



October 30, 2017

Company Name: Ricoh Company, Ltd.
President and C.E.O.: Yoshinori Yamashita
(Code Number: 7752 First Section of the Tokyo Stock
Exchange, Nagoya Stock Exchange, Fukuoka Stock
Exchange, and Sapporo Securities Exchange)
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**Notice Regarding Conclusion of Agreement to Transfer Shares of
Rico Electronic Devices Co., Ltd.**

Ricoh announces that the Company concluded a share transfer agreement today following the resolution to transfer 80% of the outstanding shares of Rico Electronic Devices Co., Ltd. (referred to as Rico Electronic Devices from here), its consolidated subsidiary, to Nisshinbo Holdings Inc. (referred to as Nisshinbo Holdings from here), made at a Board of Directors' meeting held on October 30, 2017.

The transfer of the shares, which is subject to the approval of the relevant authorities, will eventually take place by around March 1, 2018. As a result of the share transfer, Rico Electronic Devices will be an affiliated company accounted for by using the equity method.

1. Purpose of the share transfer

Ricoh has been operating a device business including external sales for more than 30 years since the Company launched the business as one of its divisions in 1981. The division was separated through a company split and made a fresh start as Rico Electronic Devices on October 1, 2014. This initiative was undertaken to ensure that management decisions could be made rapidly, as Rico Electronic Devices operated in the semiconductor industry where significant changes were occurring. Leveraging CMOS analog technologies based on which pioneering devices were commercialized as a core competence, Rico Electronic Devices provides compact and energy-saving power management ICs for the mobile device market, high voltage, large current and high-performance ICs for the automotive and industrial markets, and compact and high-precision protection ICs for Li-ion batteries, among other products, thereby contributing to enhancing the added value of customers' products. In

addition, it provides high-spec image processing devices that contribute to the differentiation of imaging equipment such as printers and MFPs, namely Ricoh Group's core products. Ricoh Electronic Devices also offers Customer Owned Tooling (COT) services through processes customized to customer requests, making the most of their unique production technologies. Through these efforts, Ricoh Electronic Devices's products and services are highly rated.

Advocating RICOH Resurgent in the 19th Mid-Term Management Plan, a three-year plan that launched in fiscal 2017, the Company has been working on the implementation of structural reforms, the prioritization of growth businesses, and the reinforcement of management systems. Efforts have also been made to improve the competitiveness of the analog semiconductor business carried out by Ricoh Electronic Devices by introducing capital, resources and expertise through collaborations with operating companies in the same business.

Nisshinbo Holdings, whose subsidiaries include New Japan Radio Co.,Ltd., which operates its business with a focus on semiconductors and microwaves, provides a range of products such as general-purpose linear ICs and microwave equipment. Nisshinbo Holdings is working on growth strategies by allocating management resources selectively to automotive and super-smart society-related businesses under the slogan of taking challenges towards a new era of technological innovation and super-smart societies.

The share transfer has been agreed based on the decision that synergies generated by combining the expertise of the analog semiconductor business and the customer base developed and built by Nisshinbo Holdings and the analog semiconductor business of Ricoh Electronic Devices are effective for the sustainable growth and the increasing corporate value of Ricoh Electronic Devices in the future. The Company will transfer 80% of the outstanding shares of Ricoh Electronic Devices to Nisshinbo Holdings. Ricoh will continue to support our group company (an affiliated company accounted for by using the equity method), Ricoh Electronic Devices, through providing infrastructure services even after the shares have been transferred.

2. Overview of the changing subsidiary (Ricoh Electronic Devices Co., Ltd.)

(1) Corporate Name	Ricoh Electronic Devices Co., Ltd.		
(2) Head Office	13-1, Himemuro-cho, Ikeda-shi, Osaka 563-8501, Japan		
(3) Representative	Satoru Taji, President		
(4) Business	Development, manufacturing and sales of electronic device products, OEM design services for electronic devices, and OEM manufacturing services for electronic devices		
(5) Capital	100 million yen		
(6) Date of Establishment	June 2, 2014		
(7) Major Shareholders and Percentage of Shares Held	Ricoh Company, Ltd. 100%		
(8) Relationship with the Company	Capital relationship	Ricoh holds 100% shares	
	Personnel relationship	From Ricoh, 3 directors and 1 auditor to the Company	
	Transactional relationship	The Company provides electronic devices to Ricoh.	
(9) Operating results and financial position for the most recent three fiscal years (Millions of yen, unless otherwise noted)			
Fiscal year-end	Full year ended March, 2015	Full year ended March, 2016	Full year ended March, 2017
Net assets	10,265	10,319	9,155
Total assets	18,585	18,849	16,923
Net assets per share	51,325,256 yen	51,595,459 yen	45,775,054 yen
Net sales	12,638	24,895	23,086
Operating income	482	631	451
Ordinary income	580	662	754
Profit	398	495	536
Basic earnings per share	1,993,849 yen	2,478,312 yen	2,683,375 yen
Dividends per share	1,993,849 yen	7,478,312 yen	2,683,375 yen

* Operating results for Full year-end March 2015 is for the period starting from June 2nd, 2014 to March 31st, 2015 as this was the first financial year after establishment.

3. Overview of the party to which shares will be transferred

(1) Corporate name	Nisshinbo Holdings Inc.	
(2) Head Office	2-31-11, Ningyo-cho, Nihonbashi, Chuo-ku, Tokyo 103-8650, Japan.	
(3) President and Representative Director	Masaya Kawata	
(4) Main Business	Electronics, Automobile Brakes, Mechatronics, Chemicals, Textiles, Real Estate	
(5) Paid-in Capital	27,587 million yen (Mar. 2017)	
(6) Founded	Feb. 5, 1907	
(7) Net assets	275,753 million yen (as of March 31, 2017)	
(8) Total assets	646,288 million yen (as of March 31, 2017)	
(9) Major shareholder and shareholding ratio	(as of March 31, 2017)	
	The Master Trust Bank of Japan ,Ltd.	13.55%
	Japan Trustee Services Bank,Ltd.	10.88%
(10) Relationship with the Company	Capital relationship	None
	Personnel relationship	None
	Transactional relationship	None
	Status as a related party	None

4. Number of shares to be transferred, transfer price and ownership of shares before and after the transfer.

(1) Number of shares held before the transfer	200 shares (number of voting right: 200, equity ownership: 100%)
(2) Number of shares to be transferred	160 shares (number of voting right: 160, equity ownership: 80%)
(3) Transfer price	Transfer price is not disclosed due to an agreement with the company to which the shares will be transferred. Also, the transfer price was calculated upon mutual consultation. It was regarded as fair value at Ricoh's board meeting where external directors and external auditors were present.
(4) Number of shares to be held after the transfer	40 shares (number of voting right: 40, equity ownership: 20%)

5. Schedule

(1)Resolution of the Board of Directors	October 30, 2017
(2)Conclusion of agreement	October 30, 2017
(3)Share Transfer and Assignment of Receivables	March 1, 2018 (planned)

6. Future outlook

The impact of the share transfer has been deemed immaterial with respect to consolidated operating results. As for the forecast of consolidated operating results for the full year ending March 2018, please refer to the quarterly report for Q2 financial announcement ending March 2018.

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