



Toyo Seikan to Acquire Stolle Machinery Company

September 30, 2011



Terms of the Transaction

Description of the Transaction	Acquisition of Stolle Machinery Company, LLC (“Stolle”), an industry leader in can and end making machinery (the “Transaction”)
Transaction Structure	Reverse cash merger whereby Can Machinery Holdings, Inc., which indirectly holds all shares of Stolle, will merge with TSK Merger Corporation, a special-purpose vehicle established by Toyo Seikan in the United States of America, upon which Stolle will become a wholly owned subsidiary of Toyo Seikan
Signing of Definitive Agreement	September 30, 2011 (Japan Time)
Transaction Value	Approximately \$775 million dollars (approximately 59.7 billion yen) ⁽¹⁾
Funding	Combination of cash and bank loans
Closing Condition	Closing of the Transaction is subject to, among other conditions, receiving competition law approvals in relevant countries, upon which the merger and payment of consideration will take place
Anticipated Closing Date	Prior to the end of December 2011

(1) Converted with \$1 = ¥77



Stolle Overview

Company Name

Stolle Machinery Company, LLC

Headquarters

Centennial, Colorado, United States of America

Business Description

Development, manufacture and supply of can and end making machinery, equipment, and related services

Stolle is an industry leader in the major can and end making machinery products, and has a global footprint with a robust customer base composed of major global can makers

Sales

\$246 million dollars (FY2010)

Foundation

1870 (as Stolle since 2004)

Major Shareholders

Funds managed by GSO Capital Partners LP and others

Number of Employees

421 (as of December 31, 2010)

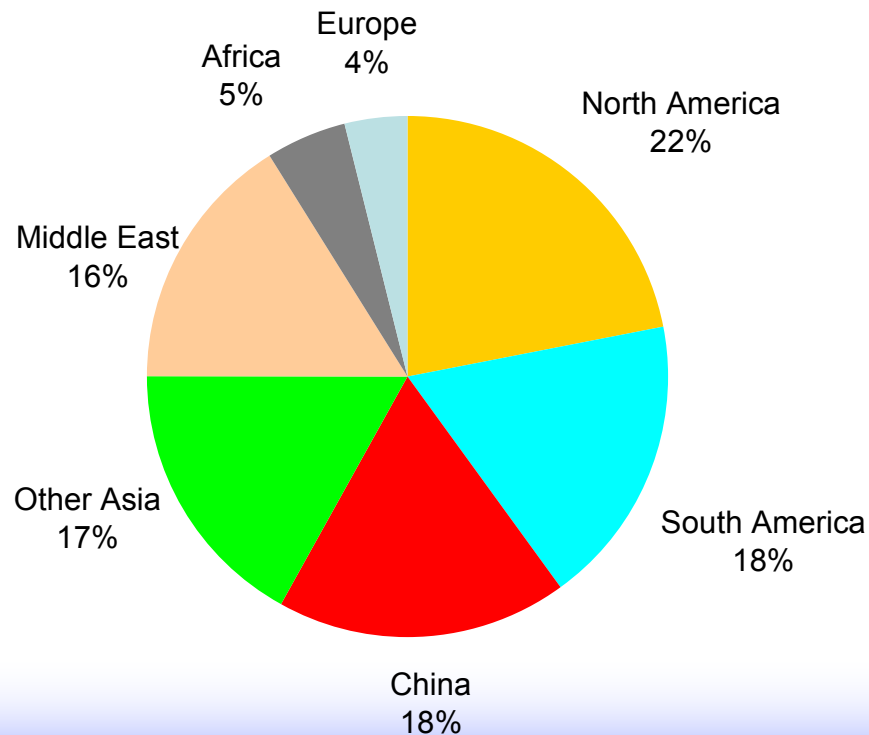
Stolle Overview (cont'd)

Stolle has a global footprint with sales in developed markets such as North America and Europe as well as in emerging markets including the Middle East, Latin America, Asia and Africa where significant growth is expected

