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May 8, 2015

Company name: TV Asahi Holdings Corporation
Representative: Hiroshi Hayakawa, Chairman and CEO
Securities code: 9409 (Tokyo Stock Exchange, First Section)
Contact: Gengo Sunami, Director
(TEL 03-6406-1111)

Notice of transition to a company with an audit and supervisory committee and partial amendment of the Articles of Incorporation

TV Asahi Holdings Corporation (the “Company”) hereby announces that it resolved at a meeting of the Board of Directors held today to transition to a company with an audit and supervisory committee and to submit a proposal to the 75th Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2015 for a necessary amendment to the Articles of Incorporation in connection with the transition to a company with an audit and supervisory committee and other partial amendments.

1. Transition to a company with an audit and supervisory committee

1) Purpose of the transition

The enforcement of the Act for Partial Revision of the Companies Act (Act No. 90 of 2014; hereafter the “Revised Company Act”), which was promulgated on June 27, 2014, made possible transition to a company with an audit and supervisory committee as a new organizational design. Recognizing that the consideration and implementation of corporate governance measures is a key management priority, the Company has developed a management oversight system. The Company intends to further enhance corporate governance by strengthening the oversight function of the Board of Directors through the appointment to the Board of Directors of Audit and Supervisory Committee members, who will perform the role of auditing and supervising the execution of business by directors, and to strive for long-term, stable enhancement of the TV Asahi Group’s corporate value and the interests of shareholders and other stakeholders on the basis of maintaining publicness and public interest as a certified public broadcasting company with broadcasters as subsidiaries. For the above reasons, the Company decided to transition to a company with an audit and supervisory committee.

2) Timing of the transition

The Company plans to obtain approval for a necessary amendment to the Articles of Incorporation and transition to a company with an audit and supervisory committee at the 75th Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2015.

2. Partial amendment of the Articles of Incorporation

1) Purpose of the amendments

- (1) In connection with the transition to a company with an audit and supervisory committee described in 1. above, the Company will establish provisions concerning the Audit and Supervisory Committee and Audit and Supervisory Committee members and delete provisions concerning the Board of Corporate Auditors and corporate auditors.
- (2) In connection with the broadening of the scope of corporate officers with whom agreements limiting liability can be concluded in the Revised Company Act, the Company will partially amend the provision concerning agreements limiting liability.
- (3) For the purpose of ensuring a flexible dividend policy and capital policy, the Company will establish a provision to make it possible to approve dividends from surplus, etc. by the authority of the Board of Directors.
- (4) In connection with the resolution at the meeting of the Board of Directors held today to abolish countermeasures to large-scale acquisitions of the Company's shares (takeover defense measures) (hereafter "the Plan") effective today, the Company will delete provisions pertaining to introduction, etc. of the Plan.
- (5) In addition, the Company will make necessary amendments to article numbers in conjunction with the addition and deletion of articles.

2) Schedule

Date of the General meeting of Shareholders to amend the Articles of Incorporation	June 26, 2015 (Friday)
Effective date of amendments to the Articles of Incorporation	June 26, 2015 (Friday)

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