



August 19, 2011

*This notice is a summary translation of the original Japanese timely disclosure release dated August 3, 2011 and is for reference purposes only. In case of any discrepancy, the original Japanese version shall prevail.*

MACROMILL, INC.  
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### **Notice of Determination of the Terms of Issuance of Euro Yen Zero Coupon Convertible Bonds due 2014**

MACROMILL, INC. (the “Company”) is pleased to announce the determination of terms of the issuance of Zero Coupon Convertible Bonds due 2014 (the “Bonds with Stock Acquisition Rights”, among which the bonds only shall be referred to as the “Bonds” and the stock acquisition rights only shall be referred to as “Stock Acquisition Rights” hereinafter) in accordance with the resolution at the meeting of the Board of Directors held on August 3, 2011, as follows.

#### Description

1. Amount of asset to be contributed to capital upon exercise of a Stock Acquisition Right	Equal to principal amount of the Bond
2. Conversion Price	¥972
(For reference)	
Share price, etc. on Pricing Date (August 3, 2011)	
(a) Share price on the Tokyo Stock Exchange (closing price)	¥864
(b) Premium	
$[(\text{conversion price})/(\text{share price}(\text{closing price}))-1] \times 100$	12.5%

Disclaimer: This press release is intended as general information regarding the Company’s issuance of the Bonds. This announcement does not constitute an offer of, or the solicitation of an offer to buy or subscribe for, the Bonds or the Shares issuable upon exercise of, or upon acquisition by the Company of, the Stock Acquisition Rights in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Bonds and the Shares issuable upon exercise of, or upon acquisition by the Company of, the Stock Acquisition Rights have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account of, U.S. persons (as defined in Regulation S of the Securities Act (“Regulation S”)).

(For reference) Overview of Euro Yen Zero Coupon Convertible Bonds due 2014

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| (1) Aggregate issue amount of the Bonds   | 5,000,000,000 yen plus the aggregate principal amount of the Bonds related to the replacement Bonds with Stock Acquisition Rights   |
| (2) Date of resolution for the issue  | August 3, 2011  |
| (3) Date of allocation of Stock Acquisition Rights and Closing Date for the Bonds | August 19, 2011 (London time, same hereinafter unless otherwise noted)  |
| (4) Exercise period of Stock Acquisition Rights                                   | <p>Each Stock Acquisition Right may be exercised at any time during the period from, and including, 2 September 2011 to, and including, the close of business (at the place where the Stock Acquisition Right is to be exercised) on 5 August 2014. However,</p> <p>(i) if the relevant Bond shall have been called for redemption, then up to the close of business on the third Tokyo Business Day; or</p> <p>(ii) if the relevant Bond shall have been purchased and cancelled by the Company, then up to the time when such Bond is so cancelled; or</p> <p>(iii) if the relevant Bond shall become due and repayable, then up to the time when such Bond becomes so due and repayable, provided that:</p> <p>(a) in no event shall the Stock Acquisition Rights be exercised after 5 August 2014;</p> <p>(b) if an Acquisition Notice has been duly given by the Company, the Stock Acquisition Rights may not be exercised for the period from and including the Determination Date to and including the Acquisition Option Date;</p> <p>(c) the Stock Acquisition Rights may not be exercised for such period as may be designated by the Company, which period may not exceed 30 days, and which period shall end on a date not later than 14 days after the Corporate Event Effective Date if the Company reasonably determines that</p> |

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such suspension is necessary in order to consummate the relevant transaction in compliance with these Conditions; and

(d) the Stock Acquisition Right may not be exercised during such period whereby the relevant Stock Acquisition Date (or, if the Stock Acquisition Date would not be a Tokyo Business Day, the immediately following Tokyo Business Day) would fall on a date falling within any Shareholder Determination Date Restriction Period (as defined below); provided that if there is a change to the mandatory provisions of Japanese law and regulation or practice relating to the delivery of shares upon exercise of stock acquisition rights through book-entry transfer system established pursuant to the Book-Entry Law, the definition of Shareholder Determination Date Restriction Period may be amended to the extent permitted by applicable law by the Company to reflect such change in law, regulation or practice.

(5) Maturity date

August 19, 2014

(6) Information regarding potential dilution of common shares

The ratio of the number of potential dilutive shares from exercise of the Stock Acquisition Rights to the number of common shares issued is estimated to be 10.95% as of August 3, 2011.

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