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March 4, 2014

Name of the Company: ASICS Corporation
President and CEO, Representative Director: Motoi Oyama
(Securities Code: 7936 Listing Exchange: Tokyo(First Section))

Name of the Company: ASICS Trading Co., Ltd.
President and Representative Director: Hideki Maki
(Securities Code: 9814 Listing Exchange: Tokyo(Second Section))

ASICS Corporation's Acquisition of ASICS Trading Co., Ltd. as its Wholly owned Subsidiary by Means of Share Exchange

ASICS Corporation (“**ASICS**”) and ASICS Trading Co., Ltd. (“**ASICS Trading**”) hereby announce that at today's respective board of directors meetings, there were resolutions to conduct a share exchange with ASICS as a wholly owning parent stock company and ASICS Trading as a wholly owned subsidiary company in share exchange (the “**Share Exchange**”), as well as the signing of a share exchange agreement between them.

Ordinary shares of ASICS Trading are planned to be delisted on March 20, 2014 (conclusion of trading on March 19, 2014), prior to the effective date of the Share Exchange.

1. Purpose of the Share Exchange

As described in the “Notice of Commencement of Tender Offer for Shares of ASICS Trading Co., Ltd. (Code Number: 9814)” (the “**Press Release for the Tender Offer**”) as of November 6, 2013, ASICS undertook the tender offer (the “**Tender Offer**”) for all of the ordinary shares of ASICS Trading (excluding, however, the ordinary shares of ASICS Trading owned by ASICS and its wholly owned subsidiary SANIN ASICS Industry Corporation (“**SANIN ASICS Industry**”) and ASICS Trading’s treasury shares) from November 7, 2013 to December 18, 2013 to make ASICS Trading its wholly owned subsidiary. As a result, as of this day, ASICS holds 7,962,952 ordinary shares (ownership ratio of 90.05% (rounded off to the second decimal place) of the total number of issued shares of ASICS Trading (8,842,636 shares, as of December 31, 2013) together with a portion held through SANIN ASICS Industry.

As mentioned in the Press Release for the Tender Offer, ASICS intended to acquire ASICS Trading as its wholly owned subsidiary, but ASICS could not acquire all the ordinary shares of ASICS Trading through the Tender Offer. Thus, ASICS and ASICS Trading decided to make ASICS Trading a wholly owned subsidiary of ASICS by means of the Share Exchange.

After careful consultation and review of the various terms and conditions of the Share Exchange, ASICS Trading resolved, at the board of directors meeting held today, to approve the Share Exchange with the consent of its directors, excluding Mr. Hiroyoshi Tajima, Mr. Kiyomi Wada and Mr. Toshiyuki Sano (Of the 6 directors, 3 were present). All of the corporate auditors (3 persons in total) of ASICS Trading expressed their opinion that they had no objection to the resolution at the board of directors meeting.

Mr. Kiyomi Wada, who is a former Representative Director of ASICS and currently serves as a Senior Adviser to ASICS, and Mr. Toshiyuki Sano, who is concurrently serving as a Director and Managing Executive Officer of ASICS, did not participate in any of the deliberations for the abovementioned resolution in order to avoid any suspicion of a conflict of interest with regard to the Share Exchange.

The purpose for ASICS’ acquisition of ASICS Trading as its wholly owned subsidiary has already been explained in the Press Release for the Tender Offer and the “Notice Concerning Our Opinion to a Tender Offer for our Ordinary Shares by ASICS Corporation, Our Controlling Shareholder, and Recommendation for its Acceptance” released by ASICS Trading on November 6, 2013. Details are as follows.

Currently, by holding its mid-term plan, “ASICS Growth Plan 2015” (“**AGP 2015**”), targeting continued growth on a global basis, ASICS and its subsidiaries (the “**ASICS Group**”, 51 companies in total as of March 31, 2013) are aiming to achieve consolidated sales of 400 billion yen by Fiscal Year 2015. Based on the Basic Policy of “Strengthening activities with a consumer-centric mindset throughout the Group”, the ASICS Group is carrying out its basic business strategies by centering on the strategy on products, “to integrate the supply of innovative values and responsiveness to the consumer needs” and the organizational strategy, “to establish a global organization” in the following three business domains: athletic sports business, sports life-style business and the health/comfort business.

