



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

Announcement Concerning

Result of Tender Offer (First) for Shares of FueTrek Co., Ltd.

(Securities Code: 2468)

As announced in the “Announcement Concerning Execution of a Capital and Business Alliance Agreement with FueTrek Co., Ltd. and Commencement of Tender Offer for Shares of FueTrek Co., Ltd. (Securities Code; 2468)” dated September 28, 2018 (the “September 28, 2018 Press Release”), the board of directors of GLORY LTD. (the “Company” or the “Tender Offeror”) resolved at its meeting held on September 28, 2018 that the Company would acquire the shares of common stock (the “Target Company Shares”) of FueTrek Co., Ltd. (Securities Code: 2468, 2nd Section of the Tokyo Stock Exchange, Inc. (“TSE”); the “Target Company”), through a tender offer (the “First Tender Offer”) in accordance with the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”), pursuant to which the Company commenced the First Tender Offer on October 1, 2018. The Company hereby announces that the First Tender Offer was completed on October 29, 2018 as stated below.

Meanwhile, since the First Tender Offer has been completed, as announced in the September 28, 2018 Press Release, the Company plans to conduct a tender offer for the Target Company Shares (excluding the Target Company Shares held by the Company as a result of the First Tender Offer and the treasury shares held by the Target Company) over a tender offer period from November 7, 2018 to December 12, 2018 (the “Second Tender Offer”, together with the First Tender Offer hereinafter to be referred as “Dual Tender Offers”) promptly after the settlement of the First Tender Offer with the aim of acquiring the Target Company Shares held by shareholders of the Target Company other than Mr. Hideyuki Fujiki under the condition that the board of directors of the Target Company has issued an opinion in support of the Second Tender Offer and the events falling under a condition of withdrawal of the First Tender Offer have not occurred.

The tender offer price per share of the Target Company Shares for the Second Tender Offer (the “Second Tender Offer Price”) will be 770 yen, which will be 201 yen (35.33%) higher than the tender offer price per share of the Target Company Shares for the First Tender Offer (i.e., 569 yen). The Second Tender Offer will not to be conducted with the intention to delist the Target Company Shares, and the Company and the Target Company intend to maintain the listing of the Target Company Shares after the completion of the Second Tender Offer; thus, the Company intends to set the maximum number of shares to be purchased at the Second Tender Offer as 2,312,000 shares (Shareholding Ratio: 24.69%) (Note 1) (Note 2). Additionally, the Company does not intend to set the minimum number of shares to be purchased at the Second Tender Offer to offer the chance to sell for the shareholders of the Target Company who hope to sell their Target Company Shares at the Second Tender Offer Price.

(Note 1) The “Shareholding Ratio” means a holding ratio to the 9,365,740 shares which is obtained by deducting the number of treasury shares as of June 30, 2018 (i.e., 146,460 shares) as set forth in Summary of Financial Results for the First Quarter of the Fiscal Year ending in

(TRANSLATION FOR REFERENCE ONLY)

March 2019 (JGAAP) (consolidated) filed by the Target Company as of August 9, 2018 (the “Summary of Financial Results”) from the total issued shares of the Target Company as of June 30, 2018 (i.e., 9,497,200 shares) as set forth in the 19th Business Period First Quarterly Report filed by the Target Company as of August 10, 2018 (the “Quarterly Report”), and adding the Target Company Shares that are the object of the 150 share options as of May 31, 2018 (resolved at the ordinary shareholders meeting on June 19, 2015 and the board of directors’ meeting on October 23, 2015) as of May 31, 2018 (i.e., 15,000 shares) as set forth in the 18th Business Period Annual Securities Report filed by the Target Company as of June 25, 2018 (the “Annual Securities Report”) (rounded to the nearest hundredth of a percent; hereinafter the same in calculations of Shareholding Ratios).

