

August 5, 2015



News Release

Company name:	GLORY LTD.
Representative:	Hirokazu Onoe, President
Headquarters:	3-1, Shimoteno 1-chome, Himeji, Hyogo, JAPAN
Securities Code:	6457
Stock Exchange:	Tokyo (1st Section)
Accounting Term:	March

Notice regarding Disposal of Treasury Shares through Third-Party Allotment

GLORY LTD. (the “Company”) hereby announces that, at its Board of Directors meeting held on August 5, 2015, a resolution was made to dispose of its treasury shares through third-party allotment (the “Disposal of Treasury Shares”) as follows:

1. Outline of Disposal

- | | |
|---|---|
| (1) Date of disposal: | Monday, August 31, 2015 |
| (2) Number of shares to be disposed of: | 202,000 common shares |
| (3) Disposal price: | ¥3,568 per share |
| (4) Amount of funds to be procured: | ¥720,736,000 |
| (5) Method of disposal: | Third-party allotment |
| (6) Allottees: | The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account)
The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account) |
| (7) Other: | The Disposal of Treasury Shares is conditional upon the coming into force of the notification under the Financial Instruments and Exchange Act. |

2. Purpose and reason of Disposal

The Board of Directors of the Company previously made resolutions to introduce a Board Incentive Plan (to be implemented under the scheme called “BIP Trust”) as a performance-based stock compensation plan for directors of the Company (excluding the outside directors of the Company; the same shall apply hereinafter) (“Directors”) and an Employee Stock Ownership Plan (to be implemented under the scheme called “ESOP Trust”) as a stock-based incentive plan for Executive Officers and other management employees (collectively “Senior Managers”), that are closely linked to the Company’s business performance and have high transparency and objectivity, both of which

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plans are designed to enhance the incentives for Directors and Senior Managers to improve the Company's business performance and increase its corporate value over the medium to long term.

Along with the introduction of the BIP Trust and the ESOP Trust, the Company will dispose of its treasury shares by way of third-party allotment to "The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account)", the co-trustee under the agreement for BIP trust entered into between the Company and Mitsubishi UFJ Trust and Banking Corporation, and to "The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account)", the co-trustee under the agreement for ESOP trust entered into between the same parties.

As for the ESOP Trust, a resolution was made at the Board of Directors meeting held today on details including the size of the trust. For the outline of the BIP Trust and the ESOP Trust, please see the "Notice regarding Introduction of Performance-Based Stock Compensation Plan for Directors of GLORY" released as of May 12, 2015, "Notice regarding Introduction of Incentive Plan for Senior Managers of GLORY" released as of June 26, 2015, and "Notice regarding Introduction of Incentive Plan (ESOP Trust) for Senior Managers of GLORY (Details Decided)" released today.

3. Amount, use and scheduled timing of spending of funds to be procured

(1) Amount of funds to be procured

Total value of shares to be disposed (Yen)	Estimated expenses (Yen)	Estimated net amount after expenses (Yen)
720,736,000	—	720,736,000

(2) Specific use of funds to be procured

The funds to be procured through the Disposal of Treasury Shares of ¥720,736,000 above will be fully allocated to operating funds, including payments of trade accounts payable, after August 31, 2015. The funds will be managed in the Company's bank accounts until the time of spending.

4. View on reasonableness of the use of funds

The Company believes that the planned use of the funds to be procured by the Disposal of Treasury Shares is reasonable because it will contribute to the Company's business operations and healthier position of the financial structure.

5. Reasonableness of terms and conditions for disposal

(1) Basis of calculation for disposal price and details thereof

The Disposal of Treasury Shares will be performed for the purpose of introducing the BIP Trust and the ESOP Trust.