Strong customer base of global can makers

Industry leader in the major can and end making machinery products

Geographical Breakdown of Stolle Sales (FYE Dec. 2010)



- Manufacturing locations in U.S. (5 sites) and Brazil
- Sales offices / service centers, etc. in U.K., Middle East and Asia

Stolle's Product Line (Can Making Machinery)



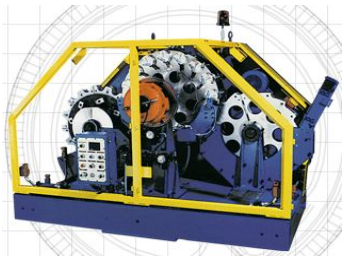
Bodymakers



Decorator/Basecoater



Inside Spray
Machines



Light Testers



Embosser



Microflex
Systems



Spray
Machines



Cupping
Systems



Draw-
Redraw

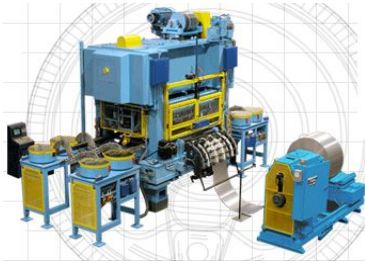


Food
Systems



Alignment
Gauge

Stolle's Product Line (End Making Machinery)



