

September 27, 2013

FOR IMMEDIATE RELEASE

Media Contacts:

Megumi Kitagawa (Japan)
Global Public Relations Office
(Tel: +81-3-3574-5664)

Panasonic News Bureau (Japan)
(Tel: +81-3-3542-6205)

Jim Reilly (U.S.)
(Tel: +1-201-392-6067)

Anne Guennewig (Europe)
(Tel: +49-611-235-457)

Investor Relations Contacts:

Hayato Wakabayashi (Japan)
Corporate Finance & IR Group
(Tel: +81-6-6908-1121)

Yuko Iwatsu (U.S.)
Panasonic Finance (America), Inc.
(Tel: +1-212-698-1360)

Hiroko Carvell (Europe)
Panasonic Finance (Europe) plc
(Tel: +44-20-3008-6887)

Conclusion of Share Transfer Agreement and Shareholders Agreement
for Transfer of Shares in Panasonic Healthcare Co., Ltd.

Osaka, Japan, September 27, 2013 - At a board of directors meeting that was held today, Panasonic Corporation ([TSE:6752] "Panasonic") passed a resolution approving the execution of (i) a Share Transfer Agreement with PHC Holdings Co., Ltd. ("PHCHD"), a company affiliated with investment funds advised by Kohlberg Kravis Roberts & Co. L.P. (headquartered in the State of New York, USA; "KKR"), and KKR PHC Investment L.P. ("KKR PHC Investment"), the shareholder of PHCHD, and (ii) a Shareholders Agreement with KKR PHC Investment, both in relation to the transfer to PHCHD of all of the shares in Panasonic Healthcare Co., Ltd. ("PHC"), a consolidated subsidiary of Panasonic, and other related assets and other peripheral transactions ("Transfer").

Pursuant to the Transfer, on March 31, 2014 (as currently scheduled; "Transfer Date"), PHC will cease to be a subsidiary of Panasonic and will become a subsidiary of PHCHD and an equity method affiliate of Panasonic. Upon the Transfer, Panasonic will subscribe to shares which represent 20% of the total voting rights in PHCHD, the company to which the shares in PHC will be transferred.

1. Background of the Transfer (Exclusion from Panasonic's Subsidiaries)

PHC was established in 1969 under the name of Matsushita Kotobuki Electronics Industries, Ltd. and engaged in the electric and electronic device business. In 2005, with the aim of enhancing the global marketing power and brand value of the Panasonic Group, PHC changed its trade name to "Panasonic Shikoku Electronics Co., Ltd.". Subsequently, in October 2010, PHC decided to focus on the healthcare business, and it changed its trade name to "Panasonic Healthcare Co., Ltd." In April 2012, with the intention of achieving further growth in the healthcare business and the strengthening of its management culture, Panasonic took over from SANYO Electric Co., Ltd. the Medicom business which concerns medical IT solutions and the Biomedica business which concerns life science devices, through an absorption-type corporate split with SANYO Electric Co., Ltd.

In the last fiscal year, Panasonic gave consideration to a new medium-term plan (CV2015), and in that process, it considered carefully the future of its healthcare business.

Within the healthcare industry, the medical device business which is conducted by PHC is a promising field in which growth is anticipated going forward. PHC has been steadily recording profits; in order to ensure future growth, additional investment and the introduction of knowledge in the medical field are needed. In view of current circumstances, where the

injection of additional managerial resources would be difficult for Panasonic to implement on its own, Panasonic concluded that the best approach to grow its business would be to find a partner which has both know-how in the field and financial resources and which is capable of sharing the same business vision as Panasonic. Panasonic concluded that transferring the shares in PHC to PHCHD, which is under the KKR umbrella, would contribute to PHCHD's corporate value, and it would also be in line with Panasonic's strategy of concentrating its managerial resources; accordingly, Panasonic decided to carry out the Transfer. Moreover, by owning 20% of the shares in PHCHD, Panasonic believes that it will be able to fulfill its responsibilities to its customers to a certain extent in respect of a business which is conducted under the brand name of Panasonic and that, in addition, it will be able to maintain a win-win cooperative relationship with PHC.

2. Transfer Scheme

On the Transfer Date, Panasonic will transfer to PHCHD all of the issued shares in PHC and other related assets. As a result of this, PHC will become a wholly-owned subsidiary of PHCHD. Simultaneously, Panasonic will subscribe for shares in PHCHD which represent 20% of PHCHD's total voting rights, through a third-party allotment conducted by PHCHD.

Upon the Transfer, Panasonic will also transfer to PHC shares in and/or the businesses of Panasonic's overseas subsidiaries (in the USA, China, the Netherlands, Indonesia and Singapore) in order to transfer the healthcare businesses conducted by these subsidiaries.

