

Cover sheet

Documents for filing	Amendment Registration Statement to Tender Offer Registration Statement
Government agent to receive filing	Director of the Kanto Local Finance Bureau
Date of filing	October 31, 2016
Name of filing party (Offeror)	Adherence Corporation
Address of filing party (Offeror)	1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo
Place to contact	1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo
Telephone number	03-6212-6098
Name of contact person	Kensaku Mizutani, Representative Director
Name of attorney-in-fact	N/A
Address of attorney-in-fact	N/A
Nearest place of contact	N/A
Telephone number	N/A
Name of contact person	N/A
Place where a copy of this tender offer registration statement is available for public inspection	Adherence Corporation (1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo) Tokyo Stock Exchange, Inc. (2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo)

Note 1: The term “Offeror” means Adherence Corporation.

Note 2: The term “Target Company” means Aderans Company Limited.

Note 3: The term “Act” means the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended).

Note 4: The term “Enforcement Order” means the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended).

Note 5: The term “Share Certificates, Etc.” means a right or interest in a share, etc.

Note 6: Unless otherwise specified, any reference to the number of days or the date and time means the number of days or the date and time in Japan.

Note 7: Although the tender offer relating to the submission of this Statement (the “Tender Offer”) will be conducted in accordance with the procedures and information disclosure standards prescribed in the Act, these procedures and information disclosure standards may differ from the procedures and information disclosure standards in the United States. In particular, Sections 13 (e) and 14 (d) of the U.S. Securities Exchange Act of 1934 (as amended; the “U.S. Securities Exchange Act”), and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer does not conform to those procedures and standards. All financial information contained in this Statement has been prepared in accordance with Japanese accounting standards, and not in accordance with U.S. accounting standards, and may not be comparable to the financial information of U.S. companies. It

may be difficult to enforce any right or claim arising under U.S. federal securities laws because the Offeror is incorporated outside the United States and its officers are non-U.S. residents. It may not be possible to commence legal proceedings against the Offeror and its officers in a non-U.S. court for violations of the U.S. securities laws. In addition, it may not be possible to compel any non-U.S. corporation and its subsidiaries and affiliates to subject themselves to a U.S. court's jurisdiction.

- Note 8: Unless otherwise specified, all procedures relating to the Tender Offer are to be conducted entirely in Japanese. If all or any portion of the documentation relating to the Tender Offer is prepared in English and there is any inconsistency between the English documentation and the Japanese documentation, the Japanese documentation will prevail.
- Note 9: This Statement includes "forward-looking statements" as defined in Article 27A of the U.S. Securities Act of 1933 (as amended) and Article 21(E) of the U.S. Securities Exchange Act. Actual results might be materially different from the express or implied predictions including the "forward-looking statements" contained herein due to known or unknown risks, uncertainties or any other factors. Neither the Offeror nor any of its affiliates assures that such express or implied predictions including the "forward-looking statements" contained herein will be achieved. The "forward-looking statements" contained in this Statement have been prepared based on the information possessed by the Offeror as of the date hereof, and, unless otherwise required under applicable laws and regulations, neither the Offeror nor any of its affiliates assumes any obligation to update or revise such statements to reflect any future events or circumstances.
- Note 10: A financial advisor of the Offeror and Tender Offer Agent (including their respective affiliates) may, in their ordinary course of business, purchase shares or bonds with stock acquisition rights in the Target Company for their own accounts or for the accounts of their clients prior to the Tender Offer or during the period for the Tender Offer (the "Tender Offer Period") outside the Tender Offer in accordance with the requirements of Rule 14e-5(b)(12) of the U.S. Securities Exchange Act or take actions for such purchase to the extent permitted by financial instruments and exchange related laws and regulations of Japan. If any information concerning such purchase is disclosed in Japan, the relevant financial adviser or Tender Offer Agent who conducted such purchase will disclose such information on their English website (or by any other means of public disclosure).

1. Reason for filing amendment registration statement to Tender Offer Registration Statement

In order to make partial amendments to the statements in the Tender Offer Registration Statement filed on October 17, 2016 and the statements in the Public Notice of Commencement of Tender Offer dated October 17, 2016 attached thereto, the Offeror hereby files this amendment registration statement for the Tender Offer Registration Statement pursuant to Article 27-8, Paragraph 1 and Paragraph 2 of the Act.

