

Please note that the following is an English translation of the original Japanese version, prepared only for the convenience of shareholders residing outside Japan. In the case of any discrepancy between the translator and the Japanese original, the latter shall prevail.

Security Code 4812
June 5, 2015

To Our Shareholders

2-17-1, Konan, Minato-ku, Tokyo, Japan
Information Services International-Dentsu, Ltd.
Setsuo Kamai, President and Chief Executive Officer

NOTICE OF THE 40TH ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 40th Annual Meeting of Shareholders. If you are unable to attend the meeting, you can exercise your voting rights via the Voting Rights Exercise Form or the Internet. Please review the Reference Documents for the General Meeting of Shareholders and either return the enclosed Voting Rights Exercise Form with your vote or vote via the designated website (<http://www.evot.jp/>). Exercise your voting rights by 5:30 p.m., June 22, 2015 (Monday), using either of the methods.

Meeting Details

- 1. Time and Date:** 10:00 a.m., June 23, 2015 (Tuesday) (main doors open 9:00 a.m.)
2. Place: 3F Hall of our company headquarters
Keio Shinagawa Building
2-17-1, Konan, Minato-ku, Tokyo, Japan
(Refer to the map of the venue given at the end)

3. Objectives of the Meeting:

- Reporting:**
1. Business Reports, Consolidated Financial Statements and audit reports on the Consolidated Financial Statements prepared by the Accounting Auditor and the Board of Corporate Auditors for the 40th Fiscal Term (From April 1, 2014 to March 31, 2015)
 2. Report on the financial statement for the 40th Fiscal Term (From April 1, 2014 to March 31, 2015)

Agenda:

- Proposal 1:** Appropriation of surplus
Proposal 2: Partial revision of the articles of incorporation
Proposal 3: Election of ten (10) Directors
Proposal 4: Election of one (1) Corporate Auditors
Proposal 5: Election of one (1) Substitute Corporate Auditor
Proposal 6: Offering of a retirement bonus for a retiring Corporate Auditor

- Attendees are kindly requested to submit the enclosed Voting Rights Exercise Form at the reception desk at the venue.
- Notification of any changes made to the reference material for the General Meeting of Shareholders, business reports, consolidated financial statements, and financial statements will be posted on the company website (<http://www.isid.co.jp/>).

Reference Material for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company regards the return of profits to shareholders as being a vital administrative issue, and while internal reserves will be secured to ensure sustainable growth, the Company has a basic policy to continue payment of appropriate and regular dividends to all shareholders. Based on this policy, the group has declared year-end dividends of 14 yen per share, 2 yen higher than in the previous fiscal year.

Combined with interim dividends of 12 yen per share already paid out, the total dividends for the fiscal year shall amount to 26 yen per share.

1. Year-end dividends

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets and total amount of allocation

14 yen per company share. Total amount: 456,159,340 yen

(3) Effective date of dividend payment

June 24, 2015

Proposal 2: Partial Amendment to Articles of Incorporation

1. Reason for amendment

- (1) The fiscal term of the Company is from April 1 of each year to March 31 of the following year. However, DENTSU INC., the Company's parent company, plans to voluntarily adopt the International Financial Reporting Standards (IFRS), and change the fiscal term-end of DENTSU INC. and all of its consolidated subsidiaries for the purpose of promoting unified management across the group and further enhancing transparency of management through the timely and appropriate disclosure of management information such as financial results. Consequently, the fiscal term of the Company will be changed to the period from January 1 to December 31 of each year.

Accordingly, necessary amendments are made to Articles 13, 14, 45, 46, and 47 of the current Articles of Incorporation.

Further, due to the change of this fiscal term-end, the Company establishes supplementary provisions as transitional measures since the 41st fiscal term will be the 9-month period from April 1, 2015 to December 31, 2015.

- (2) In association with the enforcement of the "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) on May 1, 2015, the following changes are planned to be made.

