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(Ticker Code: 7912)

June 5, 2015

Yoshitoshi Kitajima  
President  
Dai Nippon Printing Co., Ltd.  
1-1, Ichigaya-Kagacho 1-chome,  
Shinjuku-ku, Tokyo

**CONVOCATION NOTICE OF THE 121<sup>st</sup>**  
**ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

This is to inform you that the 121<sup>st</sup> Ordinary General Meeting of Shareholders of Dai Nippon Printing Co., Ltd. (the “Company”) will be held as set forth below and that you are cordially invited to attend it.

If you are not able to attend the meeting, you may exercise your voting rights in one of the following ways. You are kindly requested to exercise your voting rights on or before 6:00 p.m. on Thursday, June 25, 2015 (Japan time), after examining the following reference materials for the General Meeting of Shareholders.

**【Exercising your voting rights by postal mail】**

Please indicate your approval or disapproval for each of the agenda in the Voting Form enclosed herewith, affix the protective sticker, and mail the Voting Form to the Company so that it reaches us by the above-mentioned deadline.

**【Exercising your voting rights through the Internet】**

To vote via Internet, please see the “Guidance Note on the Exercise of Voting Rights through the Internet” (Pages 14 and 15) first, then, by the above-mentioned deadline, access the designated website and enter your approval or disapproval on each of the agenda in accordance with the guidance on the screen.

**1. Date and Time:** June 26, 2015 (Friday), at 10:00 a.m. (Japan time)

**2. Venue** Multi-purpose Auditorium on the lobby floor  
C&I Building of Dai Nippon Printing Co., Ltd.  
31-2, Ichigaya-Sanaicho, Shinjuku-ku, Tokyo

### **3. Meeting Agenda**

#### **Matters to be Reported:**

1. Report on the Business Report and the Consolidated Financial Statements for the 121<sup>st</sup> Fiscal Period (from April 1, 2014 to March 31, 2015) and the Results of the Audit of Consolidated Financial Statements for the 121<sup>st</sup> Fiscal Period (from April 1, 2014 to March 31, 2015) by the Accounting Auditor and the Board of Statutory Auditors
2. Report on the Financial Statements for the 121<sup>st</sup> Fiscal Period (from April 1, 2014 to March 31, 2015)

#### **Matters to be Resolved:**

**1<sup>st</sup> Agenda:** Appropriation of Retained Earnings

**2<sup>nd</sup> Agenda:** Election of Eighteen (18) Directors

**3<sup>rd</sup> Agenda:** Election of Four (4) Statutory Auditors

### **4. Guidance on Disclosure on the Internet**

Pursuant to the laws and ordinances and the provisions of Article 15 of the Articles of Incorporation of the Company, out of the documents to be attached to this Notice, the items listed below are posted on the Company's website ([http://www.dnp.co.jp/ir/index\\_soukai.html](http://www.dnp.co.jp/ir/index_soukai.html)) (available in Japanese), and are not included in the documents attached to this Notice.

- (1) "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements documents
- (2) "Notes to the Financial Statement" in the Financial Statements documents

Accordingly, the attached documents are portions of the Consolidated Financial Statement and the Financial Statements audited by the Accounting Auditor in preparation of the Accounting Auditor's Report and portions of the

Consolidated Financial Statement and the Financial Statement audited by the Statutory Auditors and the Board of Statutory Auditors in preparation of the Audit Report.

[End]

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If you attend the meeting in person, please submit the enclosed Voting Form to the receptionist at the location of the meeting.

In the event the Company makes any amendment to the Reference Materials for the General Meeting of Shareholders and/or attached documents (including the Notes to the Consolidated Financial Statements and the Notes to the Financial Statements), such amendment will be posted on the Company's website ([http://www.dnp.co.jp/ir/index\\_soukai.html](http://www.dnp.co.jp/ir/index_soukai.html)).