For the disposal price, the average closing price of the Company shares in the period between July 5, 2015 and August 4, 2015 (the business day preceding the day of the resolution by the Board of

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Directors) on the Tokyo Stock Exchange (“TSE”), which was ¥3,568 (fractions less than one yen were rounded down; the deviation rate from the closing price on August 4, 2015 at ¥3,690: -3.31%), was used. The average closing price of the Company shares in the last one month was used because firstly, doing so is reasonable compared with using the average closing price in the last three months or six months because the Company announced the financial results for the fiscal year ended March 31, 2015 on May 12, 2015 and the average closing price used does not incorporate the share price prior to the announcement. Secondly, the Company has considered that it is more objective and reasonable as a calculation base to use the leveled value of average share price over a certain period, rather than using the price at a specific point, since special factors such as temporary fluctuations in the share price are eliminated.

Regarding the said price, the deviation rate from the closing price of the Company shares (¥3,690) on the day preceding the day of the resolution by the Board of Directors (August 4, 2015) was -3.31%, the deviation rate from the average closing price (¥3,665 with fractions less than one yen rounded down) in the three months preceding the day of the resolution by the Board of Directors (from May 5, 2015 to August 4, 2015) was -2.65%, and the deviation rate from the closing average (¥3,463 with fractions less than one yen rounded down) in the six months preceding the day of the resolution by the Board of Directors (from February 5, 2015 to August 4, 2015) was +3.03%. All four corporate auditors (including two outside corporate auditors) who attended the Board of Directors meeting expressed their opinion that the disposal price was not particularly favorable to the allottees, because the purpose of this disposal was to introduce the BIP Trust and the ESOP Trust, and the disposal price was the average closing price of the Company shares in the one month preceding the day of the resolution by the Board of Directors and was determined taking into consideration the “Guidance Concerning Handling of Allotment of New Shares to Third Party, Etc.” of the Japan Securities Dealers Association.

(2) Basis for judging the quantity to be disposed of and extent of share dilution are reasonable

The number of shares to be disposed of through the allotment to “The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account)” or “The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account)” are determined taking into consideration the number of shares that are expected to be delivered to Directors or Senior Managers during the trust period in accordance with the Company Shares Distribution Rules. The extent of share dilution due to the disposals of these shares is small at 0.29% (rounded to two decimal places) of total number of shares issued (the ratio to total voting rights of 656,687 units as of the end of March 2015 is 0.31%).

In addition, the Company believes that the impact of these disposals on the trading market will be insignificant because shares of the Company to be allotted through these disposals will be delivered to Directors or Senior Managers in accordance with the Company Shares Distribution Rules.

Based on the above, the Company believes that the impact caused by the Disposal of Treasury Shares will be very insignificant and reasonable.

6. Reason for the choice of the allottees, etc.

(1) Outline of the allottees

<BIP Trust>

1) Name	The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account)
2) Trust contract contents	
Type of trust:	Money trust, an individually operated designated trust of money other than money trust (third party benefit trust)
Purpose of trust:	Provision of incentives to Directors of the Company
Settlor:	The Company
Trustee:	Mitsubishi UFJ Trust and Banking Corporation
(Co-trustee,	The Master Trust Bank of Japan, Ltd.)
Beneficiaries:	Directors or retired Directors that meet beneficiary requirements
Trust caretaker:	A third party having no interest in the Company (Certified public accountant)
Trust contract date:	August 28, 2015 (planned)
Trust period:	August 28, 2015 (planned) to the end of August, 2018 (planned)
Start of the plan:	September 1, 2015 (planned) (point-awarding to be commenced based on the fiscal year ending at the end of March 2016)
Exercise of voting rights:	No voting rights to be exercised

