

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 Introduction of Incentive Plan (ESOP Trust)
for Senior Managers of GLORY (Details Decided)

GLORY LTD. (the “Company”) previously announced that the Board of Directors, at its meeting held on June 26, 2015, made a resolution to introduce a stock-based incentive plan (the “Plan,” and a trust set up for the Plan is referred to as the “Trust”) for the Company’s Executive Officers and other management employees (collectively “Senior Managers”). The Company hereby announces that, at its Board of Directors meeting held today, a resolution was made on the details of the Plan including the size of the trust, as described below.

1. Outline of the Trust

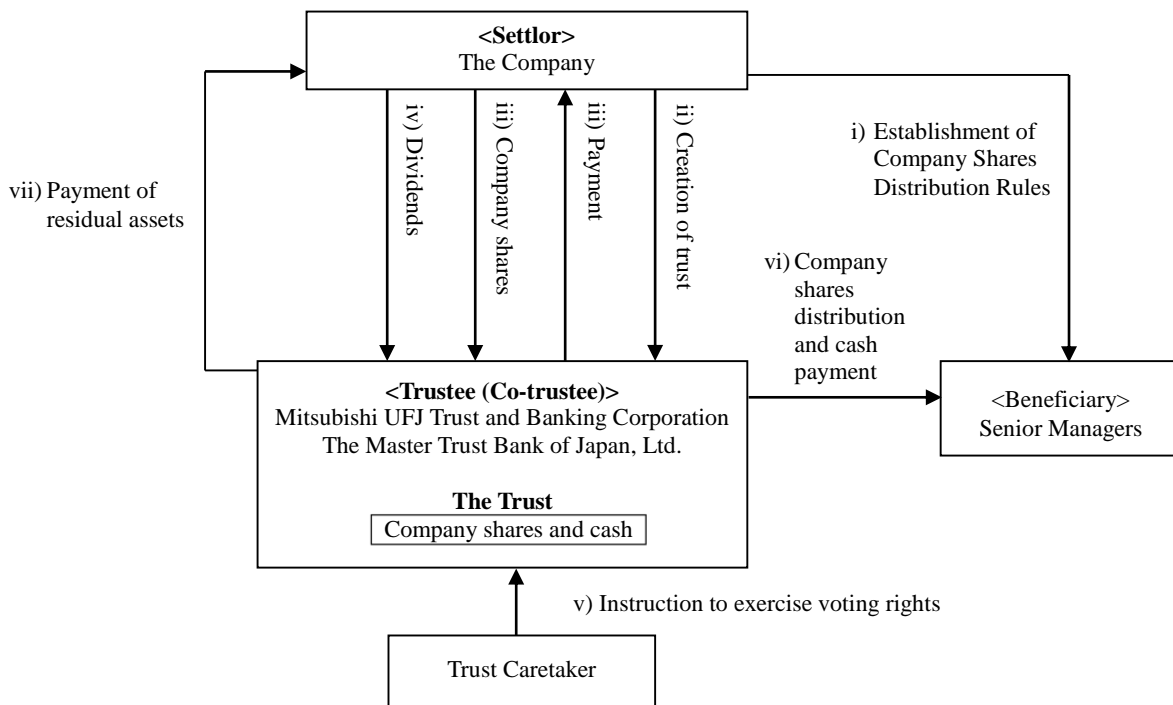
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| (1) Type of Trust: | Money trust, an individually operated designated trust of money other than money trust (third party benefit trust) |
| (2) Purpose of Trust: | Provision of incentives to Senior Managers of the Company |
| (3) Settlor: | The Company |
| (4) Trustee: | Mitsubishi UFJ Trust and Banking Corporation |
| (Co-trustee: | The Master Trust Bank of Japan, Ltd.) |
| (5) Beneficiaries: | Senior Managers or retired Senior Managers of the Company that meet beneficiary requirements |
| (6) Trust Caretaker: | A third party having no interest in the Company
(Certified public accountant) |
| (7) Trust contract date: | August 28, 2015 (planned) |
| (8) Trust Period: | August 28, 2015 (planned) to the end of August 2018
(planned) |
| (9) Start of Plan: | September 1, 2015 (point-awarding to be commenced based on the fiscal year ending at the end of March 2016) |

- (10) Exercise of voting rights: The trustee will exercise the voting rights of the Company shares based on instructions of the trust caretaker that reflect the intention of the candidate beneficiary.
- (11) Type of shares to be acquired: The Company's common shares
- (12) Total amount of shares to be acquired: ¥613,696,000
- (13) Method of share acquisition: To be acquired through third-party allotment of treasury shares of the Company.
- (14) Holder of vested rights of Residual Assets: The Company
- (15) Residual assets: Residual assets that can be received by the Company shall be within the limit of the trust expense reserve, which is calculated by deducting the cost for acquiring the shares from the trust money.

2. Acquisition of the Company shares by the Trust

Along with the introduction of the Trust, the Company's Board of Directors also resolved at the said meeting to dispose of 172,000 treasury shares of the Company (approximately ¥614 million) out of 2,951,231 shares (held as of March 31, 2015) by allotting those shares to the Trust. For detailed information, please see "Notice regarding Disposal of Treasury Shares through Third-party Allotment" released today.

3. Structure of the Trust



- i) The Company plans to institute Company Shares Distribution Rules in regard to the introduction of the Trust, as established by its Board of Directors.
- ii) The Company will set up a trust, beneficiaries of which will be Senior Managers of the Company who meet the beneficiary requirements (the Trust).
- iii) The Trust will acquire the Company shares from the Company (disposal of its treasury shares) by using the money entrusted as per ii), in accordance with instructions from the trust caretaker.
- iv) Distribution of surplus as to the Company shares held by the Trust will be made in the same manner as other shares of the Company.
- v) With regard to the Company shares held by the Trust, throughout the Trust Period, the trust caretaker will give instructions as to the exercise of rights as a shareholder, such as the voting rights, based on which the Trust will exercise its rights as a shareholder.
- vi) During the Trust Period, prescribed evaluation points (“Points”) will be awarded to each of Senior Managers based on his or her position and the Company’s business performance of each fiscal year. Senior Managers who have satisfied specific beneficiary requirements will receive, at a certain time each year during the Trust Period and upon retirement, the number of shares of the Company equivalent to the Points awarded to each of the Senior Managers calculated based on a pre-set ratio, and in regards to the number of shares of the Company equivalent to the remaining Points, the cash equivalent to the conversion value calculated within the Trust will be paid to the Senior Manager at a certain time each year during the Trust Period, and upon retirement.
- vii) Upon dissolution of the Trust, any residual assets after distribution to beneficiaries will be returned to the Company.

* If the Company shares no longer exist within the Trust due to distribution of the Company Shares to Senior Managers of the Company who satisfy the beneficiary requirements and other reasons, the Trust will be terminated before expiration of the trust period.

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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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