- (i) The conclusion of limited liability contracts between the Company and a Director who is not an executive director, etc. and between the Company and a Corporate Auditor who is not an outside auditor has been newly allowed. Accordingly, to ensure that these Directors and Corporate Auditors can adequately fulfill the role expected of them, the Company plans to make amendments to Paragraph 2 of Article 31, and Paragraph 2 of Article 41 of the Articles of Incorporation as shown in the column of "Proposed amendments" in the table below. Note that consent has been obtained from each Corporate Auditor of Board of Corporate Auditors for the amendments to Paragraph 2 of Article 31 of the Articles of Incorporation.
- (ii) The provisions of the Companies Act referred to in Article 34 of the current Articles of Incorporation are changed to the corresponding provisions and some words are amended.

2. Details of amendments

The details of the amendments are as follows.

(Underlined portions are amended.)

Current Articles of Incorporation	Proposed amendments
<p>(Timing of Convocation)</p> <p>Article 13. The Ordinary General Meeting of Shareholders of the Company shall be convened in <u>June</u> each year, and an Extraordinary General Meeting of Shareholders may be convened from time to time, whenever necessary.</p>	<p>(Timing of Convocation)</p> <p>Article 13. The Ordinary General Meeting of Shareholders of the Company shall be convened in <u>March</u> each year, and an Extraordinary General Meeting of Shareholders may be convened from time to time, whenever necessary.</p>
<p>(Record Date for Ordinary General Meeting of Shareholders)</p> <p>Article 14. The record date for the voting rights of the Ordinary General Meeting of Shareholders of the Company shall be <u>March</u> 31 of each year.</p>	<p>(Record Date for Ordinary General Meeting of Shareholders)</p> <p>Article 14. The record date for the voting rights of the Ordinary General Meeting of Shareholders of the Company shall be <u>December</u> 31 of each year.</p>
<p>(Exemption from Liability of Directors)</p> <p>Article 31. Pursuant to the provisions of Paragraph 1 of Article 426 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) provided for in Paragraph 1 of Article 423 of the Companies Act from their liability for damages to the extent prescribed by laws and regulations.</p> <p>2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may enter into contracts with <u>Outside Directors</u> to the effect that their liability for damages provided for in Paragraph 1 of Article 423 of the Companies Act shall be limited;</p>	<p>(Exemption from Liability of Directors)</p> <p>Article 31. Pursuant to the provisions of Paragraph 1 of Article 426 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Directors (including former Directors) provided for in Paragraph 1 of Article 423 of the Companies Act from their liability for damages to the extent prescribed by laws and regulations.</p> <p>2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may enter into contracts with <u>Directors (excluding Directors who are executive directors, etc.)</u> to the effect that their liability for damages provided for in Paragraph 1 of</p>