ASICS Trading had sold materials for shoes to “Onitsuka Co., Ltd.”, the predecessor of ASICS, which thereby established a reliable relationship between the respective founders. In this connection, ASICS subscribed to the third-party allocation of new shares of ASICS Trading; and when ASICS’ stock ownership ratio in ASICS Trading, including indirectly held portions, reached 50.00% in 1987, ASICS Trading changed its corporate name to “ASICS Trading Co., Ltd.”, which it has continued to use to date.

Subsequently, after listing of the shares of ASICS Trading (Listed on the Second Section of the Securities Membership Corporation the Osaka Securities Exchange in 1991, and on the Second Section of the Tokyo Stock Exchange, Inc. (“**Tokyo Stock Exchange**”) in 2003), with the purpose of further expanding the sales and improving the corporate value of the ASICS Group as a whole, ASICS agreed with ASICS Trading in 2007 to engage in a business collaboration aimed toward strengthening product capabilities, expansion of their global businesses, streamlining of the business, and reduction of costs, etc. At the same time, ASICS implemented a tender offer (tender offer price: 2,150 yen) for the shares of ASICS Trading, and, as a result, its voting right ratio increased from 35.84% to 51.09%. Thus, ASICS made ASICS Trading its consolidated subsidiary.

The principal businesses of ASICS Trading are the sales of relatively inexpensive casual shoes (general use shoes) for domestic market; the sales of medium-priced sports shoes and the materials for shoes for overseas market. As for shoe products, ASICS Trading designs and develops the products in-house, outsources the production thereof to overseas manufacturers, and then purchases the products from them to sell in domestic retail stores, etc. and ASICS’ overseas sales subsidiaries. ASICS Trading also designs and sells slippers and everyday commodities, etc. through Nippon Slipper Co., Ltd., a wholly owned subsidiary of ASICS Trading.

In the future, the sports goods industry surrounding the ASICS Group is expected to continue its steady growth, given the background of increasing interest toward sports due to health consciousness, the boom in jogging and, furthermore, the expansion of markets in emerging countries. Under such circumstances, based on its mid-term plan, AGP 2015, the ASICS Group has addressed the further strengthening of the functions of its global headquarters; the expansion of business in North America, the largest global market, as well as in emerging countries, the rapidly growing markets; and the strengthening and expansion of their business in Japan. Also, ASICS is quickly adapting itself to a rapidly globalizing management environment and is endeavoring for its continuous growth.

Amid such circumstances, taking the opportunity of ASICS presenting a proposal in late August 2013, ASICS and ASICS Trading have engaged in consultations and discussed various initiatives for further improving the corporate value of ASICS Trading and the ASICS Group, as well as the terms and conditions of the Tender Offer and the Share Exchange, for the purpose of realizing the goals of AGP 2015. As a result, both companies reached the conclusion that, constructing a closer co-operational system which will enable ASICS Trading to make maximum use of management resources of ASICS, including its brand capabilities and credibility, etc.; and constructing a flexible and speedy organizational system for ASICS Trading, by making ASICS Trading a wholly owned subsidiary via the Tender Offer, would be the best way to accomplish the further growth of ASICS Trading, and maximize the corporate value of ASICS Trading and the ASICS Group. The creation of a wholly owned subsidiary will rule out the possibility of potential conflicts of interest lying in both companies’ parent/subsidiary listing and enable an even more efficient and streamlined business management system of ASICS Trading and the ASICS Group, due to a reduction in the burden to maintenance cost of the listing of ASICS Trading.

