



April 7, 2015
AnGes MG, Inc.

**Suspension of Issuance of New Shares through Third-Party Allocation
and Withdrawal of Securities Registration Statement
for the Second Allocation under Share Issuance Program**

AnGes MG, Inc. (“AnGes”) announced that its Board of Directors resolved at a meeting held on April 7, 2015 to suspend the issuance of new shares through third-party allocation for the second allocation under the share issuance program, announced on March 20, 2015, and to withdraw the corresponding securities registration statement. (Please refer to “Notice of Conclusion of Agreement on Establishment of Share Issuance Program and Issuance of New Shares through Third-Party Allocation (Summary).”)

1. Reasons for suspending the issuance of new shares for the second allocation

Under the share issuance program (hereinafter “the Program”), AnGes will raise funds through third-party allocation to EVO FUND in a total of six allocations as described below.

(1)	Subject Shares	Shares of common stock of AnGes
(2)	Number of Subject Shares	Up to 10,000,000 shares
(3)	Subject Period	From March 20, 2015 to July 31, 2015
(4)	Issue Price	92% of the market price at the time of the allocation resolution relating to the allocation in question (rounded off to the nearest whole number)
(5)	Allocated Quantity	First allocation: 1,250,000 shares From the second allocation through to the sixth allocation: 1,750,000 shares per allocation
(6)	Scheduled Third-Party	EVO FUND

* Market price at the time of the allocation resolution relating to each allocation refers to the closing price (including quotation) in ordinary trading of the common stock of AnGes on the Tokyo Stock Exchange on the business day immediately preceding the allocation resolution date relating to the resolution in question.

* If grounds for restriction of allocation exist on the allocation resolution date relating to any allocation, AnGes will not adopt the allocation resolution relating to the allocation in question. (“Grounds for restriction” refers to certain cases, for example, in the event of an

undisclosed situation that will have a material adverse effect on the financial position, operating results, etc. of AnGes or its corporate group occurring after the balance sheet date of the most recently audited financial statements, in the event of proceedings such as legal action involving AnGes or its subsidiaries that will have a material adverse effect on the issuance of shares of common stock of AnGes under the Program, or in the event of publication of a non-public fact or situation that is a material fact prescribed in Article 66, Paragraph 2 of the Financial Instruments and Exchange Act or similar and is also a fact or situation that might have a material effect on AnGes' stock price.)

Additionally, if AnGes notifies the scheduled third party to the effect that it will not make the allocation in question at least three (3) business days prior to the allocation resolution date relating to any allocation (not including said date), AnGes will not pass the allocation resolution relating to the allocation in question.

The allocation resolution dates, payment dates and allocated quantities relating to each allocation are as stated in the following table

	Allocation resolution date	Payment date	Allocated quantity
First allocation	March 20, 2015	April 6, 2015	1,250,000 shares
Second allocation	April 7, 2015	April 23, 2015	1,750,000 shares
Third allocation	April 24, 2015	May 11, 2015	1,750,000 shares
Fourth allocation	May 12, 2015	May 28, 2015	1,750,000 shares
Fifth allocation	May 29, 2015	June 15, 2017	1,750,000 shares
Sixth allocation	June 16, 2015	July 2, 2015	1,750,000 shares

Please refer to “Notice of Conclusion of Agreement on Establishment of Share Issuance Program and Issuance of New Shares through Third-Party Allocation (Summary)” announced on March 20, 2015, for the details of the Program.

AnGes and the scheduled third party may agree to change the allocation resolution date and the payment date. If any such change is made, AnGes will withdraw the securities registration statement relating to the allocation in question and submit a new securities registration statement.