(Note 2) The Company has set the maximum number of Target Company Shares to be purchased in the Second Tender Offer as 3,793,200 shares (Shareholding Ratio: 40.50%) including the 1,481,200 shares (Shareholding Ratio: 15.82%) acquired through the First Tender Offer given: (i) that the Company and the Target Company intend to maintain the listing of the Target Company Shares on the 2nd Section of TSE after completion of the Dual Tender Offers; (ii) that the Company and the Target Company have decided that it is desirable to make the Target Company at least an equity method affiliate for constructing an alliance system where both companies run their business with the Target Company becoming a member of the Company group; and (iii) the result of consultations between the Target Company who wishes to maintain its independence as a listed company and the Company who wishes to acquire an adequate number of Target Company Shares to earn a return from its share in the Target Company in light of the fact that it is expected to allocate a certain amount of its resources to the measures to be conducted under the capital and business alliance formed with the Target Company.

1. Overview of the Tender Offer

(1) Name and Location of the Tender Offeror

GLORY LTD.
3-1, Shimoteno 1-chome, Himeji, Hyogo, Japan

(2) Name of the Target Company

FueTrek Co., Ltd.

(3) Type of Shares Subject to Tender Offer

Common stock

(4) Number of Shares to be Purchased in the Tender Offer

Number of shares intended to be purchased	Minimum number of shares intended to be purchased	Maximum number of shares intended to be purchased
1,481,200	1,481,200	1,481,200

(Note 1) If the total number of tendered shares is less than the number indicated above in “Minimum number of shares intended to be purchased” (i.e., 1,481,200 shares), none of the tendered shares will be purchased by the Tender Offeror. If the total number of tendered shares exceeds the number indicated in “Maximum number of shares intended to be purchased” (i.e., 1,481,200 shares), all or part of shares exceeding such number shall not be purchased. In such event, delivery or other settlement of the purchased shares shall be conducted under the method of proportional distribution as set forth in Article 27-13, Paragraph 5 of the Act and Article 32 of the Cabinet Ordinance Concerning the Disclosure of Tender Offers for Shares, Etc., by Persons Other Than Issuers (Order of the Ministry of Finance No. 38 of 1990, as amended; the “TOB Order”).

(Note 2) The Company does not intend to acquire the treasury shares (i.e., 146,460 shares) held by the Target Company through the First Tender Offer.

(Note 3) Shares constituting less than a whole unit (except for the treasury shares constituting less than a whole unit held by the Target Company) will also be subject to purchase through the First Tender Offer. The Target Company may purchase its own shares in accordance with legal procedures during the tender offer period (the “First Tender Offer Period”) from any shareholder who exercises the right under the Companies Act (Act No. 86 of 2005, as amended) to require the Target Company to purchase shares constituting less than a whole unit.

(Note 4) It is possible that share options will be exercised by the last day of the First Tender Offer Period. Any Target Company Shares issued upon such exercise of share options will also be subject to the First Tender Offer.

(5) Tender Offer Period

a. Tender Offer Period as of the Time of Filing the Registration Statement

From Monday, October 1, 2018 through Monday, October 29, 2018 (20 business days)

b. Possible Extension of the Tender Offer Period Based on the Target Company’s Request

If the Target Company had submitted an opinion report requesting an extension of the Tender Offer Period pursuant to Article 27-10, Paragraph 3 of the Act, the Tender Offer Period would have been extended until Monday, November 12, 2018 (30 business days). However, no such request was made.

(6) Tender Offer Price

569 yen per share of common stock

2. Result of the Tender Offer

(1) Completion of the Tender Offer

In the First Tender Offer, the total number of tendered shares (1,481,200 shares) reached the minimum number of shares to be purchased (1,481,200 shares) and did not exceed the maximum number of shares to be purchased (1,481,200 shares). Accordingly, as described in the public notice of commencement of the tender offer and the registration statement, the Tender Offeror will purchase all of the tendered shares.

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

Pursuant to Article 27-13, Paragraph 1 of the Act, on October 30, 2018, the Tender Offeror made a public announcement to the press at TSE by the method specified 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 TOB Order.