3. Basic information on Panasonic Healthcare Co., Ltd. (as of March 31, 2013)

| | | |
|--|---|---|
| (1) Corporate name | Panasonic Healthcare Co., Ltd. | |
| (2) Head office | 2131-1 Minamigata, Tohon-shi, Ehime, Japan | |
| (3) Name and title of representative | Kenji Yamane, President | |
| (4) Business activities | Development, manufacture and sale of healthcare devices (in vitro diagnostic devices, medical IT solutions, life science devices, etc.) | |
| (5) No. of employees | approximately 3,000 (on a non-consolidated basis) | |
| (6) Stated capital | 7,907 million yen | |
| (7) Date of establishment | November 1969 | |
| (8) Major shareholder(s) and shareholding ratio(s) | Panasonic Corporation 100% | |
| (9) Relationship between Panasonic and PHC | Capital relationship | Panasonic owns 100% of the voting rights of PHC. |
| | Personnel relationship | One director and two auditors are seconded from Panasonic. |
| | Transactional relationship | Panasonic and its subsidiaries purchase medical monitors and other products from PHC. Panasonic and its subsidiaries are also contracted by PHC and its subsidiaries to manufacture products, provide services, etc. and lease buildings to PHC and its subsidiaries. |

| (10) Operating result and financial conditions for the last three years (non-consolidated) | | | |
|--|---------------------------------|---------------------------------|---------------------------------|
| Accounting period | Fiscal year ended March 2011 | Fiscal year ended March 2012 | Fiscal year ended March 2013 |
| Net assets | 144,385 million yen | 134,139 million yen | 133,746 million yen |
| Total assets | 160,301 million yen | 152,311 million yen | 158,847 million yen |
| Net assets per share | 912.98 yen | 848.19 yen | 845.71 yen |
| Net sales | 58,178 million yen | 58,161 million yen | 98,068 million yen |
| Operating profit | 3,340 million yen | 1,908 million yen | 7,973 million yen |
| Recurring profit | 2,605 million yen | 677 million yen | 6,149 million yen |
| Net income (loss) | 2,780 million yen | (3,207) million yen | 1,315 million yen |
| Net income (loss) per share | 17.58 yen | (20.28) yen | 8.32 yen |
| Dividend per share | 42.94 yen | 41.00 yen | 4.16 yen |

(For reference) Consolidated figures for the last fiscal year, which were prepared for Panasonic group's internal control, and relate to the companies and businesses that will be transferred under the Transfer (unaudited figures).

| Accounting period | Fiscal year ended March 2013 |
|-------------------|---------------------------------|
| Net sales | 110,213 million yen |
| Operating profit | 7,743 million yen |

* These figures are the consolidated figures which were prepared for the Panasonic group's internal control, and relate to the companies and businesses that will be transferred under the Transfer, among PHC and its subsidiaries, and Panasonic's subsidiaries and businesses, however, the said figures include figures for the ultrasound diagnostic device and hearing aid businesses, which are not being transferred as part of the Transfer).

4. Basic information on PHC Holdings Co., Ltd. (as of September 27, 2013)

| | |
|--|--|
| (1) Corporate name | PHC Holdings Co., Ltd. *1 |
| (2) Head office | 1-3-1 Marunouchi, Chiyoda-ku, Tokyo, Japan |
| (3) Name and title of representative | William J. Janetschek, Representative Director |
| (4) Business activities | Holding of shares in companies and management of their business activities |
| (5) Date of establishment | August 2013 |
| (6) Major shareholder(s) and shareholding ratio(s) | KKR PHC Investment L.P. 100.0% |

| | | |
|--|----------------------------|-------------------|
| (7) Relationship between Panasonic and PHCHD | Capital relationship | Not applicable *2 |
| | Personal relationship | Not applicable *3 |
| | Transactional relationship | Not applicable *4 |
| | Status of related parties | Not applicable *5 |

*1 An investment fund that is a KKR affiliate owns all of the shares in PHCHD. Founded in 1976 by Henry R. Kravis and George R. Roberts, KKR is a leading global investment firm. KKR has USD 83.5 billion in assets under management as of June 30, 2013.

*2 Following the Transfer, Panasonic will own shares which represent 20% of the total voting rights of PHCHD.

*3 Following the Transfer, Panasonic plans to second one director and one statutory auditor to PHCHD.

*4 Following the Transfer, Panasonic will license the use of its trade name and trademark to PHCHD.

*5 Following the Transfer, it is anticipated that PHCHD will become an equity method affiliate of Panasonic.

5. Details of transferred shares and ownership of shares before and after transfer

| | |
|---|---|
| (1) Ownership of shares before transfer | 158,146,561 shares (ownership percentage: 100%) |
| (2) No. of shares transferred | 158,146,561 shares (ownership percentage: 100%) |
| (3) Consideration for Transfer | Total (estimated value): 165 billion yen *1 |
| (4) Ownership of shares after transfer | 0 share (ownership percentage: 0%) *2 |

*1 The consideration for the Transfer will consist of the purchase price for all of the shares in PHC, the purchase price for the related assets, and the consideration for the licensing of the trade name. The consideration for the Transfer may be subject to ex post facto adjustment due to changes in the figures in PHC's financial statements, etc.

*2 Following the Transfer, Panasonic will own shares which represent 20% of the voting rights in PHCHD, which will own all of the shares of PHC.

6. Schedule

| | |
|--------------------------|--------------------------------|
| (1) Definitive agreement | September 27, 2013 |
| (2) Transfer of shares | March 31, 2014 (expected date) |

7. Outlook

It is forecast that, pursuant to the Transfer, non-operating profits of approximately 75 billion yen will be generated on a consolidated basis. However, Panasonic is currently reviewing the forecasts for its consolidated financial results for the fiscal year ended March 2014, including factors other than those relating the Transfer, such as structural reforms, which may affect the forecasts. If it becomes necessary to make any amendments to these forecasts, Panasonic will promptly disclose such amendments.