2. Matters to be amended

A. Tender Offer Registration Statement

I. Terms and conditions of tender offer

6. Licenses, Etc. concerning acquisition of Share Certificates, Etc.

(2) Relevant laws and regulations

(ii) U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976

(3) Date and number of approval

(ii) U.S. Antitrust Act

B. Attachment to Tender Offer Registration Statement

Public Notice of Commencement of Tender Offer dated October 17, 2016

3. Content before and after amendment

Amendments are indicated with underlines.

A. Tender Offer Registration Statement

I. Terms and conditions of tender offer

6. Licenses, Etc. concerning acquisition of Share Certificates, Etc.

(2) Relevant laws and regulations

(ii) U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976

(Before amendment)

The Offeror shall, in accordance with the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976 (as amended; the “U.S. Antitrust Act”), give prior notification to the U.S. Department of Justice Antitrust Division and the U. S. Federal Trade Commission (collectively, the “U.S. Antitrust Authorities”) regarding the Share Acquisition in advance of the Share Acquisition. The Offeror will be able to carry out the Share Acquisition after 15 days (or, if early termination of the waiting period is permitted, a number of days less than 15) have passed since the prior notification above, unless any of the U.S. Antitrust Authorities issues a request for providing additional information (a “Second Request”). If a Second Request is issued, unless any of the U.S. Antitrust Authorities obtains an injunction against the Share Acquisition from a U.S. federal court, the Offeror will be able to carry out the Share Acquisition upon the expiration of an extended waiting period of ten days after it completes provision of additional information pursuant to the Second Request.

The prior notification regarding the Share Acquisition made to the U.S. Antitrust Authorities was accepted on October 14, 2016 (local time). If any such injunction is not issued and such a waiting period or extended waiting period expires before the day immediately preceding the expiration date of the Tender Offer Period or an extended Tender Offer Period, the Offeror shall immediately submit an amendment statement hereto in accordance with Article 27-8, Paragraph 2 of the Act. If any such injunction is issued or such a waiting period does not expire before the day immediately preceding the expiration date of the Tender Offer Period (or an extended Tender Offer Period), the Tender Offer Period or the commencement date of settlement may be extended. In such cases, the Offeror may withdraw the Tender Offer as it will be deemed that an event set out in Article 14, Paragraph 1, Item (4) of the Enforcement Order has occurred as described in “(2) Conditions of withdrawal, etc. of the tender offer, details thereof and method of disclosure of withdrawal, etc.” of “11. Other conditions and methods of purchase” below.

(After amendment)

The Offeror shall, in accordance with the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976 (as amended; the “U.S. Antitrust Act”), give prior notification to the U.S. Department of Justice Antitrust Division and the U. S. Federal Trade Commission (collectively, the “U.S. Antitrust Authorities”) regarding the Share Acquisition in advance of the Share Acquisition. The Offeror will be able to carry out the Share Acquisition after 15 days (or, if early termination of the waiting period is permitted, a number of days less than 15) have passed since the prior notification above, unless any of the U.S. Antitrust Authorities issues a request for providing additional information (a “Second Request”). If a Second Request is issued, unless any of the U.S. Antitrust Authorities obtains an injunction against the Share Acquisition from a U.S. federal court, the Offeror will be able to carry out the Share Acquisition upon the expiration of an extended waiting period of ten days after it completes provision of additional information pursuant to the Second Request.

The prior notification regarding the Share Acquisition made to the U.S. Antitrust Authorities was

accepted on October 14, 2016 (local time) and the waiting period above expired at 9:55 a.m. on October 27, 2016 (local time) since no Second Request and no injunction above has been issued and the early termination of the waiting period was permitted.

(3) Date and number of approval

(ii) U.S. Antitrust Act

(Before amendment)

N/A

(After amendment)

Date of approval: October 27, 2016 (local time) (due to expiration of the waiting period for the reason that no Second Request and no injunction against the Share Acquisition has been issued and a notice of the early termination of the waiting period was received.)

