

**Daiwa Securities SMBC Principal Investments Co. Ltd.**

March 31, 2009

**Regarding an agreement with Panasonic Corporation**  
**to accept a tender offer for shares of Sanyo Electric Co., Ltd.**

*Attention*

*This document is an unofficial translation and summary of a press release announced on March 31, 2009 by Daiwa Securities SMBC Principal Investments Co. Ltd. The original press release is in Japanese.*

Daiwa Securities SMBC Principal Investments Co. Ltd. (a wholly owned subsidiary of Daiwa Securities SMBC Co. Ltd., hereinafter “Daiwa SMBC PI”) announces that Evolution Investments Co., Ltd. (a wholly owned subsidiary of Daiwa SMBC PI, hereinafter “Evolution Investments”) has executed an agreement with Panasonic Corporation (President: Fumio Otsubo, Headquarter: Kadoma-shi Osaka, hereinafter “Panasonic”) to accept a tender offer from Panasonic for shares of Sanyo Electric Co., Ltd. (President: Seiichiro Sano, Headquarter: Moriguchi-shi Osaka, hereinafter “Sanyo Electric”) and tender class A preferred shares and class B preferred shares which Evolution Investments holds in Sanyo Electric. The details are as follows.

1. Summary of the agreement

- (1) Number of preferred shares which Evolution Investments is to accept for the offer

Class A preferred shares: 89,804,900 shares

Class B preferred shares: 64,134,300 shares

(Note1) In accordance with this agreement, Evolution Investments may tender common shares which are converted from class B preferred shares, instead of tendering all of or a part of class B preferred shares.

(Note2) Evolution Investments is to accept 25%\* of outstanding shares of Sanyo Electric for the offer. At the moment, Evolution Investments holds 178,571,500 preferred shares (class A preferred shares: 89,804,900 shares, class B preferred shares 88,766,600 shares) which is 29% of outstanding shares of Sanyo Electric.

\*Calculation is based on the number of common shares equivalent to that of preferred shares which Evolution Investments is to accept for the offer (1,539,392,000 shares) and the number of outstanding shares taking into

account a full dilution of all the preferred shares issued by Sanyo Electric.  
(6,158,053,000 shares)

(2) Selling Price

Class A preferred shares: 1,310 yen per share

Class B preferred shares: 1,310yen per share

*(Note)* The selling price of common shares which are converted from class B preferred shares is 131 yen per share.

(3) Tender Offeror

Panasonic

(4) Schedule of the tender offer

Conducting the tender offer from Panasonic is conditional on completing the necessary procedures in regards to antitrust law. Although Panasonic and Sanyo Electric are carrying forward the necessary procedures, when the tender offer is commenced has not been decided at the moment. After completing those procedures the tender offer will be commenced as quickly as possible.

2. Reason for the execution of this agreement

Through Evolution Investments, Daiwa SMBC PI has jointly acquired class A preferred shares and class B preferred shares of Sanyo Electric with Oceans Holdings Co., Ltd. and Sumitomo Mitsui Banking Corporation, in March 2006. After the acquisition, Daiwa SMBC PI and Daiwa SMBC dispatched two directors to Sanyo Electric, and supported to improve its corporate value.

On December 19th, 2008, Panasonic and Sanyo Electric agreed to Capital and Business Alliance. Combining the accumulated technologies and manufacturing knowledge of both companies, Panasonic and Sanyo Electric believe that together they will evolve into a corporate group which will be highly admired globally by enhancing the quality of life for the people worldwide and becoming a business entity coexisting in harmony with the global environment. This will be done with the aim of maximizing both companies' corporate values by pursuing synergies between both companies further strengthening global competitiveness through this alliance.

Daiwa SMBC PI totally agrees with their alliance and therefore decided to execute this agreement.