## Reference Materials for the General Meeting of Shareholders

### Agenda and Reference Matters

#### 1<sup>st</sup> Agenda: Appropriation of Retained Earnings

The Company's basic policy on appropriation of profit is to pay out stable dividends to shareholders while giving consideration to the Company's performance and dividend payout ratio. Further, for future business development, the Company will work on enhancement of the management foundation through improvement of financial standing by the internal reserves.

As for the appropriation of retained earnings for the current term, the general reserves will be reversed in order to enable flexible capital policy, and the year-end dividend for the current term will be ¥16 per common share in the Company. The dividend for the current fiscal year will be ¥32 per share, the same amount as the preceding fiscal year, including the interim dividend of ¥16 per share.

1. Matters related to appropriation of retained earnings
  - (1) Item and amount of increased retained earnings

|                                   |                 |
|-----------------------------------|-----------------|
| Retained earnings carried forward | ¥50,000,000,000 |
|-----------------------------------|-----------------|
  - (2) Item and amount of decreased retained earnings

|                 |                 |
|-----------------|-----------------|
| General reserve | ¥50,000,000,000 |
|-----------------|-----------------|
2. Matters related to the year-end dividend
  - (1) Type of dividend property

|      |
|------|
| Cash |
|------|
  - (2) Matters regarding the assignment of the Dividend Property to shareholders and the total amount of it

|                                              |
|----------------------------------------------|
| ¥16 per share of common share in the Company |
| Total Amount: ¥10,310,085,008                |
  - (3) Effective date of dividend of retained earnings

|               |
|---------------|
| June 29, 2015 |
|---------------|

**2<sup>nd</sup> Agenda.** Election of Eighteen (18) Directors

The terms of office of all eighteen (18) Directors will expire as of the conclusion of this General Meeting of Shareholders. The Company requests the shareholders to elect eighteen (18) Directors.

The candidates for Director are as follows:

| Candidate No. | Name<br>(Date of Birth)                | Brief personal history, title, responsibilities and status of important concurrent office |                                                                                                                                                                                                                                        | No. of shares in the Company held |
|---------------|----------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 1.            | Yoshitoshi Kitajima<br>(Aug. 25, 1933) | May 1963<br>Jul. 1967<br>Jul. 1970<br>Jan. 1972<br>Aug. 1975<br>Dec. 1979                 | Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Director, Vice President of the Company<br>President of the Company<br>(currently serving)             | 3,026,000                         |
| 2             | Koichi Takanami<br>(Dec. 19, 1940)     | Apr. 1963<br>Aug. 1987<br>Jun. 1993<br>Jun. 1997<br>Jun. 2007                             | Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Executive Vice President of the Company<br>(currently serving)                                         | 105,000                           |
| 3             | Masayoshi Yamada<br>(Oct. 19, 1940)    | Apr. 1963<br>Jun. 1989<br>Jun. 1996<br>Jun. 2001<br>Jun. 2007                             | Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Executive Vice President of the Company<br>(currently serving)                                         | 103,000                           |
| 4             | Yoshinari Kitajima<br>(Sept. 18, 1964) | Apr. 1987<br>Mar. 1995<br>Jun. 2001<br>Jun. 2003<br>Jun. 2005<br>Jun. 2009                | Joined The Fuji Bank Ltd.<br>Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Executive Vice President of the Company<br>(currently serving)            | 279,000                           |
| 5             | Mitsuhiko Hakii<br>(Jan. 27, 1941)     | Apr. 1964<br>Jun. 1992<br><br>Jun. 1999<br>Jun. 2003                                      | Joined the Company<br>Director, General Manager of Personnel Dept., General Manager of Education & Training Dept. of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>(currently serving) | 89,063                            |
| 6             | Masahiko Wada<br>(Jan. 14, 1947)       | Mar. 1970<br>Jun. 2002<br><br>Jun. 2005<br>Jun. 2008                                      | Joined the Company<br>Director, General Manager of Display Components Operations of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>(currently serving)                                  | 40,000                            |
| 7             | Tetsuji Morino<br>(Feb. 23, 1948)      | Mar. 1970<br>Jun. 2002<br><br>Jun. 2005<br>Jun. 2014                                      | Joined the Company<br>Director, General Manager of Strategic Business Planning Dept. of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>(currently serving)                              | 47,000                            |