Number of approval: 20170070

B. Attachment to Tender Offer Registration Statement

Public Notice of Commencement of Tender Offer as of October 17, 2016

1. Purposes of tender offer

(1) Outline of the Tender Offer

(Before amendment)

(Omitted)

Note 2: “Ownership ratio” means the ratio (rounded to two decimal points; the same applies for ownership ratios hereinafter) of the number of shares held by the relevant shareholder to the number of shares (41,404,411 shares; the “Total Number of Target Company Voting Shares”) resulting from the following formula: the difference of (A) the sum total (43,787,520 shares) of (i) the total number of issued shares (37,246,388 shares) as of August 31, 2016 stated in the quarterly report for the second quarter of the 48th term filed on October 14, 2016 by the Target Company (the “Quarterly Report for the Second Quarter of the 48th Term of the Target Company”) and (ii) the sum of (a) the number of Target Company Shares (1,852,900 shares) underlying the Stock Acquisition Rights (1,275 Fourth Series Stock Acquisition Rights, 2,803 Fifth Series Stock Acquisition Rights, 3,552 Sixth Series Stock Acquisition Rights, 4,859 Seventh Series Stock Acquisition Rights, and 6,040 Eighth Series Stock Acquisition Rights), the number of which is obtained by deducting the number of the Stock Acquisition Rights that had expired by August 31, 2016 (according to the Target Company, 30 Seventh Series Stock Acquisition Rights had expired by August 31, 2016) from the number of the Fourth Series Stock Acquisition Rights (1,275 stock acquisition rights), the Fifth Series Stock Acquisition Rights (2,803 stock acquisition rights), the Sixth Series Stock Acquisition Rights (3,552 stock acquisition rights), and the Seventh Series Stock Acquisition Rights (4,889 stock acquisition rights) as of February 29, 2016 stated in the securities report for the 47th term filed on May 26, 2016 by the Target Company (the “Securities Report for the 47th Term of the Target Company”) as well as the Eighth Series Stock Acquisition Rights (6,040 stock acquisition rights) stated in “Notice Regarding Issuance of Stock Acquisition Rights as Stock Options (Aderans Co., Ltd. Eighth Series Stock Acquisition Rights)” published on May 26, 2016 by the Target Company and “Notice Regarding Detail of Issuance of Stock Acquisition Rights as Stock Options (Aderans Co., Ltd. Eighth Series Stock Acquisition Rights as Stock Options)” published on July 27, 2016 by the Target Company plus (b) the number of the Target Company Shares (4,688,232 shares) underlying the stock acquisition rights attached to the Convertible Bonds (2,000 stock acquisition rights) as of February 29, 2016 stated in the Securities Report for the 47th Term of the Target Company (according to the Target Company, no stock acquisition rights attached to the Convertible Bonds had expired by August 31, 2016) minus (B) the number of treasury shares held by the Target Company (2,383,109 shares) as of August 31, 2016 stated in the “Summary of Accounts for the Second Quarter of the Term Ending February 2017 (Japanese GAAP) (Consolidated)” published on October 14, 2016 by the Target Company (the “Summary of Accounts for the Second Quarter of the Target Company”).

(Omitted)

(After amendment)

(Omitted)

Note 2: “Ownership ratio” means the ratio (rounded to two decimal points; the same applies for ownership ratios hereinafter) of the number of shares held by the relevant shareholder to the