<p>provided, however, that the limit of the liability under such contracts shall be the higher of (a) a predetermined amount that is at least 6,000,000 yen or (b) the amount prescribed by laws and regulations.</p> <p>(Term of Office)</p> <p>Article 34. The term of office of a Corporate Auditor shall expire at the close of the Ordinary General Meeting of Shareholders pertaining to the last fiscal term ending within four (4) years after his or her election.</p> <p>2. The term of office of a Corporate Auditor elected as a substitute of another Corporate Auditor shall expire at the time when the term of office of a Corporate Auditor who has retired <u>is expected to expire</u>.</p> <p>3. If a substitute Corporate Auditor elected pursuant to Paragraph <u>2</u> of Article 329 of the Companies Act assumes office as Corporate Auditor, the term of office of the Corporate Auditor shall expire at the time when the term of office of such retired Corporate Auditor <u>is expected to expire</u>.</p> <p>(Exemption from Liability of Corporate Auditors)</p> <p>Article 41. Pursuant to the provisions of Paragraph 1 of Article 426 of the Companies Act, the Company may, by resolution of the</p>	<p>Article 423 of the Companies Act shall be limited; provided, however, that the limit of the liability under such contracts shall be the higher of (a) a predetermined amount that is at least 6,000,000 yen or (b) the amount prescribed by laws and regulations.</p> <p>(Term of Office)</p> <p>Article 34. The term of office of a Corporate Auditor shall expire at the close of the Ordinary General Meeting of Shareholders pertaining to the last fiscal term ending within four (4) years after his or her election.</p> <p>2. The term of office of a Corporate Auditor elected as a substitute of another Corporate Auditor shall expire at the time when the term of office of a Corporate Auditor who has retired <u>expires</u>.</p> <p>3. If a substitute Corporate Auditor elected pursuant to Paragraph <u>3</u> of Article 329 of the Companies Act assumes office as Corporate Auditor, the term of office of the Corporate Auditor shall expire at the time when the term of office of such retired Corporate Auditor <u>expires</u>.</p> <p>(Exemption from Liability of Corporate Auditors)</p> <p>Article 41. Pursuant to the provisions of Paragraph 1 of Article 426 of the Companies Act, the Company may, by resolution of the</p>
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<p>Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) provided for in Paragraph 1 of Article 423 of the Companies Act from their liability for damages to the extent prescribed by laws and regulations.</p> <p>2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may enter into contracts with <u>Outside Auditors</u> to the effect that their liability for damages provided for in Paragraph 1 of Article 423 of the Companies Act shall be limited; provided, however, that the limit of the liability under such contracts shall be the higher of (a) a predetermined amount that is at least 6,000,000 yen or (b) the amount prescribed by laws and regulations.</p> <p>(Fiscal Term)</p> <p>Article 45. The fiscal term of the Company shall be a one (1) year term commencing on <u>April</u> 1 of each year and ending on <u>March</u> 31 of <u>the following year</u>.</p> <p>(Year-end Dividends)</p> <p>Article 46. The Company shall, by resolution of the Ordinary General Meeting of Shareholders, pay cash dividends of surplus (the “Year-end Dividends”) to the shareholders or registered share pledgees recorded or registered in the final register of shareholders</p>	<p>Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) provided for in Paragraph 1 of Article 423 of the Companies Act from their liability for damages to the extent prescribed by laws and regulations.</p> <p>2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may enter into contracts with <u>Corporate Auditors</u> to the effect that their liability for damages provided for in Paragraph 1 of Article 423 of the Companies Act shall be limited; provided, however, that the limit of the liability under such contracts shall be the higher of (a) a predetermined amount that is at least 6,000,000 yen or (b) the amount prescribed by laws and regulations.</p> <p>(Fiscal Term)</p> <p>Article 45. The fiscal term of the Company shall be a one (1) year term commencing on <u>January</u> 1 and ending on <u>December</u> 31 of each year.</p> <p>(Year-end Dividends)</p> <p>Article 46. The Company shall, by resolution of the Ordinary General Meeting of Shareholders, pay cash dividends of surplus (the “Year-end Dividends”) to the shareholders or registered share pledgees recorded or registered in the final register of shareholders</p>
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<p>as of <u>March</u> 31 of each year.</p> <p>(Interim Dividends)</p> <p>Article 47. The Company may, by a resolution of the Board of Directors, pay dividends of surplus (the “Interim Dividends”) provided for in Paragraph 5 of Article 454 of the Companies Act to the shareholders or registered share pledgees recorded or registered in the final register of shareholders as of <u>September</u> 30 of each year.</p>	<p>as of <u>December</u> 31 of each year.</p> <p>(Interim Dividends)</p> <p>Article 47. The Company may, by a resolution of the Board of Directors, pay dividends of surplus (the “Interim Dividends”) provided for in Paragraph 5 of Article 454 of the Companies Act to the shareholders or registered share pledgees recorded or registered in the final register of shareholders as of <u>June</u> 30 of each year.</p>
<p>(Newly established)</p>	<p><u>Supplementary Provisions</u></p> <p><u>Article 1. Notwithstanding the provisions of Article 45, the 41st fiscal term shall be from April 1, 2015 to December 31, 2015.</u></p> <p><u>Article 2. Notwithstanding the provisions of Article 47, for the 41st fiscal term, the Company may, by a resolution of the Board of Directors, pay interim dividends by regarding September 30, 2015 as the record date.</u></p> <p><u>Article 3. These supplementary provisions shall be effective until December 31, 2015, and shall become invalid and be deleted on and after such date.</u></p>

