



February 28, 2017

To all parties concerned

Company Name: Hitachi Koki Co., Ltd.  
 President & Representative Executive officer: Osami Maehara  
 (Securities Code 6581 First Section of the Tokyo Stock Exchange)  
 Contact: General Manager, Public Relations Strategy Office Yasunori Miyane  
 (TEL: 03-5783-0601)

**Announcement Concerning Provisional Settlement of Accounts, and  
 Partial Amendments to “Announcement of the Issuance of Dividends (the Special Dividend),  
 the Establishment of the Record Date for the Issuance of Dividends (the Special Dividend)  
 and Amendments to the Predicted Dividends for the Period Ending March 31, 2017” and  
 “Announcement Concerning Opinion Regarding the Tender Offer for the Shares of  
 Hitachi Koki Co., Ltd. by HK Holdings Co., Ltd.”**

1. Provisional Settlement of Accounts

As announced in the press releases titled “Announcement of the Issuance of Dividends (the Special Dividend), the Establishment of the Record Date for the Issuance of Dividends (the Special Dividend) and Amendments to the Predicted Dividends for the Period Ending March 31, 2017” (the “Special Dividend Press Release”) and “Announcement Concerning Opinion Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. by HK Holdings Co., Ltd.” (the “Opinion Press Release”) issued on January 13, 2017, Hitachi Koki Co., Ltd. (the “Company”) resolved at the Board of Directors meeting held on January 13, 2017 to issue a special dividend (the “Special Dividend”) of ¥580 per share with a record date of January 29, 2017 and an effective date of March 31, 2017.

Recently, the total amount of the Special Dividend has been found to possibly exceed the distributable amount of the Company. Accordingly, to ensure the sufficiency of the distributable amount with regard to the Special Dividend, the Company conducted a provisional settlement of accounts at the Board of Directors meeting held today in order to include in the calculation of the distributable amount the income generated by the Company (on a non-consolidated basis) through the end of the third quarter of the fiscal year ending March 2017 (from April 1, 2016 to December 31, 2016). The Company hereby announces the provisional settlement date and the summary of provisional financial statements for the provisional settlement of accounts as follows.

- (1) Provisional settlement date  
December 31, 2016
- (2) Summary of provisional financial statements

(unit: millions of yen)

	Category	Amount
As of December 31, 2016	Total assets	158,497
	Total net assets	103,346
	Retained earnings	77,587
From April 1, 2016 to December 31, 2016	Net sales	61,078
	Operating income	1,173
	Ordinary income	2,721
	Net income for the provisional period	2,837

(Reference) Breakdown of amount of dividends for the year

Record Date	Amount of dividends for the year			
	Second Quarter End	January 29, 2017 (Special Dividend)	Year End	Total
Dividend Forecast		580 yen	0 yen	592 yen
Actual Amount Paid Current Fiscal Year	12 yen			

Actual Amount Paid Last Fiscal Year (Fiscal Year Ended March 2016)	12 yen		12 yen	24 yen
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## 2. Partial Amendments to the Special Dividend Press Release

As a result of the provisional settlement of accounts described in 1. above, the Company hereby announces that it partially amends the contents of the Special Dividend Press Release. Amended matters are underlined.

### Statements to be amended:

<Pre-Amendment>

#### 4. Reasoning

<Omission of following paragraphs>

<Post-Amendment>

#### 4. Reasoning

<Omission of preceding paragraphs>

## 5. Provisional Settlement of Accounts

The total amount of the Special Dividend has been found to possibly exceed the distributable amount of the Company. Accordingly, to ensure the sufficiency of the distributable amount with regard to the Special Dividend, the Company conducted a provisional settlement of accounts in order to include in the calculation of the distributable amount the income generated by the Company (on a non-consolidated basis) through the end of the third quarter of the fiscal year ending March 2017 (from April 1, 2016 to December 31, 2016).

The Company hereby announces the provisional settlement date and the summary of provisional financial statements for the provisional settlement of accounts as follows.