(TRANSLATION FOR REFERENCE ONLY)

(3) Number of Share Certificates, etc. to have been Purchased

Type of Share Certificates, etc.	(i) Number of Shares Tendered after Conversion	(ii) Number of Shares to be Purchased after Conversion
Share Certificates	1,481,200	1,481,200
Share Option Certificates	-	-
Bonds with Share Option	-	-
Beneficiary Certificates of Share Certificates, etc. in Trust	-	-
Depository Receipts for Share Certificates, etc.	-	-
Total	1,481,200	1,481,200
(Total Number of Dilutive Share Certificates, etc.)	-	(-)

(4) Ownership Percentage of Shares after the Tender Offer

Number of Voting Rights Represented by Shares Owned by Tender Offeror prior to the Tender Offer	0	(Ownership Percentage of Shares prior to the Tender Offer: 0.00%)
Number of Voting Rights Represented by Shares Owned by Specially Related Parties prior to the Tender Offer	0	(Ownership Percentage of Shares prior to the Tender Offer: 0.00%)
Number of Voting Rights Represented by Shares Owned by Tender Offeror following the Tender Offer	14,812	(Ownership Percentage of Shares following the Tender Offer: 15.82%)
Number of Voting Rights Represented by Shares Owned by Specially Related Parties following the Tender Offer	0	(Ownership Percentage of Shares following the Tender Offer: 0.00%)
Total Number of Voting Rights of Shareholders of the Target Company	93,293	

(Note 1) The “Total Number of Voting Rights of Shareholders of the Target Company” represents the total number of voting rights of all shareholders of the Target Company as of June 30, 2018, as set forth in the Quarterly Report (described on the assumption that 1 unit is 100 shares). However, because shares constituting less than a whole unit (except for the treasury shares constituting less than a whole unit held by the Target Company) were also subject to the First Tender Offer, for the purpose of calculating the “Ownership Percentage of Shares prior to the Tender Offer” and the “Ownership Percentage of Shares following the Tender Offer,” the “Total Number of Voting Rights of Shareholders of the Target Company” used in the calculation (i.e., 93,657 units) is the number of voting rights corresponding to the number of shares (i.e., 9,365,740 shares) obtained by deducting (i) the number of the treasury shares as of June 30, 2018, as set forth in the Summary of Financial Results (i.e., 146,460 shares), from (ii) the number of the total issued shares of the Target Company as of June 30, 2018, as set forth in the Quarterly Report (i.e., 9,497,200 shares), and adding (iii) the number of the Target Company Shares that are the object of the 150 share options (resolved at the ordinary shareholders’ meeting on June 19, 2015 and the board of directors’ meeting on October 23, 2015) as of May 31, 2018, as set forth in the Annual Securities Report (i.e., 15,000 shares).

(Note 2) The “Ownership Percentage of Shares prior to the Tender Offer” and the “Ownership Percentage of Shares following the Tender Offer” are rounded to the nearest hundredth of a percent.

(5) Calculation in the Case of Tender Offer through Proportional Distribution Method

Not applicable

(6) Method of Settlement (First Tender Offer)

- a. Name and Location of Head Office of Security Company or Bank, etc. in Charge of Settlement for the Tender Offer

Daiwa Securities Co., Ltd.
9-1, Marunouchi 1-chome, Chiyoda-Ku, Tokyo, Japan

- b. Commencement Date of Settlement

Monday, November 5, 2018

- c. Method of Settlement

A notice of purchase through the First Tender Offer will be mailed to the address or location of the tendering shareholders (or the address of the standing proxy in case of foreign shareholders) without delay after the end of the Tender Offer Period. Purchases will be made in cash. The Tender Offer Agent will, in accordance with the instructions of the tendering shareholders, without delay after the commencement date of settlement, remit the purchase price of the purchased shares to the account designated by the tendering shareholders (or the standing proxy in case of foreign shareholders) (remittance fees may be charged) or pay such price to the account of the tendering shareholders with the Tender Offer Agent where the application of the tendering shareholders was accepted.

3. Policies after the Tender Offer and Future Prospects

With regard to policies after the First Tender Offer and future prospects, there are no changes from the matters described in the September 28, 2018 Press Release.

4. Place where Copies of Tender Offer Report are Available for Public Inspection

GLORY LTD.
3-1, Shimoteno 1-chome, Himeji, Hyogo, Japan

Tokyo Stock Exchange, Inc.
2-1, Nihombashi Kabutocho, Chuo-ku, Tokyo, Japan

(End of Document)

###

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://corporate.glory-global.com/>

Contact:

Sadako Kumatani
General Manager,
Corporate Communications Dept.
Management Strategy Headquarters
Tel: +81-79-297-3131