prevent inappropriate parties from controlling policy decision on the finances and operations of this company by securing the information and time required for all shareholders to be able to make the appropriate decisions pursuant to the "basic policies pertaining to those who are able to control policy decision on the finances and operations of this company" as defined in Article 118, Paragraph 3 of the Ordinance for Enforcement of the Companies Act, in such a case where a large-scale purchase of our company shares was made.

However, because regulations relating to large-scale purchases under the Financial Instruments and Exchange Act are now so ingrained that the purpose of introducing the Countermeasures, which was securing the information and time required for all shareholders to be able to make the appropriate decisions, is now guaranteed to a certain extent, and because the penetration of corporate governance and corporate codes, as well as external environments surrounding anti-takeover measures, have changed since the Countermeasures were introduced it was decided that the relevance of the Countermeasures has relatively diminished, and the

Board of Directors have, as of this date, resolved to discontinue the Countermeasures. Furthermore, if a large-scale purchase of Fuji's shares takes place even after the expiration of the Countermeasures, Fuji will take the appropriate measures to the extent permitted within the boundaries of the Financial Instruments and Exchange Act, company law, and all other related laws and regulations, including requesting the large-scale purchaser to provide necessary and sufficient information and disclosing information such as the opinions of the Board of Directors in a timely and appropriate manner in order to provide enough time and information for all shareholders to be able to partake in discussion, and strive to secure and enhance both corporate value and our shareholders' common interests.