### (1) Provisional settlement date December 31, 2016

### (2) Summary of provisional financial statements

(unit: millions of yen)

	<u>Category</u>	<u>Amount</u>
<u>As of December 31, 2016</u>	<u>Total assets</u>	<u>158,497</u>
	<u>Total net assets</u>	<u>103,346</u>
	<u>Retained earnings</u>	<u>77,587</u>
<u>From April 1, 2016 to December 31, 2016</u>	<u>Net sales</u>	<u>61,078</u>
	<u>Operating income</u>	<u>1,173</u>
	<u>Ordinary income</u>	<u>2,721</u>
	<u>Net income for the provisional period</u>	<u>2,837</u>

## 3. Partial Amendments to the Opinion Press Release

As a result of the provisional settlement of accounts described in 1. above, the Company also hereby announces that it partially amends the contents of the Opinion Press Release. Amended matters are underlined.

### Statements to be amended:

#### 2. Tender Offer Prices

<Pre-Amendment>

Common shares	¥870 per share (¥1,450, minus the per-share amount of the Special Dividend (as defined below))
Share Options	¥144,900 per Share Option

## Regarding the Special Dividend

In light of the proposal from the Offeror, as part of today's Board of Directors meeting, it was resolved that, subject to the completion of the Tender Offer, a special dividend of ¥580 per share (here and hereinafter, before any withholding tax deduction) will be issued (the "Special Dividend"), with a record date for the Special Dividend of January 29, 2017 (the "Special Dividend Record Date") with March 31, 2017 being the effective date (Note 1). In addition, it is intended that the Special Dividend be issued on the closest business day following the commencement date of the Tender Offer. With regard to the Special Dividend, please refer to the other press release issued today, titled "Announcement concerning the setting of the record date for distribution of surplus (the Special Dividend) and revision of the dividend forecast for the fiscal year ending March 31, 2017 (95th fiscal period)".

Note 1: As the Special Dividend is subject to the completion of the Tender Offer, in the event that the tender offer period of the Tender Offer is extended, it is intended that the effective date of the Special Dividend will also be extended to a day following the conclusion of the extended tender offer period.

### <Post-Amendment>

Common shares	¥870 per share (¥1,450, minus the per-share amount of the Special Dividend (as defined below))
Share Options	¥144,900 per Share Option

## Regarding the Special Dividend

In light of the proposal from the Offeror, as part of today's Board of Directors meeting, it was resolved that, subject to the completion of the Tender Offer, a special dividend of ¥580 per share (here and hereinafter, before any withholding tax deduction) will be issued (the "Special Dividend"), with a record date for the Special Dividend of January 29, 2017 (the "Special Dividend Record Date") with March 31, 2017 being the effective date (Note 1). In addition, it is intended that the Special Dividend be issued on the closest business day following the commencement date of the Tender Offer. With regard to the Special Dividend, please refer to the other press release issued today, titled "Announcement concerning the setting of the record date for distribution of surplus (the Special Dividend) and revision of the dividend forecast for the fiscal year ending March 31, 2017 (95th fiscal period)". In addition, the Company issued a press release titled "Announcement Concerning Provisional Settlement of Accounts, and Partial Amendments to 'Announcement of the Issuance of Dividends (the Special Dividend), the Establishment of the Record Date for the Issuance of Dividends (the Special Dividend) and Amendments to the Predicted Dividends for the Period Ending March 31, 2017' and 'Announcement Concerning Opinion Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. by HK Holdings Co., Ltd.'" (Note 2) on February 28, 2017. Please also refer to such press release.

Note 1: As the Special Dividend is subject to the completion of the Tender Offer, in the event that the tender offer period of the Tender Offer is extended, it is intended that the effective date of the Special Dividend will also be extended to a day following the conclusion of the extended tender offer period.

Note 2: The total amount of the Special Dividend has been found to possibly exceed the distributable amount of the Company. Accordingly, to ensure the sufficiency of the distributable amount with regard to the Special Dividend, the Company conducted a provisional settlement of accounts, with the provisional settlement date of December 31, 2016, in order to include in the calculation of the distributable amount the income generated by the Company (on a non-consolidated basis) through the end of the third quarter of the fiscal year ending March 2017 (from April 1, 2016 to December 31, 2016).

End

(Attachment)

"Announcement Regarding Partial Amendments to the Press Release titled 'Announcement Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. (Securities 6581)'" issued by the Offeror today

February 28, 2017

Company Name: HK Holdings Co., Ltd.