(Reference) Outline of the allottee

(1) Name	The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account)								
(2) Location	2-11-3 Hamamatsucho, Minato-ku, Tokyo								
(3) Title and name of representative	Kaoru Wachi, Representative Director, President								
(4) Principle Business	Administrative services for securities and others, and administrative and settlement services pertaining to asset management								
(5) Paid-in capital	¥10,000 million								
(6) Date of establishment	May 9, 2000								
(7) Number of shares issued	120,000 common shares								
(8) Fiscal year-end	March 31								
(9) Number of employees	724 (As of March 31, 2015)								
(10) Major customers	Business entities, financial institutions								
(11) Major banks	—								
(12) Major shareholders and shareholding ratio	<table> <tr> <td>Mitsubishi UFJ Trust and Banking Corporation</td> <td>46.5%</td> </tr> <tr> <td>Nippon Life Insurance Company</td> <td>33.5%</td> </tr> <tr> <td>Meiji Yasuda Life Insurance Company</td> <td>10.0%</td> </tr> <tr> <td>The Norinchukin Trust and Banking Co., Ltd.</td> <td>10.0%</td> </tr> </table>	Mitsubishi UFJ Trust and Banking Corporation	46.5%	Nippon Life Insurance Company	33.5%	Meiji Yasuda Life Insurance Company	10.0%	The Norinchukin Trust and Banking Co., Ltd.	10.0%
Mitsubishi UFJ Trust and Banking Corporation	46.5%								
Nippon Life Insurance Company	33.5%								
Meiji Yasuda Life Insurance Company	10.0%								
The Norinchukin Trust and Banking Co., Ltd.	10.0%								

(13) Relationships with the Company			
Capital relationships	Not applicable.		
Personal relationships	Not applicable.		
Business relationships	There is no applicable relationship between the Company and the allottee. However, the Company has trust banking transactions with Mitsubishi UFJ Trust and Banking Corporation, the principal equity holder of the allottee.		
Status of related parties	Not applicable.		
(14) Business results and financial conditions for the last three fiscal years (Millions of yen)			
Fiscal year ended	March 31, 2013	March 31, 2014	March 31, 2015
Consolidated net assets	20,339	20,829	21,233
Consolidated total assets	471,798	602,241	1,450,058
Net assets per share (Yen)	169,493.96	173,581.48	176,948.03
Consolidated ordinary income	23,897	23,258	21,913
Consolidated ordinary profit	1,044	1,044	863
Consolidated net income	631	626	522
Net income per share (Yen)	5,260.98	5,221.55	4,355.17
Dividends per share (Yen) (Common shares)	1,315.00	1,305.00	1,088.00

* The Master Trust Bank of Japan, Ltd. is a subsidiary of Mitsubishi UFJ Trust and Banking Corporation. The Company has confirmed through research of open information provided in the allottee's website and publications that the allottee and its officers or major shareholders (major equity holders) have no relationships with antisocial forces, and submitted the written confirmation to that effect to TSE.

<ESOP Trust>

- 1) Name
The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account)
- 2) Trust contract contents

Type of trust:	Money trust, an individually operated designated trust of money other than money trust (third party benefit trust)
Purpose of trust:	Provision of incentives to Senior Managers of the Company
Settlor:	The Company
Trustee:	Mitsubishi UFJ Trust and Banking Corporation
(Co-trustee,	The Master Trust Bank of Japan, Ltd.)
Beneficiaries:	Senior Managers or retired Senior Managers that meet beneficiary requirements
Trust Caretaker:	A third party having no interest in the Company (Certified public accountant)
Trust contract date:	August 28, 2015 (planned)
Trust period:	August 28, 2015 (planned) to the end of August, 2018 (planned)
Start of the plan:	September 1, 2015 (planned) (point-awarding to be commenced based on the fiscal year ending at the end of March 2016)
Exercise of voting rights:	The Trustee will exercise the voting rights of the Company shares based on instructions of the trust caretaker that reflects the intention of the candidate beneficiary.