number of shares (41,404,411 shares; the “Total Number of Target Company Voting Shares”) resulting from the following formula: the difference of (A) the sum total (43,787,520 shares) of (i) the total number of issued shares (37,246,388 shares) as of August 31, 2016 stated in the quarterly report for the second quarter of the 48th term filed on October 14, 2016 by the Target Company (the “Quarterly Report for the Second Quarter of the 48th Term of the Target Company”) and (ii) the sum of (a) the number of Target Company Shares (1,852,900 shares) underlying the Stock Acquisition Rights (1,275 Fourth Series Stock Acquisition Rights, 2,803 Fifth Series Stock Acquisition Rights, 3,552 Sixth Series Stock Acquisition Rights, 4,859 Seventh Series Stock Acquisition Rights, and 6,040 Eighth Series Stock Acquisition Rights), the number of which is obtained by deducting the number of the Stock Acquisition Rights that had expired by August 31, 2016 (according to the Target Company, 30 Seventh Series Stock Acquisition Rights had expired by August 31, 2016) from the number of the Fourth Series Stock Acquisition Rights (1,275 stock acquisition rights), the Fifth Series Stock Acquisition Rights (2,803 stock acquisition rights), the Sixth Series Stock Acquisition Rights (3,552 stock acquisition rights), and the Seventh Series Stock Acquisition Rights (4,889 stock acquisition rights) as of February 29, 2016 stated in the securities report for the 47th term filed on May 26, 2016 by the Target Company (the “Securities Report for the 47th Term of the Target Company”) as well as the Eighth Series Stock Acquisition Rights (6,040 stock acquisition rights) stated in “Notice Regarding Issuance of Stock Acquisition Rights as Stock Options (Aderans Co., Ltd. Eighth Series Stock Acquisition Rights)” published on May 26, 2016 by the Target Company and “Notice Regarding Detail of Issuance of Stock Acquisition Rights as Stock Options (Aderans Co., Ltd. Eighth Series Stock Acquisition Rights as Stock Options)” published on July 27, 2016 by the Target Company plus (b) the number of the Target Company Shares (4,688,232 shares) underlying the stock acquisition rights attached to the Convertible Bonds (2,000 stock acquisition rights) as of February 29, 2016 stated in the Securities Report for the 47th Term of the Target Company (according to the Target Company, no stock acquisition rights attached to the Convertible Bonds had expired by August 31, 2016) minus (B) the number of treasury shares held by the Target Company (2,383,109 shares) as of August 31, 2016 stated in the “Summary of Accounts for the Second Quarter of the Term Ending February 2017 (Japanese GAAP) (Consolidated)” published on October 14, 2016 by the Target Company.

(Omitted)

- (3) Measures to ensure fairness of the Tender Offer Price and to avoid conflicts of interest and other measures to ensure fairness of the Tender Offer
- (ii) Obtaining a share valuation report, etc. from an independent third party financial advisor by the Target Company

(Before amendment)

According to the Target Company Press Release, to express an opinion on the Tender Offer Price, the Target Company requested Plutus Consulting, which is a financial advisor and third party valuation institution independent from the Target Company, the Offeror and Integral, to calculate the value of the Target Company Shares and received the share valuation report from Plutus Consulting on October 13, 2016. It is also stated that Plutus Consulting, which is a financial advisor and third party valuation institution, is not a party related to the Target Company, the Offeror and Integral and does not have any notable material interest in the Tender Offer. It is also stated that the Target Company has not received a fairness opinion on Tender Offer Price from Plutus Consulting.

(Omitted)

It is also stated that the financial forecasts based on the business plan of the Target Company, which were

used as the basis of calculation using the DCF method, are as provided below. It is also stated that such plan incorporates the impact of downward adjustment of earnings forecast disclosed by the Target Company in the announcement of “Notice regarding Differences between First Two-Quarter Performance Forecast and Actual Results and Revision of Full-Year Performance Forecast” on October 14, 2016. It is also stated that the financial forecasts provided below also include the business years in which significant increase or decrease in earnings is expected. It is also stated that specifically, in the fiscal year ending February 2017 and the fiscal year ending February 2018, a significant decrease in earnings is expected compared to the fiscal year immediately preceding each of such fiscal years mainly due to reasons such as slowdown in acquiring new customers in Fontaine business (Ready-Made) due to the entry of competitors and companies in different business into the low-end wig market and increase in shop-related costs and labor costs relating to the opening of new shops. It is also stated that between the fiscal year ending February 2019 and the fiscal year ending February 2021, a significant increase in earnings compared to the fiscal year immediately preceding each of such fiscal years is expected by taking measures such as attraction and retention of wig users through the after-services and expansion of business areas in Japan, opening of new Hair Club locations and strengthening of business towards female customers in the U.S., global expansion of Bosley, expansion of healthcare business and strengthening hair restoration business, and meeting the diversified demands and strengthening of after-services in wig and hair growth markets. It is also stated that the synergy effects expected to occur upon implementation of Transaction are not added to the said financial forecasts because it was difficult to make specific estimation at the present time.