Representative: William Janetschek

Contact: 03-6268-6000

**Announcement Regarding Partial Amendments to the Press Release titled “Announcement Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. (Securities Code 6581)”**

1. Partial Amendments to the Press Release dated January 13, 2017

This notice is being issued in order to partially amend the press release issued on January 13, 2017, titled “Announcement Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. (Securities Code 6581)” (as partially amended by the press release issued on January 27, 2017, titled “Announcement Regarding the Implementation of the Tender Offer for the Shares of Hitachi Koki Co., Ltd. (Securities Code 6581) and Amendments to the Press Release titled ‘Announcement Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. (Securities Code 6581)’”). Amended matters are underlined.

<Pre-Amendment>

1. Purpose of the Tender Offer

(1) Summary of the Tender Offer

<Omission of preceding paragraphs>

Note: The ownership percentage, here and throughout this release, has been calculated by dividing the number of Target Company Shares (including the Target Company Shares subject to the Share Options) held by each Tendering Shareholder by 101,429,921 shares (the “Total Number of Target Company Shares”) and rounding to the second decimal place, with the Total Number of Target Company Shares having been calculated as follows: (i) the 123,072,776 Target Company Shares issued as of September 30, 2016 (as stated in the 95th Fiscal Period Second Quarter Securities Report of the Target Company filed on November 11, 2016 (the “Target Company’s Quarterly Securities Report”)), minus (ii) the 21,681,655 treasury shares held by the Target Company as of September 30, 2016, plus (iii) the 38,800 Target Company Shares which are subject to the 388 Share Options issued as of May 31, 2016 (as stated in the 94th Fiscal Period Securities Report of the Target Company filed on June 24, 2016 (the “Target Company’s Securities Report”)). As of today, there has been no change in the number of the Share Options and the number of the Target Company Shares subject to the Share Options since May 31, 2016.

<Omission of paragraphs>

The Target Company has today issued a press release titled “Announcement Concerning Opinion Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. by HK Holdings Co., Ltd.” (the “Target Press Release”).

According to the Target Press Release, in light of the proposal from the Offeror, the Target Company, as part of the Transaction, adopted a resolution at the Board of Directors meeting held today to the effect that the Target Company will issue a special dividend (the “Special Dividend”) of ¥580 per Target Company Share (here and hereinafter, before any withholding tax deduction) conditioned upon the success of the Tender Offer, with the record date (the “Special Dividend Record Date”) of January 29, 2017, with March 31, 2017 being the effective date (Note 1). According to the Target Company, it is intended that the Special Dividend be issued on the closest business day following the commencement date of the Tender Offer. With regard to the Special Dividend, please refer to the other press release issued today, titled “Dividend of surplus (the Special Dividend), establishment of the record date for the issuance of surplus (the Special Dividend) and amendments to the expected dividends for the period ending March 31, 2017.”

Note 1: As the Special Dividend is subject to the completion of the Tender Offer, in the event that the tender offer period of the Tender Offer is extended, it is intended that the effective date of the Special Dividend will also be extended to a day following the conclusion of the extended tender offer period.

<Omission of following paragraphs>

<Post-Amendment>

#### 1. Purpose of the Tender Offer

##### (1) Summary of the Tender Offer

<Omission of preceding paragraphs>

Note: The ownership percentage, here and throughout this release, has been calculated by dividing the number of Target Company Shares (including the Target Company Shares subject to the Share Options) held by each Tendering Shareholder by 101,429,921 shares (the “Total Number of Target Company Shares”) and rounding to the second decimal place, with the Total Number of Target Company Shares having been calculated as follows: (i) the 123,072,776 Target Company Shares issued as of September 30, 2016 (as stated in the 95th Fiscal Period Second Quarter Securities Report of the Target Company filed on November 11, 2016 (the “Target Company’s Quarterly Securities Report”)), minus (ii) the 21,681,655 treasury shares held by the Target Company as of September 30, 2016, plus (iii) the 38,800 Target Company Shares which are subject to the 388 Share Options issued as of May 31, 2016 (as stated in the 94th Fiscal Period Securities Report of the Target Company filed on June 24, 2016 (as amended by the corrections to such securities report issued on February 28, 2017) (the “Target Company’s Securities Report”). As of today, there has been no change in the number of the Share Options and the number of the Target Company Shares subject to the Share Options since May 31, 2016.

