

(Translation)

February 23, 2012

Dear Sirs,

Name of Company: SEGA SAMMY HOLDINGS INC.
 Name of Representative: Hajime Satomi,
 Chairman of the Board and Chief Executive Officer
 (Code No. 6460, Tokyo Stock Exchange 1st Section)
 Further Inquiry: Koichiro Ueda,
 General Manager of Group Executive Office and Group Communications Office
 (TEL: 03-6215-9955)

Notice of Acquisition of Shares in Phoenix Resort K.K.

Notice is hereby given that SEGA SAMMY HOLDINGS INC. (the “Company”) entered into a share purchase agreement with RHJ International S.A. (“RHJI”) to acquire all of the shares in Phoenix Resort K.K. (“PSR”) owned by RHJI and make PSR a subsidiary of the Company.

Description

1. Purpose of the share acquisition

By making PSR, the operator of the renowned “Phoenix Seagaia Resort” resort facilities comprised of hotels, spas, golf courses, restaurants and international conference halls, a Group company, the Company will obtain the know-how for operating large-scale facilities and will utilize this knowledge in order to further the Group’s aim to develop and operate resort complexes.

2. Outline of Phoenix Resort K.K.

(1) Trade name	Phoenix Resort K.K.	
(2) Location	3083 Aza Hamayama, O-Aza Shioji, Miyazaki-shi, Miyazaki	
(3) Representative	Kazuhiko Kawamoto (President and Representative Executive Officer)	
(4) Content of business	Operation of resort facilities, including hotels, spas, golf courses, restaurants and international conference halls	
(5) Capital	93.38 million yen	
(6) Established	December 27, 1988	
(7) Number of employees	992 (consolidated, as of March 31, 2011)	
(8) Principal shareholder and shareholding ratio	RHJ International S.A. 100%	
(9) Relationship with the Company	Capital Relationship	There is no capital relationship between the concerned party and the Company that should be disclosed. In addition, there is no significant capital relationship between the related parties or affiliates of the concerned party and related parties or affiliates of the Company.

	Personnel Relationship	There is no personnel relationship between the concerned party and the Company that should be disclosed. In addition, there is no significant personnel relationship between the related parties or affiliates of the concerned party and related parties or affiliates of the Company.
	Business Relationship	There is no business relationship between the concerned party and the Company that should be disclosed. In addition, there is no significant business relationship between the related parties or affiliates of the concerned party and related parties or affiliates of the Company.

(10) Consolidated operating results and financial position for the immediately preceding three years

Settlement Date	Year ended March 2009 (millions of yen)	Year ended March 2010 (millions of yen)	Year ended March 2011 (millions of yen)
Net Sales	12,327	11,225	9,692
Operating Income	(591)	475	(38)
Ordinary Income	(1,012)	108	(244)
Net Income	(1,630)	520	(247)
Total Assets	12,087	11,609	10,615
Net Assets	2,215	3,132	2,884

3. Outline of the seller

(1) Trade name	RHJ International S.A.	
(2) Location	Avenue Louise 326, 1050 Brussels, Belgium	
(3) Representative	Leonhard Fischer (Chief Executive Officer)	
(4) Content of business	Financial Services	
(5) Capital	604.6 million euro (As of December 31, 2010)	
(6) Established	June 28, 2004	
(7) Relationship with the Company	Capital Relationship	There is no capital relationship between the concerned party and the Company that should be disclosed. In addition, there is no significant capital relationship between the related parties or affiliates of the concerned party and related parties or affiliates of the Company.
	Personnel Relationship	There is no personnel relationship between the concerned party and the Company that should be disclosed. In addition, there is no significant personnel relationship between the related parties or affiliates of the concerned party and related parties or affiliates of the Company.
	Business Relationship	There is no business relationship between the concerned party and the Company that should be disclosed. In addition, there is no significant business relationship between the related parties or affiliates of the concerned party and related parties or affiliates of the Company.
	Relevant Facts Concerning Related Parties	The concerned party does not fall under the related parties of the Company. The related parties and affiliates of the concerned party also do not fall under the related parties of the Company.

4. Number of shares to be acquired, acquisition prices and the numbers of shares held before and after the acquisition

(1) Number of shares held before the acquisition:	0 shares (number of voting rights: 0; shareholding ratio: 0%)
(2) Number of shares to be acquired	198,400 shares (number of voting rights: 198,400; ratio to the number of shares outstanding: 100%; acquisition price: 400 million yen (Note))
(3) Number of shares held after the acquisition	198,400 shares (number of voting rights: 198,400; shareholding ratio: 100%)

(Note) In addition to the 400 million yen acquisition price of the shares, the Company plans to lend 5,414 million yen to PSR for the repayment of its loans.

5. Future outlook

In accordance with the acquisition of the shares, the Company expects goodwill (or negative goodwill) to emerge in the consolidated financial statements. However, the monetary amount of goodwill (or negative goodwill) is yet to be determined. As of now, the acquisition of the shares will have no significant impact on the whole-year consolidated operating results of the Company for year ending March 31, 2012.

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