

December 6, 2011

FOR IMMEDIATE RELEASE

Company Name: Oriental Land Co., Ltd.
Representative: Kyoichiro Uenishi,
Representative Director and President
(TSE Code 4661 1st Section)

Announcement concerning the disposal of treasury stock by third-party allotment

Oriental Land Co., Ltd. (“the Company” or “Oriental Land”) today resolved to dispose of treasury stock by means of third-party allotment. This resolution was made during a meeting of the Company’s Board of Directors held on December 6, 2011. The details are as follows.

1. Overview of the disposal

(1)	Date of disposal	December 22 (Thursday), 2011
(2)	Number of shares being disposed of	300,600 common shares
(3)	Price per share	¥7,982 per share
(4)	Total funds being procured	¥2,399,389,200
(5)	Subscription/disposal method	Third-party allotment
(6)	Allottee	Trust & Custody Services Bank, Ltd. (Trust Account)
(7)	Other	The above items are subject to the coming into effect of a notification as prescribed under the Financial Instruments and Exchange Act.

2. Purpose and reasons for the disposal

At today’s Board of Directors’ meeting, a resolution was made to introduce an employee stock ownership plan (ESOP) that is linked to the Oriental Land Employee Shareholding Association (“the Shareholding Association”) (“the Plan”) with a view to enhancing the welfare of the Company’s employees, increasing their motivation toward work, and raising their awareness of the Company’s stock price performance through the steady provision of Oriental Land shares to the Shareholding Association and distribution of the profits generated by the administration of trust assets so as to improve the Company’s corporate value. (For an overview of the Plan, please refer to the press release of December 6 entitled “Announcement concerning the adoption of an Employee Shareholding Association-type Employee Stock Ownership Plan (ESOP).”) This disposal of treasury stock is to be executed through third-party allotment to the Trust & Custody Services Bank, Ltd. (Trust Account) (a re-entrustee that is re-entrusted by Mizuho Trust & Banking Co., Ltd., which is the trustee of the trust to execute the Plan (“the Trust”)) that is being set up in connection with the introduction of this Plan for the purpose of handling the ownership and disposal of company stock.

3. Amount, use, and anticipated timing of use of funds procured

(1) Amount of funds being procured (estimated net amount after expenses, etc.)

Total amount of disposal	Estimated issue expenses	Estimated net amount after expenses
¥2,399,389,200	—	¥2,399,389,200

(2) Specific use of the funds

The above net amount after expenses of ¥2,399,389,200 will be appropriated, in their entirety, for merchandise procurement in the Theme Park Segment from December 22, 2011 to March 31, 2012.

The funds will be managed in the Company's bank account until they are used for the above purpose.

4. View on reasonableness of use of funds

Oriental Land believes that the planned use of the funds procured is reasonable, as it will contribute to the operation of the company's business.

5. Reasonableness of disposal terms and conditions

(1) Basis for and details of calculation of amount to be paid

The amount to be paid per share is set at ¥7,982, which is the average closing price, rounded down to the nearest yen, of Oriental Land's shares on the Tokyo Stock Exchange in the three months leading up to the business day immediately preceding the board meeting at which the resolution for this disposal was made (from September 6, 2011 to December 5, 2011).

The reason for using the average share price over the three months leading up to the business day immediately preceding the board meeting is because the Company believes that choosing the average share price over a given period rather than the share price at a particular point in time removes extraordinary factors such as the impact of temporary share price fluctuations, and is therefore a highly objective and reasonable basis for calculating the amount to be paid.

Specifically, the Company posted losses in the first quarter of the fiscal year ending March 31, 2012 due to the impact of the earthquake disaster, but then achieved its highest ever second quarter earnings, demonstrating a significant earnings fluctuation over the short term. It was therefore judged that it would be reasonable to use the average closing price over three months including the period after financial results were announced for the first quarter of the fiscal year ending March 31, 2012, rather than using solely the share prices recorded after financial results were announced for the second quarter of the fiscal year. The average closing price over six months or one month were not adopted, as the former would include the period when the share prices were strongly influenced by the Great East Japan Earthquake and the latter would reflect only the share prices after the announcement of the second quarter results of the fiscal year.

