

December 21, 2016

To Whom It May Concern:

Company Name: JDL Technical Inc.
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**Notice Regarding Results of Tender Offer for Shares of
Japan Digital Laboratory Co., Ltd. (Securities Code: 6935)**

We would like to announce that a tender offer for the common stock of Japan Digital Laboratory Co., Ltd. (Code No.: 6935, First Section of Tokyo Stock Exchange, Inc.; the “Target Company”) (the “Target Company Shares”) pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; the “Act”) (the “Tender Offer”), which had been conducted by JDL Technical Inc. (the “Tender Offeror”) since November 1, 2016 following its decision made on October 31, 2016 to acquire the Target Company Shares through the Tender Offer, ended on December 20, 2016, as detailed below:

1. Overview of the Tender Offer
 - (1) Name and location of the Tender Offeror
JDL Technical Inc.
2-3, Shinsuna 1-chome, Koto-ku, Tokyo
 - (2) Name of the Target Company
Japan Digital Laboratory Co., Ltd.
 - (3) Type of shares to be purchased
Common stock
 - (4) Number of shares to be purchased in the Tender Offer

Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
20,805,116 shares	10,902,600 shares	— shares

(Note 1) If the total number of tendered shares is less than the minimum number of shares to be purchased (10,902,600 shares), none of the tendered shares will be purchased by the Tender Offeror. If the total number of tendered shares is the minimum number of shares to be purchased (10,902,600 shares) or more, all tendered shares will be purchased by the Tender Offeror.

(Note 2) The number of shares to be purchased is the largest number of the Target Company Shares to be acquired by the Tender Offeror through the Tender Offer (20,805,116 shares). The largest number is the number of shares (20,805,116 shares) calculated by deducting from the total number of the issued shares of the Target Company as of September 30, 2016 (33,952,089 shares), as described in the “Summary of Financial Statements for the Second Quarter of the Fiscal Year Ending March 2017 [Japanese Standard] (Consolidated)” published by the Target Company on October 31, 2016 (the “Summary of the Target Company’s Second Quarter Financial Statements”), the number of treasury shares owned by the Target Company as of that day (47,073 shares), and the number of the Target Company Shares owned by the Tender Offeror as of the filing date of this document (13,099,900

shares).

(Note 3) Shares constituting less than a whole unit will also be subject to the Tender Offer. The Target Company may purchase its own shares in accordance with statutory procedures during the tender offer period from any shareholder who exercises the right under the Companies Act to require the Target Company to purchase shares constituting less than a whole unit.

(Note 4) The Tender Offeror has no plans to acquire any treasury shares owned by the Target Company through the Tender Offer.

(5) Tender offer period

a. Tender offer period as of the time of filing of the tender offer registration statement (Japan standard time)
From Tuesday, November 1, 2016 through Tuesday, December 20, 2016 (34 business days in Japan)

b. Possible extension of the tender offer period based on the Target Company's request
Not applicable.

(6) Tender offer price

2,420 yen per share of common stock

2. Results of the Tender Offer

(1) Whether the Tender Offer ended in success

The Tender Offer is subject to the condition that if the total number of tendered shares is less than the minimum number of shares to be purchased (10,902,600 shares), none of the tendered shares will be purchased by the Tender Offeror. However, since the total number of tendered shares (18,917,788 shares) has reached the minimum number of shares to be purchased (10,902,600 shares) or more, the Tender Offeror will purchase all tendered shares, as described in the public notice of the Tender Offer and the tender offer registration statement.

(2) Date of public notice of the results of the Tender Offer and name of newspaper for public notice

Pursuant to Paragraph 1 of Article 27-13 of the Act, the results of the Tender Offer were released to the media on December 21, 2016 in a manner set forth in Article 9-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer (Ordinance of the Ministry of Finance No. 38 of 1990, as amended; the "TOB Order").