<Omission of paragraphs>

The Target Company has today issued a press release titled “Announcement Concerning Opinion Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. by HK Holdings Co., Ltd.” (the “Target Press Release”). According to the Target Press Release, in light of the proposal from the Offeror, the Target Company, as part of the Transaction, adopted a resolution at the Board of Directors meeting held today to the effect that the Target Company will issue a special dividend (the “Special Dividend”) of ¥580 per Target Company Share (here and hereinafter, before any withholding tax deduction) conditioned upon the success of the Tender Offer, with the record date (the “Special Dividend Record Date”) of January 29, 2017, with March 31, 2017 being the effective date (Note 1). According to the Target Company, it is intended that the Special Dividend be issued on the closest business day following the commencement date of the Tender Offer. With regard to the Special Dividend, please refer to the other press release issued today, titled “Dividend of surplus (the Special Dividend), establishment of the record date for the issuance of surplus (the Special Dividend) and amendments to the expected dividends for the period ending March 31, 2017.” In addition, the Target Company issued a press release titled “Announcement Concerning Provisional Settlement of Accounts, and Partial Amendments to ‘Announcement of the Issuance of Dividends (the Special Dividend), the Establishment of the Record Date for the Issuance of Dividends (the Special Dividend) and Amendments to the Predicted Dividends for the Period Ending March 31, 2017’ and ‘Announcement Concerning Opinion Regarding the Tender Offer for the Shares of Hitachi Koki Co., Ltd. by HK Holdings Co., Ltd.’” (Note 2) on February 28, 2017. Please also refer to such press release.

Note 1: As the Special Dividend is subject to the completion of the Tender Offer, in the event that the tender offer period of the Tender Offer is extended, it is intended that the effective date of the Special Dividend will also be extended to a day following the conclusion of the extended tender offer period.

Note 2: The total amount of the Special Dividend has been found to possibly exceed the distributable amount of the Target Company. Accordingly, to ensure the sufficiency of the distributable amount with regard to the Special Dividend, the Target Company conducted a provisional settlement of accounts, with the provisional settlement date of December 31, 2016, in order to include in the calculation of the distributable amount the income generated by the Target Company (on a non-consolidated basis) through the end of the third quarter of the fiscal year ending March 2017 (from April 1, 2016 to December 31, 2016).

<Omission of following paragraphs>

## 2. Other

This press release has been prepared for the purpose of informing the public of the tender offer and stating revisions to the press release dated January 13, 2017, and has not been prepared for the purpose of soliciting an offer to sell, or making an offer to purchase, any securities. If shareholders wish to make an offer to sell their shares in the tender offer, they should first read the Tender Offer Explanation Statement for the tender offer and offer their shares or share options for sale at their own discretion. This press release shall neither be, nor constitute a part of, an offer to

sell or purchase, or a solicitation of an offer to sell or purchase, any securities, and neither this press release (or a part thereof) nor its distribution shall be interpreted to be the basis of any agreement in relation to the tender offer, and this press release may not be relied on at the time of entering into any such agreement.

The tender offer will be conducted for common shares and options of the Target Company, a company established in Japan. The tender offer will be conducted in compliance with the procedures and information disclosure standards prescribed by the Financial Instruments and Exchange Act of Japan, which may differ from the procedures and information disclosure standards in the United States. In particular, Section 13(e) and Section 14(d) of the U.S. Securities Exchange Act of 1934 and the rules prescribed thereunder do not apply to the tender offer, and the tender offer does not conform to those procedures and standards.

Unless otherwise specified, all procedures relating to the tender offer are to be conducted entirely in Japanese. If any part of a document relating to the tender offer is prepared in the English language and there is any inconsistency between the English-language documentation and the Japanese-language documentation, the Japanese-language documentation will prevail.

The financial advisors to the Offeror and the Target Company as well as the tender offer agent may engage in the purchase of shares of the Target Company for their own account or for their customers' accounts within their ordinary course of secondary market business and to the extent permitted under Japanese financial instruments and exchange laws and regulations, and the Offeror acknowledges such purchases. In the event information regarding such purchases is disclosed in Japan, such information will also be disclosed in English on the website of the Target Company or the financial advisor conducting such purchases or the website of the tender offer agent, or will otherwise be made publicly available.

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