The price per share of ¥7,982 represents a 0.72% discount rate on the closing price (¥8,040) of Oriental Land's shares on the business day immediately preceding the board meeting resolution, a 2.00% discount rate on the average closing price (¥8,145) rounded down to the nearest yen for the one-month period that precedes the business day immediately before the board meeting resolution, and a premium of 5.76% to the average closing price (¥7,547) rounded down to the nearest yen for the six-month period preceding the business day before the board meeting. Oriental Land therefore believes that the price is reasonable and is not especially favorable to the company.

In addition, the board of auditors (of the four auditors, three are outside auditors) expressed their consensus opinion that the above amount to be paid per share is objective and rational in that it eliminates arbitrariness and the price was not especially favorable to the company.

(2) Basis for assessing that the number of shares being disposed of and level of share dilution are reasonable

The number of shares to be disposed of corresponds to the number of shares that are to be purchased by the Shareholding Association from the Trust over an approximately five-year trust period.

The 300,600 shares to be disposed of equates to 0.33% of outstanding shares as of December 6, 2011 (0.36% of the 833,786 shares carrying voting rights as of September 30,

2011), which is minimal. Furthermore, as the treasury stock being allotted through the disposal will be sold monthly on a specified day to the Shareholding Association, Oriental Land believes that the impact on the market for its stock will be minimal.

In addition, the level of dilution will be 12.55% of outstanding shares (13.69% of the total number of voting rights) when adding the 11,111,111 shares (111,111 voting rights) that will be granted when the stock acquisition rights through a private allocation to RM Service, LLC, which was resolved on September 6, 2011, are executed at the lowest execution price. However, in view of the purpose of the treasury stock disposal and the issuance of the stock acquisition rights through a private allocation, Oriental Land considers the number of stock acquisition rights issued, the amount of treasury stock being disposed of, and the level of share dilution to be rational.

6. Reason for selection of allottee

(1) Overview of the allottee

1) Name: Trust & Custody Services Bank, Ltd. (Trust Account)

2) Content of the trust agreement (stock benefit trust agreement)

Trustor: Oriental Land Co., Ltd.

Trustee: Mizuho Trust & Banking Co., Ltd.

Mizuho Trust & Banking Co., Ltd. will enter into a comprehensive trust agreement with the Trust & Custody Services Bank, Ltd., and the latter will become the re-entrustee.

Beneficiaries: Members of the Shareholding Association who meet the beneficiary requirements

Trust agreement date: December 22, 2011 (scheduled)

Trust period: December 22, 2011–December 12, 2016 (scheduled)

3) Relationships between the listed company and the allottee

Oriental Land Co., Ltd. has no capital ties, personal ties or business relations with the allottee. Neither is the allottee a related party of the Company.

(1) Name	Trust & Custody Service Bank, Ltd. (Trust Account)		
(2) Address	Tower Z, Harumi Triton Square Harumi 1-8-12, Chuo-ku, Tokyo		
(3) Name and position of representative	Hitoshi Maeda, President & CEO		
(4) Business description	Master trust business, administration of securities assets, management of assets of defined contribution pension plans		
(5) Capital	50,000 million yen		
(6) Date established	January 22, 2001		
(7) Number of shares issued	1,000,000 shares		
(8) Fiscal year	March 31		
(9) Number of employees	500 (As of March 31, 2011)		
(10) Main business partners	Business corporations, financial institutions		
(11) Main banks	-		
(12) Major shareholders and shareholding ratio	Mizuho Financial Group, Inc.	54%	
	The Dai-ichi Life Insurance Company, Limited	23%	
	ASAHI MUTUAL LIFE INSURANCE CO.	10%	
(13) Relationship of the parties			
	Capital relationship	N.A.	
	Personnel relationship	N.A.	
	Business relationship	N.A.	
	Ties to related parties	N.A.	
(14) Business results and financial condition over the last three fiscal years (Unit: million yen unless otherwise stated)			
Fiscal year ended	March 31, 2009	March 31, 2010	March 31, 2011
Net assets	55,627	56,031	56,392
Total assets	734,193	643,625	666,356
Net assets per share (yen)	55,627	56,031	56,392
Ordinary revenue	25,755	22,351	21,939
Ordinary income	3,251	1,281	984
Net income	1,915	749	557
Net income per share (yen)	1,915.92	749.63	557.14
Dividends per share (yen)	380.00	150.00	110.00

