

News Release

Apr 15, 2016

GS Yuasa Corporation



**GS Yuasa Signs Share Transfer Agreement Related to Transfer of
Lead-Acid Battery Business from Panasonic**

GS Yuasa International Ltd. (President Osamu Murao; Principal Office: Minami-ku, Kyoto; hereinafter referred to as “GS Yuasa”), which is a subsidiary of GS Yuasa Corporation, announced that it has signed a basic agreement with Panasonic Corporation (hereinafter referred to as “Panasonic”) regarding the transfer of the lead-acid battery business of Panasonic (hereinafter referred to as the “business transfer”) pertaining to the Execution of Basic Agreement with Panasonic Corporation on Transfer of Lead-Acid Battery Business dated October 29, 2015. As a result of the subsequent discussions, the companies reached a final agreement regarding the business transfer today and signed the share transfer agreement, the details of which are described below.

1. Overview of the share transfer agreement

(1) Agreement date: April 15, 2016

(2) Parties: Panasonic Corporation (transferor) and GS Yuasa International Ltd. (transferee)

(3) Business to be transferred: See “3. Overview of the business to be transferred” below.

(4) Transfer method: Transfer of the shares or business of Panasonic’s subsidiaries

(5) Timing of completion: Scheduled to be completed at the end of August 2016.

2. Profile of the consolidated subsidiary

(1) Company Name	GS Yuasa International Ltd.
(2) Location	1, Inobanba-cho, Nishinosho, Kisshoin, Minami-ku, Kyoto
(3) Title and Name of Representative	President Osamu Murao
(4) Establishment Date	June 1, 2004
(5) Business	Manufacture and sales of automotive batteries, industrial batteries, power supply systems, switch gear, lighting equipment, ultraviolet systems, specialty equipment, and other electrical equipment
(6) Capitalization	10,000 million yen

3. Overview of the business to be transferred

(1) Business to be Transferred	The lead-acid battery business of Panasonic		
(2) Location	Two companies subject to share transfer Panasonic Storage Battery Co., Ltd. (located in Japan) Panasonic Storage Battery (Shenyang) Co., Ltd. (located in China) One company subject to business transfer Panasonic Energy (Thailand) Co., Ltd. (located in Thailand)		
(3) Business	Manufacture and sales of lead-acid batteries for automotive use, electrically powered vehicles and industrial use		
(4) Employees	About 1,500 people		
(5) Relationship with the Target	There are no capital, personnel or business relationships between GS Yuasa and the concerned companies that needs to be stated. In addition, no associated person or company of GS Yuasa has any capital, personnel or business relationship with an associated person or company of the concerned companies to be specially mentioned. The target companies do not fall under the category of related party of GS Yuasa.		
(6) Business Performance of the Concerned Business over the Most Recent Three Years			
Fiscal year	Through March 2013	Through March 2014	Through March 2015
Net sales	Approx. 40 billion yen	Approx. 45 billion yen	Approx. 50 billion yen

Note 1. Net sales are a simple sum of net sales of Panasonic's lead-acid battery business subject to the transfer and the figures have not been audited.

Note 2. The amounts of operating income as well as assets and liabilities are not described, as it is difficult to calculate accurate amounts given the fact that the business subject to transfer is part of the financial reporting segment of Panasonic.

Note 3. Panasonic Minda Storage Batteries India Private Ltd. (located in India) mentioned in the Execution of Basic Agreement with Panasonic Corporation on Transfer of Lead-Acid Battery Business announced on October 29, 2015, was excluded from the business transfer. It does not affect the net sales of the business, as the company is not engaged in manufacture or sales activities.

4. Profile of the transferor (as of September 30, 2015)

(1) Company Name	Panasonic Corporation, etc.	
(2) Location	1006, Oaza Kadoma, Kadoma-shi, Osaka	
(3) Title and Name of Representative	President Kazuhiro Tsuga	
(4) Establishment Date	December 15, 1935	
(5) Business	Manufacture and sales of electrical and electronic equipment	
(6) Capitalization	258,740 million yen	
(7) Net Assets	2,061,170 million yen	
(8) Total Assets	5,872,060 million yen	
(9) Major Shareholders and Shareholding Ratio	Japan Trustee Services Bank, Ltd. (trust account)	5.42%
	The Master Trust Bank of Japan, Ltd. (trust account)	5.00%
	STATE STREET BANK AND TRUST COMPANY	3.57%
	Nippon Life Insurance Company	2.81%
	Panasonic Employee Shareholding Association	1.77%
(10) Relationships between the Companies	There are no capital, personnel or business relationships between GS Yuasa and the concerned companies that needs to be stated. In addition, no associated person or company of GS Yuasa has any capital, personnel or business relationship with associated person or company of the concerned companies to be specially mentioned. The target companies do not fall under the category of related party of GS Yuasa.	

Note. Net assets is the total equity figure of Panasonic on a consolidated basis (US GAAP).

5. Shareholding status after transfer

	Panasonic Storage Battery Co., Ltd.	Panasonic Storage Battery (Shenyang) Co., Ltd.	Panasonic Energy (Thailand) Co., Ltd.
Shareholding Ratio before the Transfer	0%	0%	0%
Shareholding Ratio after the Transfer	85.1% ^{Note 1}	95% ^{Note 2}	Business transfer of the lead-acid battery division ^{Note 3}

Note 1. GS Yuasa plans to make Panasonic Storage Battery Co., Ltd. into a wholly owned subsidiary in approximately two years by purchasing the remaining 14.9% stake.

Note 2. The shareholding ratio of GS Yuasa in Panasonic Storage Battery (Shenyang) Co., Ltd. may increase after the transfer due to Panasonic's capital increase in Panasonic Storage Battery (Shenyang) prior to the date of the business transfer.

Note 3. Panasonic Energy (Thailand) Co., Ltd. is engaged in the lead-acid battery business and dry cell battery business and the subject of the business transfer is the lead-acid battery business.

6. Schedule

April 15, 2016: Signing of the share transfer agreement

End of August 2016 (scheduled): The date of the business transfer

Note. The date of the business transfer may change depending on the status of the approval from the authority.

7. Future outlook

The effective date of the business transfer is scheduled towards the end of August 2016 and it does not affect GS Yuasa Group's business performance for the previous fiscal year.

GS Yuasa Corporation is currently in the process of investigating the business transfer's impact on the business performance from the current fiscal year onwards, and such information will be disclosed in the Fiscal 2015 Earnings Announcement.