| Candidate No. | Name<br>(Date of Birth)              | Brief personal history, title, responsibilities and status of important concurrent office |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | No. of shares in the Company held |
|---------------|--------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 8             | Kunikazu Akishige<br>(Feb. 21, 1950) | Apr. 1972<br>Jun. 2003<br><br>Jun. 2005<br><br>Apr. 2014                                  | Joined the Company<br>Director, General Manager of Communication & Information Operations of the Company<br>Managing Director, General Manager of the Center for Contemporary Graphic Art, in charge of Communication & Information Operations, Information Communication Center, Press & Public Relations Office of the Company<br>Managing Director, in charge of Legal Affairs Dept., Internal Auditing Div., Information Communication Center, Corporate Communication Div. of the Company (currently serving)                                                                                              | 62,000                            |
| 9             | Motoharu Kitajima<br>(Jan. 28, 1966) | Apr. 1988<br>Nov. 1996<br>Jun. 2005<br><br>Jun. 2007<br><br>Jul. 2014                     | Joined Sony Corporation<br>Joined the Company<br>Director, General Manager of Communication & Information Operations, in charge of Information Communication Center of the Company<br>Managing Director, General Manager of Communication & Information Operations, in charge of Information Communication Center of the Company<br>Managing Director, in charge of Communication & Information Operations, Information Communication Center, honto Business Operations of the Company (currently serving)                                                                                                      | 180,000                           |
| 10            | Masaki Tsukada<br>(Jun. 16, 1953)    | Apr. 1978<br>Jun. 2007<br><br>Jun. 2011<br><br>Apr. 2014                                  | Joined the Company<br>Director, General Manager of Lifestyle Materials Operations of the Company<br>Managing Director, General Manager of Lifestyle Materials Operations of the Company<br>Managing Director, in charge of Lifestyle Materials Operations of the Company (currently serving)                                                                                                                                                                                                                                                                                                                    | 24,000                            |
| 11            | Sakae Hikita<br>(Nov. 22, 1955)      | Apr. 1978<br>Jun. 2009<br><br><br>Jun. 2011<br><br>Jul. 2014                              | Joined the Company<br>Director, in charge of Information Processing Solutions Operations, Communication Business Systems Operations, Education & Publication Distribution Solutions Div., Integrated Planning & Marketing Div. of the Company<br>Managing Director, in charge of Information Processing Solutions Operations., Communication Business Systems Operations, Education & Publication Distribution Solutions Div., Integrated Planning & Marketing Div. of the Company<br>Managing Director, in charge of Information Solutions Operations, Enokicho Sales Dept. of the Company (currently serving) | 25,000                            |