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(Reference) Outline of the allottee

(1) Name	The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account)		
(2) Location	2-11-3 Hamamatsucho, Minato-ku, Tokyo		
(3) Title and name of representative	Kaoru Wachi, Representative Director, President		
(4) Principle Business	Administrative services for securities and others, and administrative and settlement services pertaining to asset management		
(5) Paid-in capital	¥10,000 million		
(6) Date of establishment	May 9, 2000		
(7) Number of shares issued	120,000 common shares		
(8) Fiscal year-end	March 31		
(9) Number of employees	724 (As of March 31, 2015)		
(10) Major customers	Business entities, financial institutions		
(11) Major banks	—		
(12) Major shareholders and shareholding ratio	Mitsubishi UFJ Trust and Banking Corporation 46.5% Nippon Life Insurance Company 33.5% Meiji Yasuda Life Insurance Company 10.0% The Norinchukin Trust and Banking Co., Ltd. 10.0%		
(13) Relationships with the Company			
Capital relationships	Not applicable.		
Personal relationships	Not applicable.		
Business relationships	There is no applicable relationship between the Company and the allottee. However, the Company has trust banking transactions with Mitsubishi UFJ Trust and Banking Corporation, the principal equity holder of the allottee.		
Status of related parties	Not applicable.		
(14) Business results and financial conditions for the last three fiscal years	(Millions of yen)		
Fiscal year ended	March 31, 2013	March 31, 2014	March 31, 2015
Consolidated net assets	20,339	20,829	21,233
Consolidated total assets	471,798	602,241	1,450,058
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Dividends per share (Yen) (Common shares)	1,315.00	1,305.00	1,088.00

* The Master Trust Bank of Japan, Ltd. is a subsidiary of Mitsubishi UFJ Trust and Banking Corporation. The Company has confirmed through research of open information provided in the allottee's website and publications that the allottee and its officers or major shareholders (major equity holders) have no relationships with antisocial forces, and submitted the written confirmation to that effect to TSE.

(2) Reason for the choice of the allottees

<BIP Trust>

The Company had been considering introducing a stock-based compensation plan for Directors that is closely linked to the Company's business performance and has high transparency and objectivity for the purpose of enhancing the incentives for Directors to improve the Company's business performance and increase its corporate value over the medium to long term.

Under the situation, the Company received a proposal of the BIP Trust from Mitsubishi UFJ Trust and Banking Corporation, which had trust banking transactions such as stock transfer agency services with the Company. As a result of comprehensive consideration of administrative costs and other factors involved in the BIP Trust, the Company chose Mitsubishi UFJ Trust and Banking Corporation as the trustee. Since The Master Trust Bank of Japan, Ltd., as the co-trustee, conducts clerical works for the BIP Trust and also performs custody and settlement of the trust assets, The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account) acts as the allottee for the BIP Trust.

<ESOP Trust>

The Company had been considering introducing an incentive plan for Senior Managers that is closely linked to the Company's business performance and has high transparency and objectivity for the purpose of enhancing the incentives for Senior Managers to improve the Company's business performance and increase its corporate value over the medium to long term.

Under the situation, the Company received a proposal of the ESOP Trust from Mitsubishi UFJ Trust and Banking Corporation, which had trust banking transactions such as stock transfer agency services with the Company. As a result of comprehensive consideration of administrative costs and other factors involved in the ESOP Trust, the Company chose Mitsubishi UFJ Trust and Banking Corporation as the trustee. Since The Master Trust Bank of Japan, Ltd., as the co-trustee, conducts clerical works for the ESOP Trust and also performs custody and settlement of the trust assets, The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account) acts as the allottee for the ESOP Trust.

(3) Allottees's policy on holding shares

<BIP Trust>

The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account), the allottee, is to deliver, in accordance with the Company Shares Distribution Rules for BIP trust, the number of Company

shares and cash conversion equivalent thereof (collectively the “Company Shares”) corresponding to the points awarded based on each Directors’ position and the degree of achievement of the Company’s business performance goals; such delivery to be made to the Directors who have satisfied certain specific requirements at a certain time while in the post and upon retirement.

With respect to the number of the Company shares that belong to the trust assets, conditions of the trust assets, etc., the Company will receive for its perusal a report from Mitsubishi UFJ Trust and Banking Corporation, the trustee, every month during the trust period.

Further, in the event that The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account) has transferred all or part of the shares disposed of within two years from the date of disposal, the Company will receive the assurance statement from it to affirm that (1) the allottee shall immediately report to the Company in writing the name and address of the transferee, number of shares transferred, transfer date, transfer price, reason for transfer, transfer method and other information, (2) the Company will report this information received to the TSE, and (3) the information received will be made available for public inspection.