Proposal 3: Election of ten (10) Directors

The term of office of all nine (9) Directors will expire with the close of this General Meeting of Shareholders.

The number of new Directors will be increased by one with the aim of bolstering administration, and you are asked to elect ten (10) new Directors.

Candidates for Directors are as follows.

Candidate No.	Name (Date of Birth)	Career Summary, Position and Duty (Concurrent holding of positions)	Number of Shares of the Company Owned
1.	Setsuo Kamai (May 23, 1952)	Apr. 1975 Joined DENTSU INC. Jun. 2002 Managing Director of DENTSU INC. Jun. 2004 Director of the DENTSU INC. Outside Director of ISID, Ltd. Jun. 2006 Senior Director of DENTSU INC. Jun. 2009 Executive Director of ISID, Ltd. Apr. 2010 President and Chief Operating Officer of ISID, Ltd. <current position> Apr. 2011 Chief Executive Officer of ISID, Ltd. <current position>	2,000 shares
2.	Akihiro Fukuyama (September 25, 1953)	Apr. 1976 Joined ISID, Ltd. Jun. 2004 Director of ISID, Ltd. Jun. 2005 Senior Director of ISID Ltd. Jun. 2008 Executive Director of ISID, Ltd. Mar. 2009 Representative Director of ISID Advanced Outsourcing, Ltd. Apr. 2010 Director, Executive Vice President, Sales Manager of ISID, Ltd. <current position> Apr. 2015 Engineering Solutions Segment Director of ISID, Ltd. In charge of the Strategic Business Development Division <current position>	10,040 shares
3	Kenji Ichikawa (February 23, 1957)	Apr. 1980 Joined ISID, Ltd. Jun. 2006 Director of ISID, Ltd. Jun. 2008 Senior Director of ISID, Ltd. Jun. 2009 Executive Director of ISID, Ltd. Apr. 2010 Director, Senior Managing Director Manager <current position>. Jun. 2012 Representative Director of ISID Advanced Outsourcing, Ltd. <current position> Apr. 2014 President and Representative Director of ISID Advanced Outsourcing, Ltd. <current position> Apr. 2015 Head of Business Solution Segment <current position>	6,600 shares

Candidate No.	Name (Date of Birth)	Career Summary, Position and Duty (Concurrent holding of positions)	Number of Shares of the Company Owned
4.	Nobuo Uehara (August 17, 1954)	Nov. 1980 Joined ISID, Ltd. Jun. 2005 Director of ISID, Ltd. Jun. 2008 Senior Director of ISID, Ltd. Oct. 2009 President and Representative Director of ISID Assist, Ltd. <current position> Apr. 2010 Director, Senior Managing Director, Administrative Manager of ISID, Ltd. <current position> Apr. 2011 In charge of the Integrated Risk Management Division of ISID, Ltd. <current position> Apr. 2012 Manager of group companies of ISID, Ltd. <current position> Apr. 2013 Corporate Planning Division Director of ISID, Ltd. <current position>	9,500 shares
5.	Konosuke Umezawa (March 21, 1958)	Apr. 1982 Joined EBARA CORPORATION Feb. 1990 Joined ISID, Ltd. Oct. 2005 Executive officer of ISID, Ltd. Jun. 2008 Director of ISID, Ltd. <current position> Apr. 2010 Managing Director of ISID, Ltd. <current position> Apr. 2011 Manager of Development and Technology, In charge of Administrative Division and Technology Headquarters of ISID, Ltd. <current position> Apr. 2013 In charge of the Technology Headquarters of ISID, Ltd. <current position> May 2014 Representative Director of ISID Engineering, Ltd. <current position>	1,000 shares
6.	Atsushi Yoshimoto (February 6, 1958)	Apr. 1980 Joined Osaka Seimitsu Kikai Co., Ltd. Aug. 1991 Joined ISID, Ltd. Apr. 2006 Executive Officer of ISID, Ltd. Jun. 2008 Director of ISID, Ltd. <current position> Apr. 2010 Managing Director of ISID, Ltd. <current position> Apr. 2011 President and CEO of iTiD Consulting, Ltd. <current position> Apr. 2015 Engineering Solutions Segment Deputy Director of ISID, Ltd. <current position> Jun. 2015 (Planned promotion to) Representative Director of ESTEC Inc.	1,560 shares

