

**NOTICE TO THE HOLDERS OF THE OUTSTANDING**  
**T&D Holdings, Inc. (the "Company")**  
**¥30,000,000,000 Zero Coupon Convertible Bonds due 2020 (the "Bonds")**  
**(ISIN: XS1235658868 Common Code: 123565886)**

NOTICE IS HEREBY GIVEN by the Company to the holders ("**Bondholders**") of the outstanding ¥30,000,000,000 Zero Coupon Convertible Bonds due 2020 (ISIN: XS1235658868 Common Code: 123565886) (the "**Bonds**"), of an adjustment of the Conversion Price (as defined in the terms and conditions of the Bonds) of the Bonds as follows:

Reason for the adjustment: Adjustment of Conversion Price pursuant to Condition 5.2.4 of the terms and conditions of the Bonds due to the Extraordinary Dividend (as defined in such Condition 5.2.4) resulting from payment of an interim dividend of ¥15.0 per Share and a yearend dividend of ¥17.5 per Share, amounting to a total of ¥32.5 per Share during the Annual Fiscal Period (as defined in the Conditions). The payment of the yearend dividend was approved at the general meeting of shareholders on 28 June 2017.

Old Conversion Price: ¥2,701.5

New Conversion Price: ¥2,689.9

Record Date: 31 March 2017 (Japan time)

Effective Date for the new Conversion Price: Retroactively from the day after the Record Date set out above (Japan time)

Capitalised terms used herein not otherwise defined herein have the meanings set out in the Trust Deed, including the terms and conditions of the Bonds, and the Agency Agreement.

This notice is given by  
**T&D Holdings, Inc.**

28 June 2017