Shell
Systems



End Liners



Score Repair
Systems

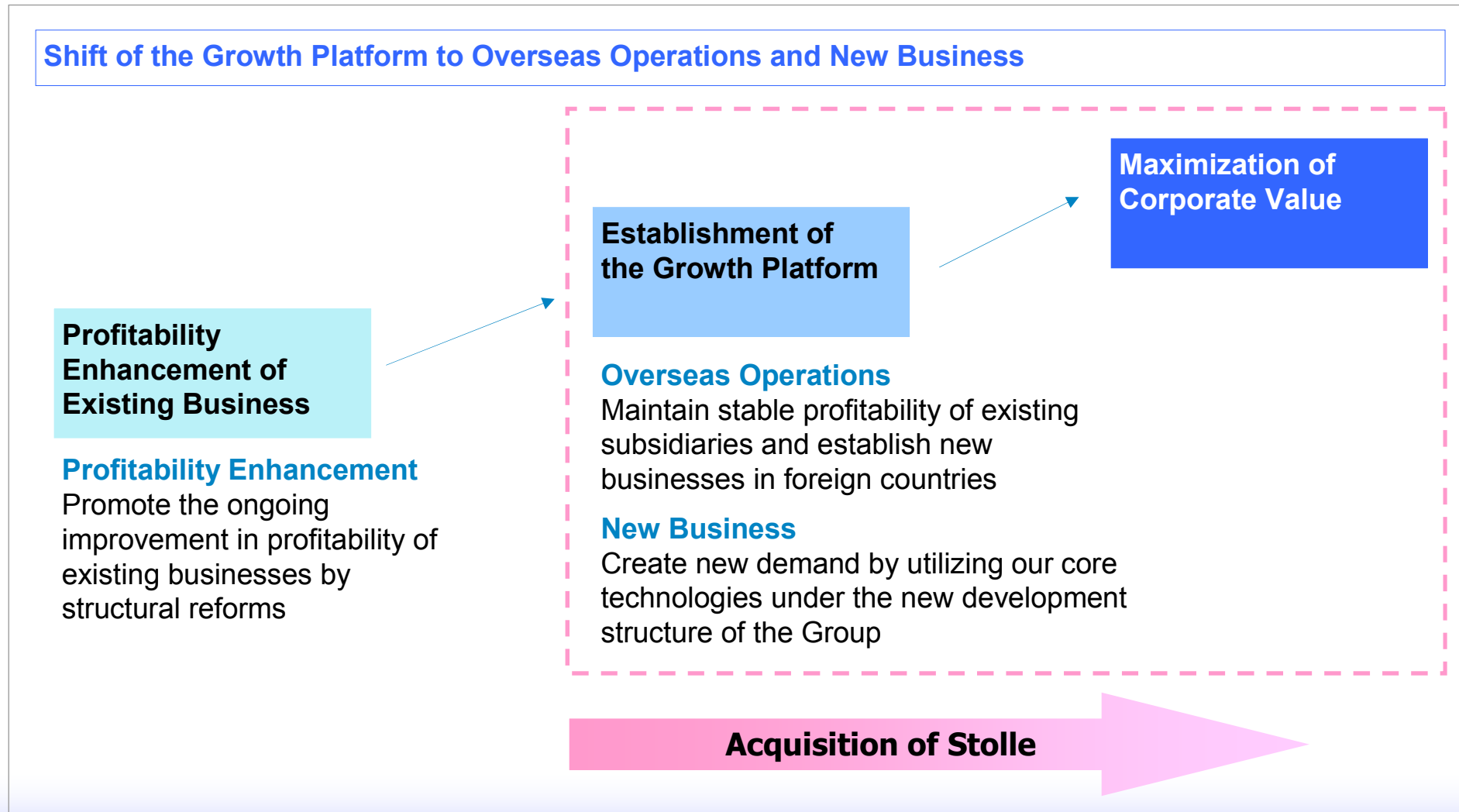


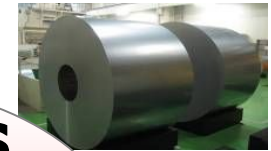
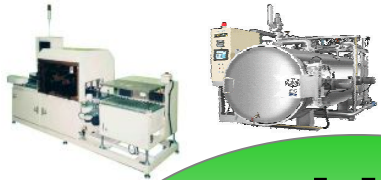
Testing & Inspection



Conversion Systems

Toyo Seikan's Mid-Term Plan FY2010 - FY2012





Machinery

Fabrication and installation of machinery, Moulds

Materials

Laminated plates
Can stocks, Coils
Import - Export

Packaging

Metal containers
Plastic containers



Closures



Paper packages

Glass bottles

Logistics

Warehousing, Transportation, Logistics systems, Handling



Other

Recycling, Films, Frits, Insurance, Real Estate





Strategic Rationale for the Transaction

(1) Make a preparatory step for future development of Overseas Operations

(2) Establish a robust vertically structured business model between packaging and machinery businesses

