



Secondary Offering of Shares outside Japan and Change in Major Shareholders

February 6, 2012 —SCSK Corporation (the “Company”) hereby announces that the Company’s board of directors resolved certain matters relating to the secondary offering of shares of the Company outside Japan (the “Offering”), as follows. The company also announces the change in its major shareholder expected due to the Offering. In addition, the Company was notified by the seller, ACA Investments Godo Kaisha (“ACA”) that they are considering the sale of all the remaining shares held by them after the Offering to an investor with the intention of continued holding.

I . The Offering

1. Details of the offering

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|---|---|
| (1) Class and Number of Shares to be Sold | 10,800,000 Shares of common stock of the Company (Seller: ACA) |
| (2) Selling Price | To be determined
(It will be determined on any day from Monday, February 6, 2012 to Wednesday, February 8, 2012 (GMT) (the “Pricing Date”) taking into account the market price of the shares of common stock of the Company, market demand and other factors.) |
| (3) Aggregate Selling Price | To be determined |
| (4) Selling Method | Deutsche Bank AG, London Branch and Nomura International plc (“Underwriters”) will purchase and underwrite all of the shares in order to offer them outside Japan, but not in the United States or Canada and mainly in Europe. Deutsche Bank AG, London Branch will be the Sole Bookrunner for the offering. |
| (5) Subscription Period | From the Pricing Date through 8:00 am on the following business day (JST) |
| (6) Delivery Date | 3 business days after the Pricing Date (JST) |

Note: This press release has been prepared for the sole purpose of announcing to the public certain matters relating to the secondary offering of the Company’s shares, and not for the purpose of inducing any investment. This press release is not an offer of any securities of the Company for sale in Japan, the United Kingdom or the United States nor shall it constitute an invitation or inducement to engage in investment activity or financial promotion for purposes of the Financial Services and Markets Act 2000 of the United Kingdom. This press release is being communicated in the United Kingdom only in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply. The securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. No offering of securities in the United States will be made in connection with the offering described herein.

(7) Other Matters

The Selling Price and any other matters necessary for the Offering shall be determined at the discretion of Chairman & CEO of the Company. Stabilization will not be conducted in connection with the Offering.

(Reference)

(1) Lock-up

In connection with the Offering, Sumitomo Corporation, our large shareholder, has agreed with the Underwriters not to sell or otherwise enter into certain transactions with respect to shares of the Company without prior written consent of the Underwriters, during the period commencing on the Pricing Date and ending on April 30, 2012 (the "Lock-up Period").

In addition, in relation to the Offering, the Company has agreed with the Underwriters not to issue shares of the Company, or issue any other securities convertible or exchangeable to shares of the Company, and not to act to the similar effect without prior written consent of the Underwriters, during the Lock-up Period.

In each case above, the Underwriters may, at their sole discretion, waive any restrictions described above, in whole or in part, during the Lock-up Period.

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II. Change in major shareholders

1. Background

Change in the Company's major shareholders are expected due to the Offering described in " I . The Offering".

2. Overview of the major shareholder subject to change

(1)Name	ACA Investments Godo Kaisha
(2)Address	Hirakawacho 2-16-15, Chiyoda-ku, Tokyo
(3)Representative	ACA Inc. (Toshiyasu Horie, Managing Partner)
(4)Major Business	Holding and disposal of the Company's shares and stock acquisition rights, investment business
(5)Capital	¥3,000,000

3. Number of voting rights (shares) and percentage of voting rights held by the major shareholder subject to change

	Number of voting rights (Number of shares held)	Percentage to number of voting rights of all shareholders	Rank among major shareholders
Before change	120,000 (12,000,000 shares)	11.74%	Second
After change	12,000 (1,200,000 shares)	1.17%	Fifth

※ Number of shares without voting rights, which is deducted from the number of outstanding shares:
4,118,221 shares

Number of shares outstanding as of October 1, 2011: 108,016,403 shares

Common stock: 107,986,403 shares

Class A (no voting rights): 15,000 shares

Class B (no voting rights): 15,000 shares

※ Percentage to number of voting rights of all shareholders is calculated based on the number of voting rights of the Company as of October 1, 2011 (1,021,762 voting rights).

※ Rank among major shareholders is assumed based on the list of Company's shareholders as of October 1, 2011 (treasury shares excluded).

※ As mentioned in this press release, the Company was notified by the major shareholder that, in addition to the Offering, they are considering the sale of the all remaining shares held by them to an investor with intention of continued holding .

4. Scheduled date for change

The Delivery Date (3 business days after the Pricing Date) for the Offering as described in " I . The Offering"

5. Impact on earnings

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This change is not projected to have any material impact on future earnings.

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