<ESOP Trust>

The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account), the allottee, is to deliver, in accordance with the Company Shares Distribution Rules for ESOP trust, the number of Company Shares corresponding to the points awarded based on each Senior Managers’ position and the degree of achievement of the Company’s business performance goals; such delivery to be made to the Senior Managers who have satisfied certain specific requirements at a certain time while in the post and upon retirement.

With respect to the number of the Company shares that belong to the trust assets, conditions of trust assets, etc., the Company will receive for its perusal a report from Mitsubishi UFJ Trust and Banking Corporation, the trustee, every month during the trust period.

Further, in the event that The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account) has transferred all or part of the shares disposed of within two years from the disposal day, the Company will receive the assurance statement from it to affirm that (1) the allottee shall immediately report to the Company in writing the name and address of the transferee, number of shares transferred, transfer date, transfer price, reason for transfer, transfer method and other information, (2) the Company will report this information received to the TSE, (3) and the information received will be made available for public inspection.

(4) Confirmation on the existence of allottee’s funds required for payment

<BIP Trust>

The Company will confirm through the BIP Trust agreement that The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account), the allottee, will hold the initial trust money, which is

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contributed by the Company to the BIP Trust, within the trust assets on the disposal date, as the money equivalent to the funds required for payment.

<ESOP Trust>

The Company will confirm through the ESOP Trust agreement that The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account), the allottee, will hold the initial trust money, which is contributed by the Company to the ESOP Trust, within the trust assets on the disposal date, as the money equivalent to the funds required for payment.

7. Major shareholders and shareholding ratio after disposal

Before disposal (as of March 31, 2015)		After disposal	
STATE STREET BANK AND TRUST COMPANY 505223	5.88%	STATE STREET BANK AND TRUST COMPANY 505223	5.88%
Nippon Life Insurance Company	4.99%	Nippon Life Insurance Company	4.99%
The Master Trust Bank of Japan, Ltd. (Trust account)	3.35%	The Master Trust Bank of Japan, Ltd. (Trust account)	3.35%
Sumitomo Mitsui Banking Corporation	3.06%	Sumitomo Mitsui Banking Corporation	3.06%
GLORY Group Employees' Stock Ownership Association	2.88%	GLORY Group Employees' Stock Ownership Association	2.88%
JP MORGAN CHASE BANK 385174	2.85%	JP MORGAN CHASE BANK 385174	2.85%
Japan Trustee Services Bank, Ltd. (Trust account)	2.68%	Japan Trustee Services Bank, Ltd. (Trust account)	2.68%
Tatsubo Fashion Co. Ltd.	2.19%	Tatsubo Fashion Co. Ltd.	2.19%
NORTHERN TRUST CO. (AVFC) RE 15PCT TREATY ACCOUNT	1.85%	NORTHERN TRUST CO. (AVFC) RE 15PCT TREATY ACCOUNT	1.85%
CBNY-GOVERNMENT OF NORWAY	1.48%	CBNY-GOVERNMENT OF NORWAY	1.48%

- (Notes) 1. This information is based on the shareholder register as of March 31, 2015.
 2. The shareholding ratio is rounded down to two decimal places.
 3. Other than those listed above, there are 2,951,231 treasury shares (4.30%) held by the Company, which will be reduced to 2,749,231 shares (4.01%) after the disposal. These figures do not take into account any purchase or sale of the Company shares conducted on and after April 1, 2015 relating to shareholder requests concerning shares less than one unit.
 4. The above number of shares held by “The Master Trust Bank of Japan, Ltd. (trust account)” does not include the number of shares to be held by “The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account)” and “The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account).”

8. Matters regarding transactions with controlling shareholder

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

9. Future prospects

The impact of this transaction on the financial forecasts for the fiscal year ending March 31, 2016 is considered to be insignificant.