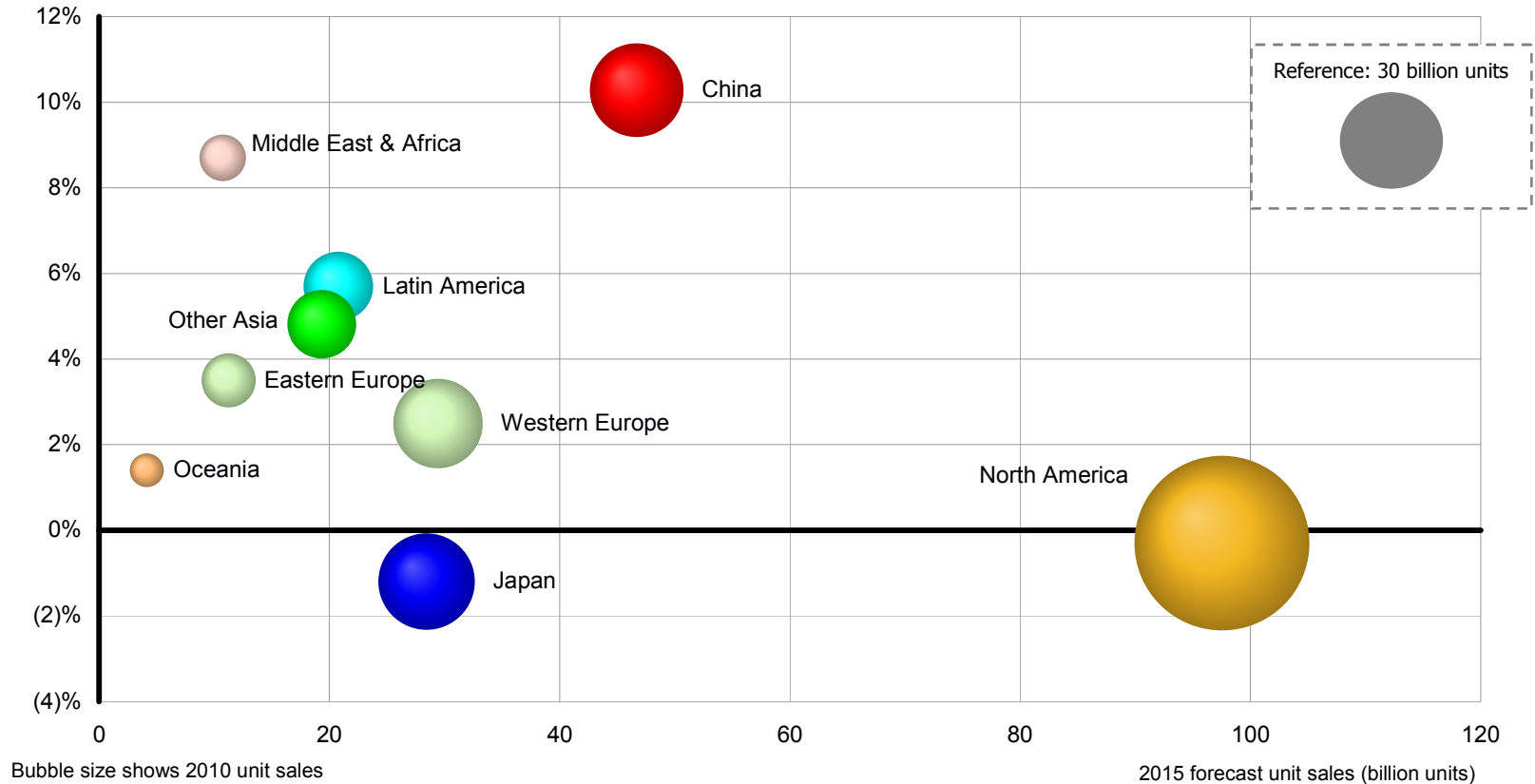
(3) Create synergies with Toyo Seikan's existing machinery business

Global Can Demand Forecast

The can making industry is expected to grow, especially in emerging markets

Beverage can demand growth forecast through 2015

Forecast CAGR 2010–2015 (Unit sales basis %)