After AnGes announced “Notice of Conclusion of Agreement on Establishment of Share Issuance Program and Issuance of New Shares through Third-Party Allocation (Summary)” on March 20, 2015, the stock price of AnGes dropped and moved rapidly especially on March 30 (the volatility rate for the trading day was 13.67%). The market price at the time of

the first allocation resolution was 299 yen, but it dropped to 266 yen on April 6 (the closing price in ordinary trading of the common stock of AnGes on the Tokyo Stock Exchange on the business day immediately preceding the allocation resolution date relating to the second allocation). After considering the situation with the recent market price volatility, AnGes held a discussion with the scheduled third party and made the decision to cancel the scheduled second allocation and reschedule the allocation date and payment date relating the second allocation. It was resolved by the Board of Directors at the meeting held on April 7, 2015 to suspend the issuance of new shares regarding second allocation and withdraw the corresponding securities registration statement submitted to the Kanto Local Finance Bureau on March 20, 2015.

AnGes and the scheduled third party have not reached an agreement on the rescheduled allocation resolution or payment dates of the second allocation as of today. However, if it is executed on a new schedule, the new allocation resolution date should be after the sixth allocation payment date on July 3, 2015. If AnGes and the scheduled third party reach an agreement on the execution of the second allocation on a new schedule, AnGes will submit a new securities registration statement and make an announcement immediately.

Please note that the first allocation was executed as scheduled and AnGes has received 343,750,000 yen through the issuance of 1,250,000 shares at 275 yen per share (Please refer to "Announcement Regarding Issuance of New Shares through Third Party Allocation," announced on April 6, 2015).

2. The execution of subsequent allocations under the Program

As explained in "1. Reasons for suspending the issuance of new shares for the second allocation," AnGes and the scheduled third party have not reached an agreement on the rescheduled allocation resolution or payment dates for the second allocation as of today. However, if it is executed on a new schedule, the new allocation resolution date should be after the sixth allocation payment date on July 3, 2015 and no later than July 31, 2015. Furthermore, the allocated quantity of 1,750,000 shares should not be changed, and allocations under the Program will not exceed the total of six allocations.

Please note that the suspension of allocation and withdrawal of new securities registration statements is applied to the originally scheduled second allocation only and is not applied to the other allocations (from the third allocation to the sixth allocation). No changes have been made to the other allocations as of today, and the allocation resolution dates of the third allocation through the sixth allocation will be executed on the originally scheduled dates stated in the "1. Reasons for suspending the issuance of new shares for the second allocation."

However, if grounds for the restriction of an allocation exist on the allocation resolution date relating to any allocation, AnGes will not adopt the allocation resolution relating to the allocation in question and will withdraw the securities registration statement immediately. Additionally, if AnGes notifies the scheduled third party to the effect that it will not make the allocation in question at least three (3) business days prior to the allocation resolution date relating to any allocation (not including said date), AnGes will not pass the allocation resolution relating to the allocation in question and will withdraw the securities registration statement immediately. Also, AnGes and the scheduled third party may agree to change the allocation resolution date and the payment date as stated above. If such a change is made, AnGes will withdraw the securities registration statement relating to the allocation in question and submit a new securities registration statement. However, the new allocation resolution date shall be before July 31, 2015. The allocations under the Program will not exceed the total of six allocations, and the allocated quantity for each allocation should not be changed.

(Reference)

The details of the initially planned share issuance for the suspended second allocation

- (1) Allocation Resolution Date: April 7, 2015
- (2) Payment Date: April 23, 2015
- (3) Number of New Shares to be Issued: 1,750,000 shares
- (4) Issue Price: N/A*1
- (5) Total Amount of Financing: N/A*1
- (6) Method of Allocation: Third Party Allocation
- (7) Subscriber: EVO FUND
- (8) Notes: The execution of allocation is subject to the enforcement of securities registration statements under the Financial Instruments and Exchange Act. After the securities registration statement is made effective, AnGes will sign a contract regarding acceptance of new shares issued through third party allocation with EVO FUND.

*1 The issue price per share was planned to be set in accordance with the Program at 92% of the closing price (including quotation) in ordinary trading of the common stock of AnGes on the Tokyo Stock Exchange on April 6, 2015 (rounded to the nearest whole number).

###

Disclaimer: This is a translation of the news release posted in Japanese. In case of any deviation between the two language versions, the original document in Japanese shall take precedence.

AnGesMG, Inc.
Corporate Communications
TEL:+81-3-5730-2641, FAX:+81-3-5730-2635
<http://www.anges-mg.com>