



February 13, 2015

FOR IMMEDIATE RELEASE

Company Name: Asahi Group Holdings, Ltd.
Representative Name: President and CEO: Naoki Izumiya
Securities Code: 2502
Stock Listings: Tokyo Stock Exchange, First Section)
Contact: Kazumoto Tamesada
General Manager, Public Relation
Phone: +81-3-5608-5126
Company Name: Asahi Breweries, Ltd.
Representative Name: President Akiyoshi Koji

Announcement regarding execution of a share purchase agreement to acquire ENOTECA CO., LTD.

Asahi Group Holdings, Ltd. is pleased to announce that their wholly owned subsidiary, Asahi Breweries, Ltd. (collectively, with other group companies, “Asahi Group”) has reached an agreement with the funds advised by Unison Capital, Inc., and with other sellers (collectively “Unison Capital”), to acquire all of the outstanding shares of ENOTECA CO., LTD. (“Enoteca”) owned by Unison Capital.

1. Transaction Overview

Below is an overview of the share purchase agreement executed by Asahi Breweries, Ltd. for the acquisition of shares of Enoteca.

- (1) Date executed : February 13, 2015
- (2) Contract Parties : (Seller) Unison Capital III, NK,
Unison Capital III(F), L.P.,
Unison Capital III(A), L.P.,
Unison Capital III(B), L.P.,
H.C.B.C. Enterprises Limited,
Mr. Yasuhisa Hirose
(Buyer) Asahi Breweries, Ltd.
- (3) Shares to be purchased: All outstanding shares of ENOTECA CO., LTD.

2. Objectives of the Transaction

Asahi Group’s Long-Term Vision 2020 of “Striving to be a corporate group trusted around the world through the *Kando* of food (deliciousness, happiness and innovation),” is a vision which continual strives to

achieve stable growth through our domestic and global network.

In recent year, the wine industry has grown to become a bigger presence in the alcohol beverage industry, becoming a staple drink being consumed in both the household and as well as in restaurant setting. Asahi Group has focused our efforts in expanding our wine business by expanding our imported wine line up as well as to further expand our domestic “Sainte Neige” brand.

Established in 1988 as a wine importer, Enoteca has become a highly recognized and established brand in the domestic wine market, contributed to the Japanese wine culture under the “FOR ALL WINE LOVERS” philosophy. Enoteca has also been able to secure the rights to be an exclusive distributor form many of the premiere wineries from aboard.

In the backdrop of a strong wine market, we believe that the growth from the partnership between Enoteca and Asahi Group, can be realized and accelerated by Enoteca leveraging our business platforms as well as our management resources. We are currently evaluating opportunities to cross sell our current high end liquor and our wine brand through the Enoteca sale channels.

Asahi Breweries, Ltd.’s wine business has approximately 144 hundred million yen of sales in the fiscal year ending December 2014. The combined sales of both Enoteca and Asahi Group will not only greatly increase our sales, in the wine business, but also strengthen our presence in the wine industry. Through the acquisitions of Enoteca and becoming a “leading wine company,” we, together with Enoteca, believe that we can share with our customers a fuller and richer *kando* through our wines while strengthening and expanding our market position within the alcoholic beverage industry.

3. Overview of Enoteca

(1)	Company name	ENOTECA CO., LTD.	
(2)	Registered head office	5-14-15 Minami Azabu, Minato-ku Tokyo 106-0047	
(3)	Representative	Yasuhisa Hirose, President	
(4)	Business Description	Importing, wholesaling and retail sales of wines, wine-shop operations, and online sales.	
(5)	Capital	1,661,666 thousand yen	
(6)	Established	August 31, 1988	
(7)	Current Ownership	Unison Capital III, NK 19.45% Unison Capital III(F), L.P. 24.70% Unison Capital III(A), L.P. 18.79% Unison Capital III(B), L.P. 15.27% H.C.B.C. Enterprises Limited 20.18% Yasuhisa Hirose 1.60%	
(8)	Relationship with Asahi	Capital Relationship	There are no capital relationships between Asahi and Enoteca. There are no other capital relationships between personnel or companies affiliated with Asahi and personnel or companies affiliated with Enoteca.

	Personal Relationship	There are no personal relationship between Asahi and Enoteca. There are no other personal relationships between personnel or companies affiliated with Asahi and personnel or companies affiliated with Enoteca.
	Trade Relationship	There are no major transactional relationships between Asahi and Enoteca. There are no other transactional relationships between personnel or companies affiliated with Asahi and personnel or companies affiliated with Enoteca.

(9) Consolidated sales for the past three fiscal years ⁽¹⁾			
Fiscal Year End	March 2012	March 2013	March 2014
Consolidated Sales	13,118 million yen	14,400 million yen	17,313 million yen

(1) The March 2012 figures shown above are on a non-consolidated basis as the consolidated financial reporting was yet to be implemented.

4. Overview of the Sellers

(1) Company name	Unison Capital III, NK
(2) Registered head office	4-1 Kioicho, Chiyoda-ku, Tokyo

(1) Company name	Unison Capital III(F), L.P.
(2) Registered office	c/o Deutsche Bank (Cayman) Limited 171 Elgin Avenue, Boundary Hall Cricket Square P.O. Box 1984 George Town Grand Cayman KY1-1104 Cayman Islands

(1) Company name	Unison Capital III(A), L.P.
(2) Registered office	c/o Deutsche Bank (Cayman) Limited 171 Elgin Avenue, Boundary Hall Cricket Square P.O. Box 1984 George Town Grand Cayman KY1-1104 Cayman Islands

(1) Company name	Unison Capital III(B), L.P.
(2) Registered office	c/o Deutsche Bank (Cayman) Limited 171 Elgin Avenue, Boundary Hall Cricket Square P.O. Box 1984 George Town Grand Cayman KY1-1104 Cayman Islands

(1) Company name	H.C.B.C. Enterprises Limited
(2) Registered office	3 Broadcast Drive, Kowloon, Hong Kong SAR

(1) Name	Yasuhisa Hirose
----------	-----------------

(2) Registered address	Minato-ku Tokyo
------------------------	-----------------

5. Indicative Timetable

Below is an indicative timetable to closing.

February 13, 2015	Execution of shares purchase price agreement with Sellers
March 31, 2015	Closing following satisfactory completion of condition precedent to closing

6. Impact on Asahi's financial performance

The acquisition of Enoteca is not expected to have a materially impact on Asahi's non-consolidated and consolidated financials for the fiscal year ending December 31, 2015.