Note: Oriental Land has confirmed that the allottee, its executives and major shareholders (investors) do not have any relationship with anti-social elements, and has submitted written confirmation of this to Tokyo Stock Exchange Group, Inc.

(2) Reason for selecting the allottee

In line with the introduction of the Plan, Oriental Land will dispose of treasury stock to a trust account established by the Plan's re-entrustee, the Trust & Custody Services Bank, Ltd., based on the trust agreement mentioned above [and the agreement concerning re-entrustment].

(3) Allottee's policy on holding shares

The allottee, the Trust & Custody Services Bank, Ltd. (Trust Account), pursuant to [the aforementioned trust agreement and] the agreement concerning re-entrustment, will hold the shares for the duration of the trust period of approximately five years for the purpose of monthly periodic sale of the holdings to the Shareholding Association.

If the allottee transfers all or part of the disposed of shares in a two-year period from the payment date (December 22, 2011), the allottee informally consents to concluding a pledge agreement with Oriental Land, under which the allottee shall immediately report to Oriental Land in writing the purchaser's name and address, the number of shares transferred, the transfer date, price, reason, methods and so forth, Oriental Land shall report the details of that report to the Tokyo Stock Exchange Group, Inc., and the details of the report shall be made available for public inspection.

(4) Confirmation that the allottee has the funds necessary for payment

Oriental Land has confirmed through the stock benefit trust agreement that the allottee intends to fund the payment with trust money to be received from the trustee of the Trust (Mizuho Trust & Banking Co., Ltd.). Oriental Land has also confirmed the loan agreement through which the trustee of the Trust (Mizuho Trust & Banking Co., Ltd.) intends to procure the trust money in question by means of a loan from Mizuho Corporate Bank, Ltd. and the Chuo Mitsui Trust and Banking Co., Ltd.

7. Major shareholders and shareholding ratio following the disposal

Before disposal (as of September 30, 2011)		After disposal	
Keisei Electric Railway Co., Ltd.	19.97%	Keisei Electric Railway Co., Ltd.	19.97%
Mitsui Fudosan Co., Ltd.	8.46%	Mitsui Fudosan Co., Ltd.	8.46%
Chiba Prefecture	3.63%	Chiba Prefecture	3.63%
The Master Trust Bank of Japan, Ltd. (Trust account)	2.22%	The Master Trust Bank of Japan, Ltd. (Trust account)	2.22%
Japan Trustee Services Bank, Ltd. (Trust accounts)	1.87%	Japan Trustee Services Bank, Ltd. (Trust accounts)	1.87%
The Dai-ichi Life Insurance Company, Limited	1.80%	The Dai-ichi Life Insurance Company, Limited	1.80%
Mizuho Trust & Banking Co., Ltd.	1.63%	Mizuho Trust & Banking Co., Ltd.	1.63%
Japan Trustee Services Bank, Ltd. (Trust accounts 4)	1.13%	Japan Trustee Services Bank, Ltd. (Trust accounts 4)	1.13%
SSBT OD05 OMNIBUS ACCOUNT – TREATY CLIENTS (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited)	1.11%	SSBT OD05 OMNIBUS ACCOUNT – TREATY CLIENTS (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited)	1.11%
Nippon Life Insurance Company	1.01%	Nippon Life Insurance Company	1.01%

Note 1: The 7,506,574 treasury shares (8.26%) that the Company held prior to the disposal (as of September 30, 2011) are excluded from the above major shareholders.