Candidate No.	Name (Date of Birth)	Career Summary, Position and Duty (Concurrent holding of positions)	Number of Shares of the Company Owned
7.	Akira Kobayashi (February 28, 1959)	<p>Apr. 1982 Joined ISID, Ltd.</p> <p>Apr. 2005 Executive officer of ISID, Ltd.</p> <p>Jun. 2009 Director of ISID, Ltd.</p> <p> <current position></p> <p>Apr. 2010 Managing Director, Segment Director of Financial Solution of ISID, Ltd. <current position></p> <p>Apr. 2014 Deputy to the person in charge of the Global Business Development Division <current position></p>	10,600 shares
8.	[New Appointment] Yasuo Morioka (December 17, 1954)	<p>Apr. 1978 Joined DENTSU INC.</p> <p>Apr. 2002 Deputy Director-General of the Sales Integrated Accounts Planning Bureau of ISID, Ltd.</p> <p>May 2006 Group Business Headquarters Group Management Promotion Bureau Chief of ISID, Ltd</p> <p>Apr. 2012 Full-time Head of the Business Management Department of ISID, Ltd</p> <p>Jan. 2013 Deputy Senior Manager of the Technology Headquarters and Executive Director of ISID, Ltd.</p> <p>Apr. 2013 Senior Manager of the Technology Headquarters and Senior Executive Director of ISID, Ltd.</p> <p> <current position></p> <p>Apr. 2015 Segment Director of the Communication IT of ISID, Ltd. <current position></p>	200shares
9.	[Outside Director Candidates] Nobuyuki Toya (July 27, 1959)	<p>Apr. 1982 Joined DENTSU INC.</p> <p>Oct. 2007 Deputy Director-General of the Interactive Communication Bureau of the Media Contents Head Office, Head of the Media Planning Office of DENTSU INC.</p> <p>Jun. 2008 Outside Director of Video Research Interactive Inc. <current position></p> <p> Outside Director of D2 COMMUNICATIONS INC. <currently D2C Inc.> <current position></p> <p> Outside Director of cyber communications inc.<current position></p> <p>Jul. 2008 Head of the Interactive Media Bureau of DENTSU INC.</p> <p>Jan. 2010 Head of the Digital Business Bureau of DENTSU INC. <current position></p> <p>Apr. 2012 Executive Officer of DENTSU INC. <current position></p> <p> President and Chief Executive Officer of Dentsu Digital Holdings, Inc. <current position></p>	0 shares

		Jun. 2012 Outside Director of of ISID, Ltd. <current position> Nov. 2013 Outside Director of Interactive Program Guide <current position> Jun. 2015 (Planned promotion to) Outside Director of BS-TBS, INC. (Planned promotion to) Outside Director of Kakaku.com, Inc.	
10	[Outside Director Candidate] [Independent Director] Kazuo Ichijo	Oct. 1993 Associate Professor of the Faculty of Social Sciences at Hitotsubashi University Apr. 2001 Professor of the Graduate School of Social Sciences, and International Corporate Strategy at Hitotsubashi University Jun. 2001 Outside Director of ISID <current position> Mar. 2005 Outside Director of SHIMANO INC. <current position> Apr. 2007 Professor of International Corporate Strategy at Hitotsubashi University <current position> Jun. 2009 Outside Director of CALBEE, Inc. <current position> (Planned retirement on June 25, 2015) Apr. 2014 Dean of International Corporate Strategy at Hitotsubashi University <current position> Jun. 2015 (Planned promotion to) Outside Director of PanaHome Corporation	0 shares