By acquiring ASICS Trading as a wholly owned subsidiary, and further promoting cooperation, ASICS will aim toward the definite achievement of goals of AGP 2015, the mid-term plan of the ASICS Group, and with ASICS Trading, will work to accelerate the growth rate and expand the competition basis through the concentration of management resources, product innovation, collaboration of administration and marketing, etc. By making ASICS Trading a wholly owned subsidiary of ASICS, quicker and closer business collaboration and functional reorganization become possible. Specifically, ASICS will strengthen the brand management and brand value of the ASICS brand, as well as the brands possessed by the ASICS Group, through the promotion by both companies of the development of the business by utilizing the intellectual property rights, including trademark, patent and design rights and various kinds of technical information, etc. possessed by the ASICS Group as well as ASICS’ know-how on the marketing activities. Moreover, ASICS will aim to reduce costs by further strengthening and rationalizing the cooperation within the ASICS Group by executing an efficient organizational operation, integrating material procurement, and by sharing product materials through sharing with ASICS Trading, ASICS’ infrastructure and know-how on management, including constructing an appropriate management system for intellectual property

rights. Furthermore, amid the environment in which intensified governance is sought, ASICS intends to address the expansion of the foundation for the lasting growth by improving the management quality of ASICS Trading and the transparency of the group's management, and construction of a solid system for governance and compliance, by thorough implementation and penetration of management based on the Code of Conduct and the CSR Policy of the ASICS Group.

2. Overview of the Share Exchange

(1) Schedule of the Share Exchange

Date of Resolution at the Board of Directors Meeting (Both companies)	March 4, 2014
Date of Signing the Share Exchange Agreement (Both companies)	March 4, 2014
Date of Conclusion of Trading (ASICS Trading)	March 19, 2014 (plan)
Date of Delisting (ASICS Trading)	March 20, 2014 (plan)
Planned Date of the Share Exchange (Effective Date)	March 26, 2014 (plan)

(Note 1) ASICS plans to conduct the Share Exchange without approval by a resolution of a general shareholders meeting in accordance with the simplified procedures of share exchange stipulated by Article 796, Paragraph 3 of the Companies Act. As for ASICS Trading, the Share Exchange is planned to be conducted without approval by a resolution of a general shareholders meeting in accordance with the summary procedures of share exchange stipulated by Article 784, Paragraph 1 of the Companies Act.

(Note 2) The planned date of the Share Exchange (Effective date) may be changed based on an agreement between ASICS and ASICS Trading.

(2) Method of the Share Exchange

In the Share Exchange, ASICS will be a wholly owning parent stock company, and ASICS Trading will be a wholly owned subsidiary company in share exchange. ASICS plans to conduct the Share Exchange without approval by a resolution of a general shareholders meeting in accordance with the simplified procedures of share exchange stipulated by Article 796, Paragraph 3 of the Companies Act. As for ASICS Trading, the Share Exchange is planned to be conducted without approval by a resolution of a general shareholders meeting in accordance with the summary procedures of share exchange stipulated by Article 784, Paragraph 1 of the Companies Act.

(3) Allotment Concerning the Share Exchange

	ASICS (Wholly Owning Parent Stock Company in Share Exchange)	ASICS Trading (Wholly Owned Subsidiary Company in Share Exchange)
Rate of Allotment for the Share Exchange	1	1.33
Number of Shares to be Issued by the Share Exchange	Ordinary share: 507,555 shares (plan)	

(Note 1) 1.33 shares of ASICS will be allotted for one ordinary share of ASICS Trading. ASICS also plans to use 10,377,980 treasury shares it owns for allotment of shares due to the Share Exchange. There is no plan for the issuance of new shares by ASICS. However, for ordinary shares of ASICS Trading held by ASICS immediately before the time when ASICS acquires all the ordinary shares of ASICS Trading (excluding ordinary shares of ASICS Trading held by ASICS) by the Share Exchange (the “**base point in time**”), no share will be allotted in the Share Exchange.

(Note 2) ASICS Trading plans to retire, at the base point in time, all treasury shares held at, or to be held by the base point in time by ASICS Trading (including treasury shares to be acquired by purchase in response to a share purchase demand by dissenting shareholders as stipulated by Article 785, Paragraph 1 of the Companies Act that will be exercised with regard to the Share Exchange) in accordance with a resolution of the board of directors meeting held on March 4, 2014.

