



July 28, 2015

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**Announcement Regarding Execution of Placement Agency Agreement**

Universal Entertainment Corporation (hereinafter referred to as the “Company”) hereby announces that at the Meeting of its Board of Directors held on July 28, 2015, it adopted a resolution to execute a placement agency agreement in relation to the privately placed notes described below (hereinafter referred to as the “Notes”).

**I. Purpose of and Reason for the Issuance of the Notes**

The Company is in the process of developing “Manila Bay Resorts”, which will be a world class gaming and leisure resort in Manila, the capital city of the Philippines, as the Company has previously announced. The Company passed a board resolution to approve the execution of a placement agency agreement in relation to the Notes, the proceeds of which will be used to finance part of the development of “Manila Bay Resorts”. By the establishment of “Manila Bay Resorts”, the Company will create a new core business and intends to become a leading Asia Pacific gaming and leisure resort operator, which region has significant future growth potential, and believes that this will help contribute to strong growth in the Company’s enterprise value.

The Company has on this day entered into an agency agreement with Deutsche Securities Inc. (part of Deutsche Bank Group) to act as placement agent in relation to the Notes, since they have a deep and long-term understanding of the Company’s business and a strong global track record of gaming and leisure resort business financings. The final size and pricing of the Notes will be decided based on investor demand.

**II. Description of the Notes**

	Universal Entertainment Corporation Offshore Private Notes (Only for Qualified Purchasers)
1. Notional Amount	\$600m - \$900m
2. Maturity	5 years
3. Expected Issuance Date	August 7, 2015
4. Yield	Dependent on investor demand
5. Use of Proceeds	Repayment of existing short term debt; and payment for construction and development of Manila Bay Resorts
6. Form of Issuance	Overseas private placement under Regulation S under the U.S. Securities Act (limited to Qualified Purchasers as defined in the U.S. Investment Company Act of 1940)
7. Placement Agent	Deutsche Securities Inc.

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for release in Japan and for the sole purpose of publicly announcing that the Company has resolved matters relating to the launch of a private notes offering. No offering or sale of the Notes will be made domestically in Japan. Furthermore, this press release is not an offer to sell, or the solicitation of an offer to buy, securities in the United States. The securities referred to above have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any state or other jurisdiction in the United States. The securities may not be offered or sold in the United States or to persons that are acting for the account or benefit of persons in the United States absent registration or an exemption from registration under the Securities Act and any other applicable state securities laws. Accordingly, the securities will be sold only to non- US. Persons in offshore transactions in reliance on Regulation S under the Securities Act.