(Omitted)

(After amendment)

According to the Target Company Press Release, to express an opinion on the Tender Offer Price, the Target Company requested Plutus Consulting Co., Ltd. (“Plutus Consulting”), which is a financial advisor and third party valuation institution independent from the Target Company, the Offeror and Integral, to calculate the value of the Target Company Shares and received the share valuation report from Plutus Consulting on October 13, 2016. It is also stated that Plutus Consulting, which is a financial advisor and third party valuation institution, is not a party related to the Target Company, the Offeror and Integral and does not have any notable material interest in the Tender Offer. It is also stated that the Target Company has not received a fairness opinion on Tender Offer Price from Plutus Consulting.

(Omitted)

It is also stated that the financial forecasts based on the business plan of the Target Company, which were used as the basis of calculation using the DCF method, are as provided below. It is also stated that such plan incorporates the impact of downward adjustment of earnings forecast disclosed by the Target Company in the announcement of “Notice regarding Differences between First Two-Quarter Performance Forecast and Actual Results and Revision of Full-Year Performance Forecast” on October 14, 2016 and “(Correction) Partial Correction to ‘Notice regarding Differences between First Two-Quarter Performance Forecast and Actual Results and Revision of Full-Year Performance Forecast’” on October 17, 2016. It is also stated that the financial forecasts provided below also include the business years in which significant increase or decrease in earnings is expected. It is also stated that specifically, in the fiscal year ending February 2017 and the fiscal year ending February 2018, a significant decrease in earnings is expected compared to the fiscal year immediately preceding each of such fiscal years mainly due to reasons such as slowdown in acquiring new customers in Fontaine business (Ready-Made) due to the entry of competitors and companies in different business into the low-end wig market and increase in shop-related costs and labor costs relating to the opening of new shops. It is also stated that between the fiscal year ending February 2019 and the fiscal year ending February 2021, a significant increase in earnings compared to the fiscal year immediately preceding each of such fiscal years is expected by taking measures such as attraction and retention of wig users through the after-services and expansion of business areas in Japan, opening of new Hair Club locations and strengthening of business towards female customers in the U.S., global expansion of Bosley, expansion of healthcare business and strengthening hair restoration business,

and meeting the diversified demands and strengthening of after-services in wig and hair growth markets. It is also stated that the synergy effects expected to occur upon implementation of Transaction are not added to the said financial forecasts because it was difficult to make specific estimation at the present time.

(Omitted)

- (v) Approvals from all directors without conflicts of interest and opinions from all statutory auditors without conflicts of interest in the Target Company to the effect that they have no objections

(Before amendment)

(Omitted)