Note 2: Major shareholders and ownership ratio after disposal are based on the register of shareholders as of September 30, 2011.

8. Outlook for the future

The impact on the earnings forecast for the fiscal year ending March 31, 2012 is expected to be minimal.

9. Matters concerning procedures under the Code of Corporate Conduct

Since the stock dilution resulting from this transaction is less than 25% and this disposal does not cause a change in a controlling shareholder, it is not required to obtain an opinion from an independent third party and to confirm the intent of shareholders as prescribed in Article 432 of the Tokyo Stock Exchange Securities Listing Regulations.

10. Matters relating to transactions, etc. with the controlling shareholders

This transaction does not involve any dealings, etc. with the controlling shareholders.

11. Business results and equity finance position for the past three fiscal years

(1) Results for the past three years (Consolidated) (Unit: million yen unless otherwise stated)

	March 31, 2009	March 31, 2010	March 31, 2011
Net Sales	389,242	371,414	356,180
Operating income	40,096	41,924	53,664
Ordinary income	38,824	40,758	52,887
Net income	18,089	25,427	22,907
Net income per share (yen)	196.84	280.17	265.26
Dividends per share (yen)	70	100	100
Net assets per share (yen)	4,109.59	4,240.59	4,288.99

(2) Number of issued shares and number of potential shares (as of September 30, 2011)

	Number of shares	Percentage of issued shares
Number of issued shares	90,922,540	100.00%
Number of potential shares at current conversion price (strike price)	6,535,947	7.19%
Number of potential shares at lower limit conversion price (strike price)	11,111,111	12.22%
Number of potential shares at upper limit conversion price (strike price)	—	—%

(3) Recent stock price

A. Most recent three years

	March 31, 2009	March 31, 2010	March 31, 2011
Opening price	5,860 yen	6,290 yen	6,500 yen
High	7,500 yen	6,590 yen	8,320 yen
Low	5,840 yen	5,960 yen	6,000 yen
Closing price	6,280 yen	6,520 yen	6,610 yen

B. Past six months

	June	July	August	September	October	November
Opening price	6,890 yen	6,850 yen	7,210 yen	7,640 yen	8,210 yen	7,820 yen
High	6,890 yen	7,430 yen	7,870 yen	8,290 yen	8,250 yen	8,300 yen
Low	6,530 yen	6,830 yen	6,900 yen	7,550 yen	7,660 yen	7,750 yen
Closing price	6,820 yen	7,220 yen	7,580 yen	8,270 yen	7,810 yen	8,030 yen

C. Stock price on the business day preceding the disposal resolution

	December 5, 2011
Opening price	8,060 yen
High	8,080 yen
Low	8,020 yen
Closing price	8,040 yen

(4) Equity finance position during the recent three years

First round stock acquisition right issuance

Date of issuance	September 29, 2011
Total number of options	50
Issue price	0 yen
Number of potential shares from the issuance of options	Maximum number of potential shares if options are exercised at the lower limit of the strike price: 11,111,111 shares
Finance amount	0 yen
Strike price	Initial strike price: 7,650 yen (Lower limit of the strike price: 4,500 yen) The strike price at the time of the exercise of the Stock Acquisition Rights is determined by the share price (closing price) on the date linked to the type of early repayment event and stipulated in the Stock Options issuance terms and conditions.
Method of offering or allotment (Allottee)	RM Service., LLC.

12. Overview of the disposal

(1) Number of shares being disposed of	300,600 common shares
(2) Price per share	¥7,982 per share
(3) Total funds being procured	¥2,399,389,200
(4) Disposal method	Third-party allotment
(5) Allottee	Trust & Custody Services Bank, Ltd. (Trust Account) 300,600 shares
(6) Application date	December 22 (Thursday), 2011
(7) Payment date	December 22 (Thursday), 2011
(8) Treasury stock following the disposal	7,205,974 shares

Note: The amount of treasury stock following the disposal is based on the amount of treasury stock as of September 30, 2011.

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