Note:

1. There is no special interest between the above candidates and the company.
2. The Sales Manager will be responsible for maintaining and expanding relationships with customers, and for managing the overall business activities of the company and the group, in the best interests of the entire group.
3. The Administrative Manager will be responsible for managing matters related to the Administrations Departments of the company and the group, in the best interests of the entire group.
4. The Manager of Group Companies will be responsible for managing matters related to the business management of the company and the group, in the best interests of the entire group.
5. The Manager of Development and Technology will be responsible for managing the optimization of technological resources of the company and the group such as the personnel required by the Technology Department, in the best interests of the entire group.
6. The Outside Director candidate, Mr. Nobuyuki Toya, is currently working at DENTSU INC., our parent company, and is responsible (as Executive Officer) for overseeing the department, which manages the Digital Business. The company feels that he will be able to provide advice based on his extensive experience and knowledge from the perspective of group management. This is the reason for his proposed election as Outside Director.
7. Mr. Nobuyuki Toya is currently an outside director of the company, and his term as Outside Director will be three years at the closing of this meeting.
8. The outside director candidate, Mr. Nobuyuki Toya, is currently an outside director of the company, and the company has entered into a Contract for Limitation of Liability with the said person, for whichever is the greater amount of total maximum liability of 6

million yen, or the minimum liability amount stipulated in Paragraph 1 of Article 425 of the Companies Act. Should the said person be reappointed, the company intends to renew this limited liability contract.

9. Mr. Kazuo Ichijo is currently an outside auditor of the company, but he will step down at the end of this Ordinary General Meeting of shareholders. By the end of this meeting, he will have worked as an outside auditor for 14 years.
10. The Company has determined that Mr. Kazuo Ichijo has the ability to provide advice to the company based on his knowledge and experience as an expert in corporate strategies, advanced operations, and corporate governance research, and has proposed that the candidate be elected as Outside Director.
11. As Outside Auditor, the Company has entered in to a Maximum Liability contract with Mr. Kazuo Ichijo for a sum of 6 Million Yen or minimum liability amount stipulated in Article 425, Clause 1, whichever is greater. In the event of the candidate becoming elected as Outside Director, the Company will enter into the same contract with the said person.
12. The Company has registered Mr. Kazuo Ichijo as an independent director according to the regulations of the Tokyo Stock Exchange.

Proposal 4: Election of one (1) Corporate Auditors

Corporate Auditor, Mr. Kazuo Ichijo, will step down at the end of this meeting, and everyone will be asked to elect one new corporate auditor.

The term of office of the elected corporate auditor shall be in accordance with the articles of incorporation of the company, and shall be effective until the expiration of the term of office of the predecessor (December 2015 at the closing of the ordinary general shareholders' meeting). Consent of the Board of Corporate Auditors has been obtained for this proposal. The candidate for Corporate Auditor is as follows.

