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(Stock Code:2389)
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Changes to Business Alliance with Dentsu

At a meeting of the board of directors held on January 31, 2013, OPT, Inc. (hereafter, "OPT") resolved to make changes to its business alliance with DENTSU INC. (hereafter, "Dentsu") announced on December 20, 2007 in "Capital and Business Alliance with Dentsu" and on September 28, 2009 in "Partial Change in Business Alliance with Dentsu." The changes to the business alliance will take effect from April 1, 2013 and after. Details of the changes are as follows.

1. Reason for partial change in the business alliance with Dentsu

Since forming a capital and business alliance in December 2005, OPT and Dentsu have had a successful business alliance in the area of online advertising. In December 2007, this relationship was strengthened as announced in "Capital and Business Alliance with Dentsu." Major achievements of the alliance were the temporary assigning of OPT employees to work at Dentsu and providing support for online advertising proposals to Dentsu's domestic clients. Further, OPT became the main buyer of interactive media for Dentsu and its buying function was reinforced along with those of other companies in the Dentsu Group.

At the same time, OPT seeks to monetize the database business and to strengthen not only internet advertising, but also its extensive digital marketing. As a listed company, OPT will continue to maximize its corporate value, and achieve growth in its own business field. However, due to structural changes in online advertising, changes in the market environment and competition have greatly intensified, including the growth of operational advertising and services such as listing advertising, globalization particularly in Asia, and the development of diverse media including social media. Moreover, the dividing line

between advertising and marketing is becoming increasingly blurred with the rise of Online to Offline (O2O). Given these circumstances, we recognize the need for faster management decision-making and more flexible adaptation to deal with a changing environment.

As a company that seeks to contribute to society by becoming an “innovation company, comprised of independent human resources, that constantly creates new value for the prosperity of the next generation,” the OPT Group has studied the effects of listing on the Tokyo Stock Exchange, achieving additional growth and raising corporate value over the medium to long term. OPT has explained and proposed this policy to Dentsu and Dentsu Digital Holdings, Inc. (hereafter, “DDH”). After a study conducted by both companies, they have decided that listing on the Tokyo Stock Exchange will accelerate OPT’s development and growth and raise corporate value, and have agreed to review the business alliance based on the guidelines for listing criteria established by the Tokyo Stock Exchange. As a result, OPT and Dentsu have agreed to partial changes of the existing business alliance for the growth of both companies. Changes to the alliance are as follows.

2. Changes to business alliance with Dentsu

Dentsu and OPT have leveraged their strengths to consolidate media buying. Recently, due to the growth of internet advertising networks and exchanges, operational advertising, which differ from conventional display advertising, and the spread of smart devices, Dentsu and OPT have decided not to consolidate their media buying, but rather to adopt a system for the rapid buying and managing of these media according to changes in market conditions and client needs. Until now, OPT had been the main buyer of interactive media for Dentsu, and Dentsu had been the main buyer of mobile advertising for OPT, but these roles have been eliminated. And we will continue to collaborate in marketing to advertisers by leveraging both companies’ strengths. For jointly operated projects, OPT will continue to service advertisers and share roles with Dentsu, while Dentsu will continue to order some of its media buying from OPT. Moreover, to collaborate more closely with Dentsu, OPT temporarily assigns employees to work at Dentsu. By March 31, 2014, OPT and Dentsu plan to restructure its system for assigning staff to each company’s growth fields.

As a listed company, OPT has thus far operated on an autonomous and independent basis. In line with its listing on the Tokyo Stock Exchange, the companies have agreed to change the number of directors to be dispatched as stipulated in the guidelines.

In addition, as announced by Dentsu in the “Announcement of Tender

Offer for OPT's Common Shares" on December 20, 2007, it was agreed that if both companies wish to transfer OPT shares held by DDH and some of OPT's management to a third party, they will mutually hold the first option under certain conditions. However, this time both parties have given notice of their agreement to rescind this.

3. Impact on Earnings Forecast for Fiscal Year ending December 31, 2013

As for the impact that a partial change in the business alliance will have on OPT's performance in the current fiscal year, please see "Earnings Forecast for Fiscal Year Ending December 31, 2013" dated January 31, 2013.