(3) Number of shares purchased

Type of shares	a. Number of shares offered	b. Number of shares purchased
Shares	18,917,788 shares	18,917,788 shares
Stock acquisition rights	— shares	— shares
Bonds with stock acquisition rights	— shares	— shares
Trust beneficiary certificates for shares ()	— shares	— shares
Depository receipts for shares ()	— shares	— shares
Total	18,917,788 shares	18,917,788 shares
(Total number of dilutive shares)	—	(— shares)

(4) Ownership percentage of shares after the Tender Offer

Number of voting rights represented by shares owned by the Tender Offeror before the Tender Offer	130,999 units	(Ownership percentage of shares before the Tender Offer: 38.64%)
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Number of voting rights represented by shares owned by specially related parties before the Tender Offer	14,303 units	(Ownership percentage of shares before the Tender Offer: 4.22%)
Number of voting rights represented by shares owned by the Tender Offeror after the Tender Offer	320,176 units	(Ownership percentage of shares after the Tender Offer: 94.43%)
Number of voting rights represented by shares owned by specially related parties after the Tender Offer	0 units	(Ownership percentage of shares after the Tender Offer: 0.00%)
Total number of voting rights of all shareholders of the Target Company	338,524 units	

(Note 1) “Number of voting rights represented by shares owned by specially related parties before the Tender Offer” and “Number of voting rights represented by shares owned by specially related parties after the Tender Offer” are the total number of voting rights represented by shares owned by each specially related party (except for those who are excluded from the specially related parties pursuant to Item 1 of Paragraph 2 of Article 3 of the TOB Order in the calculation of the ownership percentage of shares under each item of Paragraph 1 of Article 27-2 of the Act).

(Note 2) “Total number of voting rights of all shareholders of the Target Company” is the number of voting rights of all shareholders as of September 30, 2016, as described in the 49th Fiscal Year Second Quarterly Report filed by the Target Company on November 14, 2016. However, because shares constituting less than a whole unit are also subject to the Tender Offer, “Ownership percentage of shares before the Tender Offer” and “Ownership percentage of shares after the Tender Offer” are calculated using the number of voting rights (339,050 units) with respect to the number of shares (33,905,016 shares), obtained by deducting the number of treasury shares held by the Target Company as of September 30, 2016 (47,073 shares), as described in the Summary of the Target Company’s Second Quarter Financial Statements, from the total number of the issued shares as of that day (33,952,089 shares), as described in the Summary of the Target Company’s Second Quarter Financial Statements, as the denominator.

(Note 3) “Ownership percentage of shares before the Tender Offer” and “Ownership percentage of shares after the Tender Offer” are rounded to the nearest hundredth of a percent.

(5) Calculation in the case of a tender offer by the proportional method
Not applicable.

(6) Method of settlement

a. Name and location of head office of financial instruments business operators and banks, etc. that will settle the Tender Offer

Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

5-2, Marunouchi 2-chome, Chiyoda-Ku, Tokyo

kabu.com Securities Co., Ltd. (the sub-agent)

3-2, Otemachi 1-chome, Chiyoda-Ku, Tokyo

b. Commencement date of settlement

December 28, 2016 (Wednesday)

c. Method of settlement

A notice of purchases through the Tender Offer will be mailed to the address or location of tendering shareholders (or their standing proxy in the case of foreign shareholders) without delay after the end of the tender offer period. The sub-agent will deliver it in an electromagnetic manner through a screen after login.

Purchases will be made in cash. The tender offer agent or the sub-agent will, in accordance with the instructions of tendering shareholders (or their standing proxy in the case of foreign shareholders), remit the price for shares sold in the Tender Offer without delay after the commencement date of settlement to the account designated by the tendering shareholders (or their standing proxy in the case of foreign shareholders).

3. Policies after the Tender Offer and future outlook

There has been no change in the contents of the “Notice Regarding Commencement of Tender Offer for Shares of Japan Digital Laboratory Co., Ltd. (Securities Code: 6935)” published by the Tender Offeror on October 31, 2016.

4. Place where copy of tender offer report is kept for public inspection

JDL Technical Inc.

2-3, Shinsuna 1-chome, Koto-ku, Tokyo

Tokyo Stock Exchange, Inc.

2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo