

March 7, 2011  
Company name: Pigeon Corporation  
Representative: Akio Okoshi (President and COO)  
Listings: First Section, Tokyo Stock Exchange (Stock code: 7956)  
Contact: Tsutomu Matsunaga  
Managing Officer, Corporate Planning & Administration Division)  
Phone: +81-3-3661-4188 (direct line)

## **Notice Regarding Discontinuation of Measures for the Large-Scale Purchase of Company Shares (Anti-Takeover Measures)**

At its meeting held on March 6, 2008, the Board of Directors decided that, subject to the approval of shareholders at the 51st Ordinary General Meeting of Shareholders held on April 28, 2008, it would introduce measures to counter the large-scale purchase of Company shares (anti-takeover measures; hereinafter, “Countermeasures”). These Countermeasures shall expire at the closing of the 54th Ordinary General Meeting of Shareholders (hereinafter, “the Ordinary General Shareholders Meeting”) scheduled for April 27, 2011.

The Company would like to announce that at its meeting held today, the Board of Directors decided to discontinue the Countermeasures, effective at the close of the Ordinary General Shareholders Meeting.

At its held on March 6, 2008, the Board of Directors established a basic policy on the control of the Company (hereinafter, “Basic Policy”) with the objective of enhancing both corporate value and shareholder value. In light of this Basic Policy, as part of efforts to prevent inappropriate persons from controlling decision-making affecting the Company’s financial and business policies, we introduced the Countermeasures after they had been approved by resolution at the 51st Ordinary General Meeting of Shareholders held on April 28, 2008. Under the Countermeasures, when a tender offer is made to purchase a large number of the Company’s shares (a person who makes a tender offer for a large share purchase is hereinafter referred to as a “Large Purchaser”), all the Company’s shareholders shall decide to approve or reject the tender offer. In order to reach an appropriate decision, the Large Purchaser is required to submit adequate necessary information, which shall be considered by the Board of Directors. Where necessary, the Board shall hold discussions with the Large Purchaser for the expression of opinion and/or the offering of any alternative proposals. The principal objective of the Countermeasures is to allow all the Company’s shareholders sufficient time to consider the content of the Large Purchaser’s proposal, including the opinion of the Board of Directors and any alternative proposals. Furthermore, during the three-year period from February 2008 through the end of the 54th term, ended January 2011—the period of the Countermeasures—the Company advanced its business activities while adhering to its three-year Third Medium-Term Business Plan. During the period of that plan, we worked hard to maximize corporate value by expanding our businesses under the slogan “Becoming a Global Company: Challenges and Independence.” We also sought to improve shareholder return by targeting a consolidated total shareholder return of 50% by the end of the Third Medium-Term Business Plan.

To achieve further growth, the Company recently formulated its Fourth Medium-Term Business Plan, entitled “Independence As a Global Company” (hereinafter, “New Medium-Term Business Plan”). The New Medium-Term Business

Plan covers the three-year period from February 2011 to January 2014. Over the term of the New Medium-Term Business Plan, we will strive to enhance both corporate value and shareholder value through ongoing improvements in profitability and expansion of our operations as a global company.

Under these circumstances, in consultation with an independent panel the Company has given due consideration to the status of the Countermeasures, which are due to expire upon the closing of the Ordinary General Shareholders Meeting. As a result, the Board of Directors decided at today's meeting to abandon the Basic Policy, thus discontinuing the Countermeasures, as of the closing of the Ordinary General Shareholders Meeting. This decision takes into account changes to Japanese legislation regarding Large Purchases, which have established some procedures for tender offers for Large Purchases, and the Board's judgment that the steady implementation of the New Medium-Term Business Plan, rather than the continuation of the Countermeasures, will lead to improved corporate value and shareholder value.

Even upon the expiry of the Countermeasures, the Company shall continue monitoring transactions and transfers of the Company's shares. In the unlikely event that a Large Purchaser emerges, we shall assess the contents of said Large Purchaser's proposal, taking into consideration the opinions of our external auditors and outside experts, and where necessary engage in talks with the Large Purchaser. If we reasonably determine that damage to both corporate value and shareholder value is likely unless immediate action is taken, the Board of Directors shall take measures to underpin corporate value and shareholder value by fulfilling the management obligations entrusted to it by all shareholders. This shall include requesting the Large Purchaser to disclose information, obtaining the information and time needed for all shareholders to reach an appropriate decision and, where necessary, promptly deciding the necessity and details of specific countermeasures considered the most appropriate within the permitted scope of Japan's Corporate Law, Financial Instruments and Exchange Act, and other relevant laws and regulations.