Name (Date of Birth)	Career Summary, Position and Duty (Concurrent holding of positions)	Number of Shares of the Company Owned
[New Appointment] Outside Auditor Candidate [Independent Director] Yukari Murayama (August 4, 1972)	Apr. 2000 Registered s a lawyer Lawyer at Bingham McCutchen Murase, Sakai Mimura Aizawa - Foreign Law Joint Enterprise (former Sakai Hideyuki Law Office) Jan. 2010 Worked at the Supervisory Bureau of the Financial Services Agency (Nonbank Financial Companies Office and Financial System Stabilization Management Office) Apr. 2012 Returned to Bingham McCutchen Murase, Sakai Mimura Aizawa - Foreign Law Joint Enterprise Office Counsel at Bingham McCutchen Murase, Sakai Mimura Aizawa - Foreign Law Joint Enterprise Jan. 2013 Partner at Bingham McCutchen Murase, Sakai Mimura Aizawa - Foreign Law Joint Enterprise Apr. 2015 Partner at Anderson Mori & Tomotsune <current position>	0 shares

Note:

1. There is no special interest between the above candidate and the company.
2. The Company proposes that the candidate be elected as Outside Auditor for her expertise and experience as a lawyer. She does not have any experience in direct involvement with corporate administration, but the Company has determined that she has the ability to carry out her duties in providing valuable views and advice as Outside Auditor, for her extensive practical experience in corporate legal affairs.
3. The candidate fulfills the requirements of an independent director according to the regulations of the Tokyo Stock Exchange, and she will be registered as such should she be elected.
4. Should the candidate's election be approved, the company intends to enter into a Contract for Limitation of Liability with the said person, for whichever is the greater amount of total maximum liability of 6 million yen, or the minimum liability amount stipulated in Paragraph 1 of Article 425 of the Companies Act .

Proposal 5: Election of One (1) Substitute Corporate Auditor

The Company has proposed the election of one (1) Substitute Corporate Auditor in readiness for lack of a quorum of Corporate Auditors as stipulated by the law.

Lack of a quorum of Corporate Auditors as stipulated by the law shall be considered the condition for appointment of the Substitute Corporate Auditor. The term of office of the Substitute Corporate Auditor shall be the remaining term of the previous Corporate Auditor. This resolution shall remain effective until the opening of the next Annual General Meeting of Shareholders. Consent for this proposal has been obtained from the Board of Corporate Auditors.

The candidate for Substitute Corporate Auditor is as follows.

Name (Date of Birth)	Career Summary, Position and Duty (Concurrent holding of positions)
Takeshi Ohara (September 17, 1962) 0 shares	<div>Apr. 1986 Oct. 2011 Jan. 2012 Jun. 2012 Jun. 2014 Nov. 2014 Apr. 2015</div> <div>Joined DENTSU INC. Executive Project Manager of the Group Audit Division Auditor of BI.Garage, Inc. <current position> Outside Auditor of cyber communications, inc. <current position> Outside Auditor of D2C Inc. <current position> Outside Auditor of DA search & link INC. <current position> Outside Auditor of Dentsu Digital Holdings, Inc. <current position> Outside Auditor of DENTSU OKINAWA INC. <current position> Outside Auditor of Dentsu Blue Inc. <current position> Deputy-Director General of the Supervisory Board Office and Senior Manager of the Group Auditor Department of DENTSU INC. <current position></div>

Note:

1. There is no special interest between the above candidate and the company.
2. The company is asking for the election of the candidate as Substitute Corporate Auditor based on the candidate's great knowledge and extensive experience in managing group companies.
3. The candidate is Deputy-Director General of the Supervisory Board Office and Senior Manager of the Group Auditor Department at the parent company, DENTSU INC.
4. Should the candidate take charge as Corporate Auditor of the Company, the company intends to enter into a Contract for Limitation of Liability with the said person, for whichever is the greater amount of total maximum liability of 6 Million Yen, or the minimum liability amount stipulated in Paragraph 1 of Article 425 of the Companies Act.

Proposal 6: Offering of retirement bonus for a retiring Corporate Auditor

Within the limitations of company standards, Mr. Kazuo Ichijo will be offered a retirement bonus in remuneration for his work during his term as Corporate Auditor when he steps down at the end of this Ordinary General Meeting of Shareholders.

The exact amount to be paid, the timing and method of payment, etc., shall be decided upon discussion among the auditors.

Below is a career summary of the retiring corporate auditor.