| Candidate No. | Name<br>(Date of Birth)              | Brief personal history, title, responsibilities and status of important concurrent office                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | No. of shares in the Company held |
|---------------|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------|
|               |                                      | Status of important concurrent office<br>President of DNP Data Techno Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |                                   |
| 12            | Fujio Yamazaki<br>(Dec. 2, 1949)     | <p>Apr. 1972 Joined the Company</p> <p>Jun. 2010 Senior Corporate Officer, General Manager of Ichigaya Publication Printing Operations, in charge of Education &amp; Publication Distribution Solutions Div., Deputy General Manager of Electronic Publication Solutions Div. of the Company</p> <p>Jun. 2012 Managing Director, in charge of Ichigaya Publication Printing Operations, Education &amp; Publication Distribution Solutions Div., Deputy General Manager of Electronic Publication Solutions Div. of the Company</p> <p>Oct. 2012 Managing Director, in charge of Ichigaya Publication Printing Operations, honto Business Operations of the Company (currently serving)</p> |  | 17,000                            |
| 13            | Tokuji Kanda<br>(Jun. 10, 1951)      | <p>Apr. 1974 Joined the Company</p> <p>Jun. 2007 Corporate Officer, General Manager of Employee Relations Dept., in charge of Recruiting Dept. of the Company</p> <p>Jun. 2012 Managing Director, in charge of Employee Relations Dept., Recruiting Dept. of the Company (currently serving)</p>                                                                                                                                                                                                                                                                                                                                                                                            |  | 20,000                            |
| 14            | Takashi Saito<br>(Aug. 5, 1950)      | <p>Apr. 1973 Joined the Company</p> <p>Apr. 2012 Senior Corporate Officer, in charge of Advanced Optics Operations</p> <p>Jun. 2013 Managing Director, in charge of Purchasing Div., Corporate Administration Dept. of the Company (currently serving)</p> <p>Status of important concurrent office<br/>President of Uzumine Country Club Co., Ltd.</p>                                                                                                                                                                                                                                                                                                                                     |  | 11,000                            |
| 15            | Kouichi Hashimoto<br>(Dec. 21, 1950) | <p>Apr. 1973 Joined the Company</p> <p>Jun. 2009 Senior Corporate Officer, General Manager of Packaging Operations of the Company</p> <p>Jun. 2013 President of DNP Nishi Nippon Co., Ltd.</p> <p>Jun. 2014 Managing Director, in charge of Packaging Operations of the Company (currently serving)</p>                                                                                                                                                                                                                                                                                                                                                                                     |  | 11,000                            |
| 16            | Satoru Inoue<br>(Jan. 14, 1955)      | <p>Apr. 1978 Joined the Company</p> <p>May 2013 In charge of Technical &amp; Engineering Div., Technology Development Center, Environment &amp; Product Liability Dept. of the Company</p> <p>Jun. 2013 Director, in charge of Technical &amp; Engineering Div., Technology Development Center, Environment &amp; Product Liability Dept. of the Company (currently serving)</p> <p>Status of important concurrent office<br/>President of DNK Co., Ltd.</p>                                                                                                                                                                                                                                |  | 11,000                            |

| Candidate No. | Name (Date of Birth)             | Brief personal history, title, responsibilities and status of important concurrent offices |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | No. of shares in the Company held |
|---------------|----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 17            | Tadao Tsukada (Oct. 19, 1938)    | Nov. 1982<br>Apr. 1999<br>Oct. 1999<br>Jun. 2002                                           | Professor of Tokyo Institute of Technology<br>Adviser to the Company<br>Professor of Meiji University Faculty of Science and Technology<br>Director of the Company (currently serving)                                                                                                                                                                                                                                                                                                          | 2,000                             |
| 18            | Tsukasa Miyajima (Aug. 23, 1950) | Apr. 1990<br>Apr. 2003<br>Apr. 2004<br>Oct. 2010<br>Jun. 2014                              | Professor of Keio University Faculty of Law (current)<br>Registered as an attorney at law at the Daini Tokyo Bar Association (current)<br>Director of General Insurance Rating Organization of Japan<br>Director of the Japan Association of Private Law<br>Director of the Company (currently serving)<br><br>Status of important concurrent offices<br>Outside Director of Hulic Co., Ltd.<br>Outside Statutory Auditor of Mikuni Corporation<br>Councilor of Meiji Yasuda Life Insurance Co. | 0                                 |

(Notes)

- The “Corporate Officer”, one of the titles used in the Company, was changed to the “Officer” in May 2009.
- The Company has trading relationships with DNP Data Techno Co., Ltd. in which the candidate for Director, Mr. Sakae Hikita serves as the President, including purchase of card products, etc.  
The Company has trading relationship with Uzumine Country Club Co., Ltd. in which the candidate for Director, Mr. Takashi Saito serves as the President, including lending the Company’s assets, etc.  
The Company has trading relationship with DNK Co., Ltd. in which the candidate for Director, Mr. Satoru Inoue serves as the President, including purchase of printing machinery and machine tools, etc.  
Further, there is no special interest between any of the other candidates for Director and the Company.
- Among the candidates for Director, Mr. Tadao Tsukada is a candidate for the Outside Director provided in the Article 2, Paragraph 3 Item 7 of the Ordinance for Enforcement of the Companies Act. Further, the Company designated him as an Independent Officer stipulated by the Tokyo Stock Exchange, Inc. and submitted notification to the same Exchange. When his reappointment is approved, he is planned to remain in office as an Independent



Officer.