It is also stated that based on the foregoing, the Target Company resolved at its board of directors meeting held on October 14, 2016 to express an opinion in support of the Tender Offer and to recommend to the Target Company's shareholders to tender their Target Company Shares in response to the Tender Offer, by a unanimous vote of all directors (i.e., 5 directors excluding Mr. Nemoto, who is Representative Director, Chairman and President of the Target Company, and Mr. Tsumura, who is Representative Director and Executive Vice President of the Target Company) who participated in the deliberation and resolution. It is also stated that by a unanimous vote of all directors (i.e., 5 directors excluding Mr. Nemoto, who is Representative Director, Chairman and President of the Target Company, and Mr. Tsumura, who is Representative Director and Executive Vice President of the Target Company), who participated in the deliberation and resolution, such board of directors meeting also resolved to leave the decision to the holders of Stock Acquisition Rights and Convertible Bonds as to whether or not to tender their Stock Acquisition Rights and Convertible Bonds in response to the Tender Offer due to the fact that (a) the decision has been made that the purchase price of Fourth Series Stock Acquisition Rights, Fifth Series Stock Acquisition Rights, Sixth Series Stock Acquisition Rights and Seventh Series Stock Acquisition Rights per stock acquisition right is 1 yen because the exercise price per Target Company Share with respect to such Stock Acquisition Rights (Fourth Series Stock Acquisition Rights: 972 yen, Fifth Series Stock Acquisition Rights: 1,381 yen, Sixth Series Stock Acquisition Rights: 1,571 yen and Seventh Series Stock Acquisition Rights: 1,088 yen) exceeded the Tender Offer Price (620 yen) as of the public announcement date of Tender Offer (October 14, 2016), (b) the decision has been made that the purchase price of Eighth Series Stock Acquisition Rights per stock acquisition right is 10,100 yen which is the difference (101 yen) between the Tender Offer Price and the exercise price per Target Company Share with respect to the Eighth Series Stock Acquisition Rights multiplied by 100 which is the number of Offeror Shares subject to one Eighth Series Stock Acquisition Rights because the exercise price per Target Company Share with respect to the Eighth Stock Acquisition Rights (519 yen) is lower than the Tender Offer Price, but the exercise period begins approximately 1 year and 8 months after the final day of Tender Offer Period, and (c) the price to purchase the Convertible Bonds is 1,453,280 yen which is the face value of Convertible Bonds in the amount of 5,000,000 yen after dividing by the conversion price valid as of the public announcement date of Tender Offer in the amount of 2,133 yen (2,344 shares) (rounding off anything less than 1 share) and multiplying by Tender Offer Price in the amount of 620 yen.

(Omitted)

(After amendment)

(Omitted)

It is also stated that based on the foregoing, the Target Company resolved at its board of directors meeting held on October 14, 2016 to express an opinion in support of the Tender Offer and to recommend to the Target Company's shareholders to tender their Target Company Shares in response to the Tender Offer, by a unanimous vote of all directors (i.e., 5 directors excluding Mr. Nemoto, who is Representative Director,

Chairman and President of the Target Company, and Mr. Tsumura, who is Representative Director and Executive Vice President of the Target Company) who participated in the deliberation and resolution. It is also stated that by a unanimous vote of all directors (i.e., 5 directors excluding Mr. Nemoto, who is Representative Director, Chairman and President of the Target Company, and Mr. Tsumura, who is Representative Director and Executive Vice President of the Target Company), who participated in the deliberation and resolution, such board of directors meeting also resolved to leave the decision to the holders of Stock Acquisition Rights and Convertible Bonds as to whether or not to tender their Stock Acquisition Rights and Convertible Bonds in response to the Tender Offer due to the fact that (a) the decision has been made that the purchase price of Fourth Series Stock Acquisition Rights, Fifth Series Stock Acquisition Rights, Sixth Series Stock Acquisition Rights and Seventh Series Stock Acquisition Rights per stock acquisition right is 1 yen because the exercise price per Target Company Share with respect to such Stock Acquisition Rights (Fourth Series Stock Acquisition Rights: 972 yen, Fifth Series Stock Acquisition Rights: 1,381 yen, Sixth Series Stock Acquisition Rights: 1,571 yen and Seventh Series Stock Acquisition Rights: 1,088 yen) exceeded the Tender Offer Price (620 yen) as of the public announcement date of Tender Offer (October 14, 2016), (b) the decision has been made that the purchase price of Eighth Series Stock Acquisition Rights per stock acquisition right is 10,100 yen which is the difference (101 yen) between the Tender Offer Price and the exercise price per Target Company Share with respect to the Eighth Series Stock Acquisition Rights multiplied by 100 which is the number of Target Company Shares subject to one Eighth Series Stock Acquisition Rights because the exercise price per Target Company Share with respect to the Eighth Stock Acquisition Rights (519 yen) is lower than the Tender Offer Price, but the exercise period begins approximately 1 year and 8 months after the final day of Tender Offer Period, and (c) the price to purchase the Convertible Bonds is 1,453,280 yen which is the face value of Convertible Bonds in the amount of 5,000,000 yen after dividing by the conversion price valid as of the public announcement date of Tender Offer in the amount of 2,133 yen (2,344 shares) (rounding off anything less than 1 share) and multiplying by Tender Offer Price in the amount of 620 yen.

(Omitted)