Name (Date of Birth)	Career Summary,
Kazuo Ichijo (October 13, 1958)	<div>Oct. 1993 Associate Professor of the Faculty of Social Sciences at Hitotsubashi University</div> <div>Apr. 2001 Professor of the Graduate School of Social Sciences, and International Corporate Strategy at Hitotsubashi University</div> <div>Jun. 2001 Outside Director of ISID <current position></div> <div>Mar. 2005 Outside Director of SHIMANO INC. <current position></div> <div>Apr. 2007 Professor of International Corporate Strategy at Hitotsubashi University <current position></div> <div>Jun. 2009 Outside Director of CALBEE, Inc. <current position></div> <div>Apr. 2014 (Planned retirement on June 25, 2015) Dean of International Corporate Strategy at Hitotsubashi University <current position></div>

Guidance Notes on the Exercising of Voting Rights

Please be sure to check the following notes before exercising your voting rights. You will not be required to complete voting procedures through the post (Voting Rights Exercise Form) or via Internet if you attend the General Meeting of Shareholders,

1. Exercise of Voting Rights by Proxy

If you are unable to attend the General Meeting of Shareholders in person, another shareholder having voting rights can attend the meeting as a proxy. However, the you must submit a document proving Power of Representation.

2. Voting Deadline

Exercising of Voting Rights through the post (Voting Rights Exercise Form) or via Internet will both be accepted until 5:30 p.m. on June 22, 2015 (Monday), but we ask that you exercise your voting rights as early as possible.

3. Treatment of Voting Rights when Exercised in Duplication

If voting rights are exercised through both the post (Voting Rights Exercise Form) and via Internet, only the vote exercised via Internet shall be treated as being valid.

4. Exercise of Voting Rights via Internet

(1) About the Site

i) You may exercise your voting rights via Internet by only accessing the website designated by our company (<http://www.evot.jp/>) through a personal computer, smartphone or mobile phone (i-mode, EZweb, Yahoo! Mobile)*. Please note that you will not be able to access the site between 2 p.m. and 5 p.m.

(* "i-mode," "EZweb " and "Yahoo!" are trademarks or registered trademarks of NTT DOCOMO Inc., KDDI CORPORATION, and Yahoo! Inc. respectively)

ii) Please note that in the case of exercising voting rights through personal computers or smartphones, you may not be able to access the site if you use a firewall, antivirus software, or a proxy server, or depending on the OS or browser you use.

iii) In the case of exercising voting rights through mobile phones, you may only use i-mode, EZweb, or Yahoo! Mobile. Please note that for security purposes, the website is compatible only with mobile phones that allow encrypted communication and transmission (SSL communication).

(2) Exercise of Voting Rights via Internet

i) On the website for exercising voting rights (<http://www.evot.jp/>), you may vote after logging in using the "Login ID" and "Temporary Password" shown on your Voting Rights Form, and by following the instructions on the screen.

ii) Please note that you will be asked to change your "Temporary Password" on the website for exercising voting rights in order to prevent unauthorized access (identity fraud) or tampering of votes.

iii) A new "Login ID" and "Temporary Password" will be issued before every General Meeting of Shareholders.

(3) Treatment of Voting Rights when Exercised in Duplication over the Internet

Only your final vote shall be deemed valid. Even in the event of using a computer, a smartphone and a mobile phone to vote, only your final vote shall be deemed

valid.

(4) Costs Arising from Accessing the Website for Exercising Voting Rights

Any costs arising from accessing the website for exercising voting rights (Internet connection fees and phone charges etc.) shall be borne by the shareholder. Packet communication fees and any other phone charges arising from the use of mobile phones shall also be borne by the shareholder.

(5) For Inquiries Regarding Exercising of Voting Rights via Internet

Please contact our help desk.

5. For Inquires Regarding the System

Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency Department
(HELP DESK: Office Hours 9:00 a.m. to 9:00 p.m., Toll-free 0120-173-027)