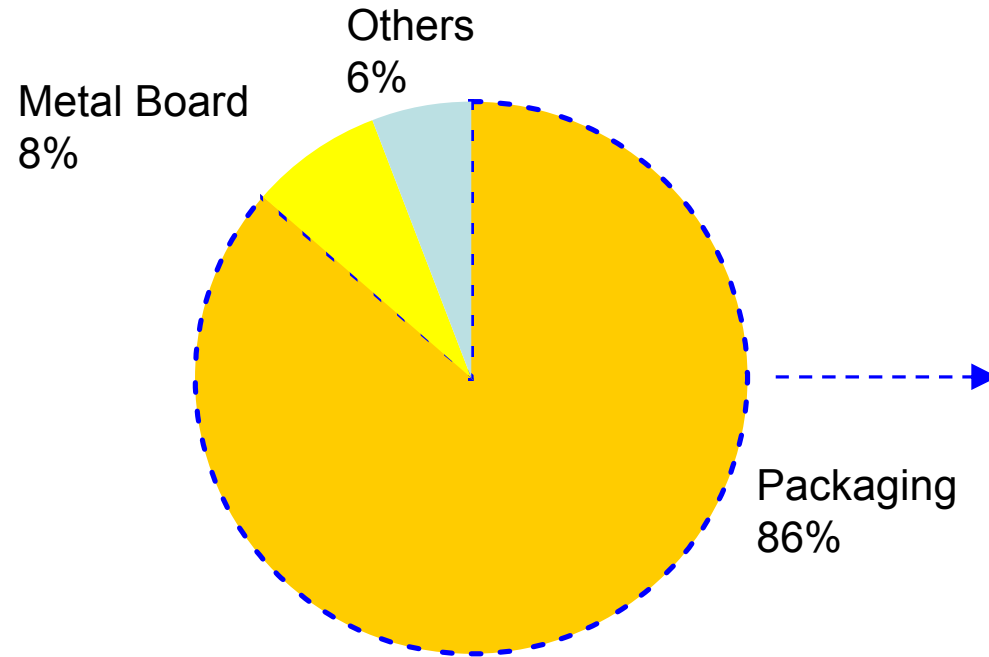


Source Toyo Seikan forecast based on various data

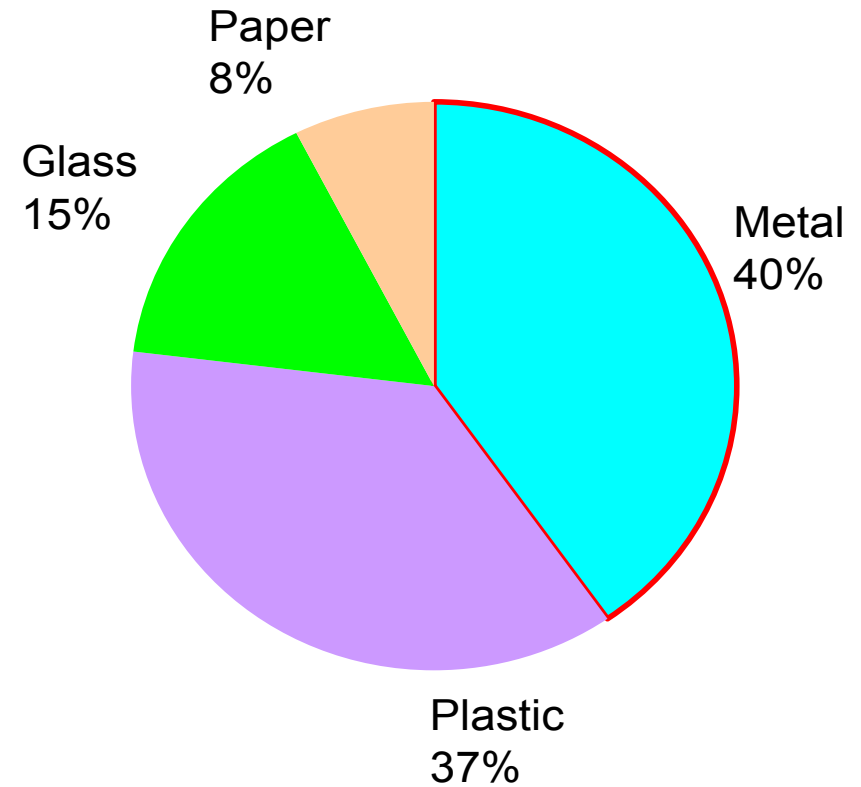
Strategic Rationale for the Transaction (cont'd)

Business Composition of Toyo Seikan Group

Sales Breakdown by Business Segment
(Consolidated) (FY2010)