(4) Probability of Delisting and Its Reason

As of the effective date of the Share Exchange (scheduled for March 26, 2014), ASICS Trading will become a wholly owned subsidiary of ASICS, and ordinary shares of ASICS Trading will be delisted as of March 20, 2014 (conclusion of trading on March 19, 2014). After the delisting, ordinary shares of ASICS Trading will cease to be traded on the Tokyo Stock Exchange.

After delisting of ordinary shares of ASICS Trading, ordinary shares of ASICS that will be allotted to shareholders of ASICS Trading due to the Share Exchange continues to be listed on Tokyo Share Exchange and can be traded at a financial instruments exchange market after the effective date of the Share Exchange. We believe that we can continue to provide share liquidity to shareholders of ASICS Trading since ordinary shares of ASICS will be allotted as a result of the Share Exchange, although they may receive shares less than one unit according to the number of shares held.

3. Overview of Parties to the Share Exchange

	Wholly Owning Parent Stock Company	Wholly Owned Subsidiary Company in Share Exchange
(1) Name	ASICS Corporation	ASICS Trading Co., Ltd.
(2) Address	7-1-1 Minatojima-Nakamachi, Chuo-ku, Kobe	3-5-2 Yasakadai, Suma-ku, Kobe, Hyogo Prefecture
(3) Title and Name of the Representative	President and CEO, Representative Director Motoi Oyama	President and Representative Director Hideki Maki
(4) Description of Business	Manufacturing and sales of sports goods	Domestic and overseas sales of sports shoes, general use shoes and materials for shoes
(5) Stated Capital	23,972 million yen	3,112 million yen
(6) Date of Incorporation	September 1, 1949	January 24, 1955
(7) Total Number of Issued Shares	199,962,991	8,842,636
(8) Account Closing Date	March 31	March 31
(9) Number of Employees (As of March 31, 2013)	5,937 (Consolidated)	278 (Consolidated)
(10) Major Business Partners	Domestic and foreign companies, etc.	Overseas sales subsidiaries of ASICS domestic GMS and shoe specialty stores
(11) Main Financing Banks	Sumitomo Mitsui Banking Corporation Bank of Tokyo-Mitsubishi UFJ, Ltd. Mizuho Bank, Ltd.	Sumitomo Mitsui Banking Corporation
(12) Major Shareholders and Shareholding Ratio	<div>Bank of Tokyo-Mitsubishi UFJ, Ltd. 3.93%</div> <div>Sumitomo Mitsui Banking Corporation 3.30%</div> <div>Nippon Life Insurance Company 3.00%</div> <div>The Master Trust Bank of Japan, Ltd. (Trust Account) 2.80%</div> <div>Mizuho Bank, Ltd. 2.78%</div> <div>Japan Trustee Services Bank, Ltd. (Trust Account) 2.77%</div> <div>State Street Bank And Trust Company 505225 (Standing proxy: Mizuho Bank, Ltd.) 2.13%</div> <div>The Minato Bank, Ltd. 2.10%</div> <div>The Chase Manhattan Bank, N.A. London S.L. Omnibus Account (Standing proxy: Mizuho Bank, Ltd.) 1.89%</div> <div>SAJAP (Standing proxy: Bank of Tokyo-Mitsubishi UFJ, Ltd.) 1.80%</div>	<div>ASICS Corporation 50.42%</div> <div>Mr. Hiroyoshi Tajima 4.40%</div> <div>Japan Trustee Services Bank, Ltd. (Trust Account) 3.38%</div> <div>Sumitomo Mitsui Banking Corporation 2.43%</div> <div>SANIN ASICS Industry Corporation 2.26%</div> <div>ASICS Trading Employee Shareholding Association 2.09%</div> <div>Mr. Minoru Ueda 1.39%</div> <div>Ms. Chiyoko Tajima 1.30%</div> <div>Mr. Yasuhiko Tsunoda 1.13%</div> <div>Nippon Life Insurance Company 1.13%</div>