10. Procedures under the Code of Corporate Conduct of TSE

In carrying out the Deposal of Treasury Shares, it is not required to obtain an opinion from an independent third party or to take any procedures to confirm the intent of shareholders, as set forth under Article 432 of the Securities Listing Regulations of TSE, because (a) the dilution ratio resulting from this Disposal of Treasury Share is less than 25% and (b) it does not involve a change in a controlling shareholder.

11. Business results and status of equity finance for the last three fiscal years

(1) Business results for the last three fiscal years (Consolidated) (Millions of yen)

	Fiscal year ended March 31, 2013	Fiscal year ended March 31, 2014	Fiscal year ended March 31, 2015
Net sales	190,938	218,632	226,974
Operating income	14,458	16,718	19,179
Ordinary income	13,695	19,764	22,606
Net income	6,873	9,939	13,082
Net income per share (Yen)	104.64	151.31	199.16
Dividends per share (Yen)	44.00	49.00	54.00
Net assets per share (Yen)	2,537.23	2,865.09	3,066.53

(2) Number of shares issued and number of potential shares (As of March 31, 2015)

	Number of shares	Ratio to the number of shares issued
Number of shares issued	68,638,210 shares	100.0%
Number of potential shares at current conversion price (exercise price)	— shares	— %
Number of potential shares at lower limit of conversion price (exercise price)	— shares	— %
Number of potential shares at upper limit of conversion price (exercise price)	— shares	— %

(3) Recent share prices

i) Share prices over the last three fiscal years (Yen)

	Fiscal year ended March 31, 2013	Fiscal year ended March 31, 2014	Fiscal year ended March 31, 2015
Opening	1,813	2,279	2,853
High	2,334	2,960	3,545
Low	1,454	2,058	2,562
Closing	2,259	2,829	3,350

(Note) Each share price on and after July 16, 2013 represents a price on the first section of TSE, and a share price before that date shows a price on the first section of the Osaka Securities Exchange.

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ii) Share prices over the last six months (Yen)

	February 2015	March 2015	April 2015	May 2015	June 2015	July 2015
Opening	3,065	3,245	3,335	3,290	3,920	3,660
High	3,225	3,415	3,420	4,000	3,955	3,760
Low	2,930	3,180	3,160	3,255	3,580	3,335
Closing	3,220	3,350	3,330	3,920	3,625	3,610

iii) Share prices on the business day immediately before the date of resolution of the disposal (Yen)

	August 4, 2015
Opening	3,675
High	3,695
Low	3,645
Closing	3,690

(4) Status of equity finance for the last three fiscal years

Not applicable.

12. Gist of disposal

(1) Number of shares disposed of	202,000 common shares
(2) Disposal value	¥3,568 per share
(3) Procured funds	¥720,736,000
(4) Method of disposal	Third party allotment
(5) Allottees	The Master Trust Bank of Japan, Ltd. (Board Incentive Plan trust account) 30,000 shares The Master Trust Bank of Japan, Ltd. (Employee Stock Ownership Plan trust account) 172,000 shares
(6) Amount of payment date	Monday, August 31, 2015
(7) Number of treasury shares after disposal	2,749,231 shares

- (Notes) 1. This information is based on the shareholder register as of March 31, 2015.
2. The number of treasury shares in (7) above does not include any purchase or sale of own shares related to shareholder requests concerning shares less than one unit conducted on and after April 1, 2015.

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About GLORY LTD.

GLORY LTD., headquartered in Himeji, Japan, is a pioneer in the development and manufacture of money handling machines and systems. GLORY provides a variety of products such as money handling machines, cash management systems, vending machines, automatic service equipment, and cash management solutions that are built on its leading-edge recognition/identification and mechatronics technology. Committed to meet society's wide-ranging needs, GLORY serves the financial, retail, vending machine, amusement and gaming industries in over 100 countries around the world. GLORY employs approximately 9,000 people worldwide. For more information about GLORY, please visit GLORY Group website at <http://www.glory-global.com/>

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