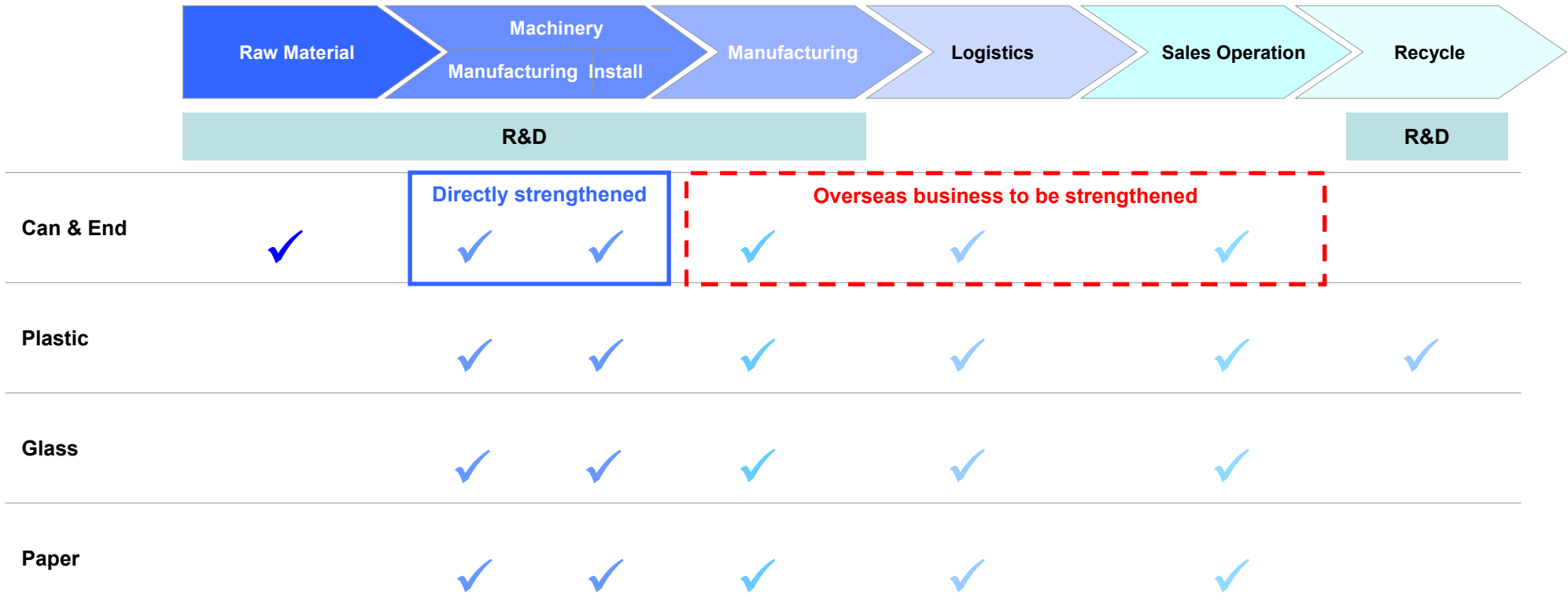


Packaging Sales Breakdown by Material
(Consolidated) (FY2010)



Strategic Rationale for the Transaction (cont'd)

TOYO SEIKAN GROUP'S VALUE CHAIN (1)



 Directly strengthened through the transaction

 Overseas packaging business expansion expected by making effective use of Stolle's business platform

(1) Check-marked areas are currently conducted by Toyo Seikan Group



Post Acquisition Management Policy

Toyo Seikan is committed to supporting the continued growth and enhancement of Stolle's existing operations, products and technology

Toyo Seikan will continue supporting Stolle's business and management independence to respect Stolle's current relationships with its key clients



Forward-Looking Statements

This material contains forward-looking statements that are not historical facts and are subject to risks and uncertainties that could cause actual results to differ materially from those described. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Forward-looking statements in this material include statements regarding the anticipated benefits of the Transaction; statements regarding the anticipated timing of filings and approvals relating to the Transaction; statements regarding the expected timing of the completion of the Transaction; and statements of assumptions underlying any of the foregoing. All forward-looking statements are based largely on current expectations and beliefs concerning future events, approvals and transactions that are subject to substantial risks and uncertainties. Factors that may cause or contribute to the actual results or outcomes being different from those contemplated by forward-looking statements include, but are not limited to: risks and uncertainties associated with this Transaction, including uncertainties as to the timing of the Transaction, the possibility that various closing conditions (including obtaining competition law approvals in the relevant countries) for the Transaction may not be satisfied, changes in general economic circumstances surrounding or affecting Toyo Seikan's business, amendments of applicable laws and regulations and changes in the exchange rate. The forward-looking statements made in this material are made only as of the date of this material, and Toyo Seikan undertakes no obligation to amend or update them to reflect subsequent events or circumstances.