(13)	Relationship between the Two Parties						
	Capital Relationship	As of this day, ASICS, together with the portion owned by SANIN ASICS Industry Corporation, its wholly owned subsidiary, directly or indirectly holds 7,962,952 shares, which is equivalent to 90.05% (rounded off to the second decimal place) of the total number of issued shares (8,842,636 shares) of ASICS Trading.					
	Personnel Relationship	As of this day, Mr. Toshiyuki Sano, a Director and Managing Executive Officer of ASICS, and Mr. Kiyomi Wada, a former Representative Director and a current Senior Adviser to ASICS, concurrently hold positions as Outside Directors of ASICS Trading.					
	Transactional Relationship	ASICS Trading exports and imports various types of sports shoes sold by ASICS and materials related to sports shoes used by ASICS; manufactures sports shoes under ASICS' brands and pays royalties for the use, etc. of ASICS' brands based on license agreements with ASICS; and the like.					
	Status of Applicability of the Related Parties	ASICS Trading is a consolidated subsidiary of ASICS and falls under the category of the Related Parties of ASICS.					
(14) Operating Results and Financial Condition for the Last Three Years							
Accounting Period		ASICS (Consolidated)			ASICS Trading (Consolidated)		
		Period Ended March 31, 2011	Period Ended March 31, 2012	Period Ended March 31, 2013	Period Ended March 31, 2011	Period Ended March 31, 2012	Period Ended March 31, 2013
Consolidated Net Assets		106,369	115,315	138,078	15,020	15,997	17,583
Consolidated Total Assets		200,790	212,343	244,725	17,290	18,821	21,481
Consolidated Net Assets per Share (yen)		524.91	569.39	685.10	1,844.20	1,964.15	2,158.90
Consolidated Sales		235,349	247,792	260,198	20,240	21,150	27,641
Consolidated Operating Income		21,573	19,628	18,663	1,154	1,624	1,953
Consolidated Ordinary Income		19,467	19,702	20,526	1,063	1,765	2,335
Consolidated Net Income		11,046	12,617	13,773	571	1,001	1,369
Consolidated Net Income per Share (yen)		58.26	66.55	72.65	70.16	123.01	168.17
Dividend per Share (yen)		10.00	12.00	12.00	20.00	30.00	35.00

(Note 1) As of September 30, 2013 except for those specified.

(Note 2) In million yen except for those specified.

4. Status after the Share Exchange

	Wholly Owning Parent Stock Company
(1) Name	ASICS Corporation
(2) Address	7-1-1 Minatojima-Nakamachi, Chuo-ku, Kobe
(3) Title and Name of the Representative	President and CEO, Representative Director Motoi Oyama
(4) Description of Business	Manufacturing and sales of sports goods
(5) Stated Capital	23,972 million yen
(6) Account Closing Date	March 31
(7) Net Assets	TBD at this point
(8) Total Assets	TBD at this point

5. Future Prospect

Since ASICS Trading is already a consolidated subsidiary of ASICS, effects of the Share Exchange on financial results of ASICS and ASICS Trading are expected to be minimal.

(Reference) Consolidated Earnings Forecast for the Current Period (Announced as of February 4, 2014) and Consolidated Results for the Previous Period of ASICS.

	Consolidated Sales	Consolidated Operating Income	Consolidated Ordinary Income	Consolidated Net Income
Earnings Forecast for the Current Period (Period Ending March 31, 2014)	327,000	25,500	25,500	15,000
Results for the Previous Period (Period Ended March 31, 2013)	260,198	18,663	20,526	13,773

(in million yen)

(Reference) Consolidated Earnings Forecast for the Current Period (Announced as of October 21, 2013) and Consolidated Results for the Previous Period of ASICS Trading.

	Consolidated Sales	Consolidated Operating Income	Consolidated Ordinary Income	Consolidated Net Income
Earnings Forecast for the Current Period (Period Ending March 31, 2014)	34,600	2,700	3,200	1,960
Results for the Previous Period (Period Ended March 31, 2013)	27,641	1,953	2,335	1,369

(in million yen)