- The reason for selecting him as a candidate for Outside Director is that his advice and supervision over the Company's management from an objective perspective independent from the management executing the business are expected.
  - Although he does not have experience of involvement in corporate management other than by way of being an Outside Director, the Company determined that he is capable of carrying out his duties adequately as an Outside Director for the reason stated the above.
  - While he was an Adviser to the Company in the past, he was not involved in execution of Company's and its subsidiaries' business but took the Adviser's post for the purpose of giving opinion based on his high level insight and extensive experience as an academic expert on the Company's management from a standpoint of various stakeholders, including shareholders and investors.
  - He will have been in office as one of the Company's Outside Directors for thirteen (13) years at the conclusion of this General Meeting of Shareholders.
  - The Company has entered into a Contract for Limitation of Liabilities with him with regard to the liability for damage to the Company provided in the Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for damage attributable to his performance of duty as an Outside Director of the Company in good faith and without gross negligence to be limited to the amount of minimum liability stipulated in the Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above mentioned Contract for Limitation of Liabilities with him.
4. • Among the candidates for Director, Mr. Tsukasa Miyajima is a candidate for Outside Director defined in the Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. Further, the Company designated him as an Independent Officer stipulated by the Tokyo Stock Exchange, Inc. and submitted notification to the same Exchange. When his reappointment is approved, he is planned to remain in office as an Independent Officer.
- The reason for selecting him as a candidate for Outside Director is that his advice and supervision based on his high level insight and extensive experiences as a legal expert over the Company's management from an objective perspective independent from the management executing the business

are expected.

- Although he does not have experience of involvement in corporate management other than in the way of being an Outside Director or an Outside Statutory Auditor, the Company determined that he is capable of carrying out his duties adequately as an Outside Director for the reason stated the above.
- He will have been in office as one of the Company's Outside Directors for one (1) year at the conclusion of this General Meeting of Shareholders.
- The Company has entered into a Contract for Limitation of Liabilities with him with regard to the liability for damage to the Company provided in the Article 423, Paragraph 1 of the Companies Act to the effect that the liability for damage attributable to his performance of duty as an Outside Director of the Company in good faith and without gross negligence to be limited to the amount of minimum liability stipulated in the Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above mentioned Contract for Limitation of Liabilities with him.

**3<sup>rd</sup> Agenda.** Election of four (4) Statutory Auditors

The terms of office of four (4) Statutory Auditors will expire as of the conclusion of this General Meeting of Shareholders. The Company requests the shareholders to elect four (4) Statutory Auditors.

Further, this agenda has obtained the consent of the Board of Statutory Auditors.

The candidates for Statutory Auditor are as follows:

| Candidate No. | Name<br>(Date of Birth)            | Brief personal history, title, responsibilities and status of important concurrent offices |                                                                                                                                                                                                                                                                                                                                                                                                     | No. of shares in the Company held |
|---------------|------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 1             | Kazunari Tanaka<br>(Apr. 23, 1951) | Apr. 1974<br>Oct. 2004<br>Apr. 2008                                                        | Joined the Company<br>General Manager of Planning & Control Dept. of Ichigaya Publication Printing Operations of the Company<br>General Manager of Internal Auditing Div. (currently serving)                                                                                                                                                                                                       | 13,000                            |
| 2             | Naoki Hoshino<br>(May 7, 1958)     | Apr. 1981<br>Oct. 2002<br>Apr. 2008                                                        | Joined the Company<br>General Manager of Securities Dept. of Finance & Accounting Div. of the Company<br>General Manager of Finance & Accounting Div. of the Company (currently serving)                                                                                                                                                                                                            | 8,000                             |
| 3             | Makoto Matsuura<br>(Mar. 3, 1939)  | Apr. 1964<br>Feb. 1998<br>Jul. 2001<br>Jun. 2002<br>Jul. 2008<br>Jun. 2011                 | Appointed as Public Prosecutor<br>Superintendent Public Prosecutor of the Sendai High Public Prosecutors Office<br>Superintendent Public Prosecutor of the Tokyo High Public Prosecutors Office<br>Chairman of National Offenders Rehabilitation Commission<br>Registered as attorney at law at the Daiichi Tokyo Bar Association (current)<br>Statutory Auditor of the Company (currently serving) | 0                                 |
| 4             | Shin-ichi Ikeda<br>(Aug. 4, 1956)  | Apr. 1979<br>Apr. 2002<br>Apr. 2008<br>Apr. 2011<br>Jun. 2011                              | Joined The Dai-ichi Mutual Life Insurance Co. (current The Dai-ichi Life Insurance Co., Ltd.)<br>Manager of Corporate Consulting Dept. of the same<br>Managing Director of the Dai-ichi Frontier Life Insurance Co., Ltd.<br>Manager of Affiliated Business Dept. of The Dai-ichi Life Insurance Co., Ltd.<br>Standing Statutory Auditor of the Company (currently serving)                         | 2,000                             |

(Notes)

1. Candidates marked with an asterisk ( ) are new candidates.
2. There is no special interest between any of the candidates for Statutory Auditor and the Company.
3. • Among the candidates for Statutory Auditor, Mr. Makoto Matsuura is an

Outside Statutory Auditor defined in the Article 2, Paragraph 3 Item 8 of the Ordinance for Enforcement of the Companies Act. Further, the Company designated him as an Independent Officer stipulated by the Tokyo Stock Exchange, Inc. and submitted notification to the same Exchange. If his reappointment is approved, he is planned to remain in office as an Independent Officer.

- The reason for selecting him as a candidate for Outside Statutory Auditor is that his experience and professional knowledge accumulated through his career as the Superintendent Public Prosecutor of the Tokyo High Public Prosecutors Office, attorney at law, etc. are expected to benefit the Company's audit.
  - Although he does not have experience of involvement in corporate management other than through his position as an Outside Statutory Auditor, the Company determined that he is capable of carrying out his duties adequately as an Outside Statutory Auditor for the reason stated the above.
  - He will have been in office as one of the Company's Outside Statutory Auditors for four (4) years at the conclusion of this General Meeting of Shareholders.
  - The Company has entered into a Contract for Limitation of Liabilities with him with regard to the liability for damage to the Company provided in the Article 423, Paragraph 1 of the Companies Act to the effect that the liability for damage attributable to his performance of duty as an Outside Statutory Auditor of the Company in good faith and without gross negligence to be limited to the amount of minimum liability stipulated in the Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above mentioned Contract for Limitation of Liabilities with him.
4. • Among the candidates for Statutory Auditor, Mr. Shin-ichi Ikeda is an Outside Statutory Auditor defined in the Article 2, Paragraph 3 Item 8 of the Ordinance for Enforcement of the Companies Act. Further, the Company designated him as an Independent Officer stipulated by the Tokyo Stock Exchange, Inc. and submitted notification to the same Exchange. If his reappointment is approved, he is planned to remain in office as an Independent Officer.

- The reason for selecting him as a candidate for Outside Statutory Auditor is that his knowledge and insight accumulated through his business experience in other companies are expected to benefit the Company's audit.
- He will have been in office as one of the Company's Outside Statutory Auditors for four (4) years at the conclusion of this General Meeting of Shareholders.
- The Company has entered into a Contract for Limitation of Liabilities with him with regard to the liability for damage to the Company provided in the Article 423, Paragraph 1 of the Companies Act to the effect that the liability for damage attributable to his performance of duty as an Outside Statutory Auditor of the Company in good faith and without gross negligence to be limited to the amount of minimum liability stipulated in the Article 425, Paragraph 1 of the same Act. When his reappointment is approved, the Company plans to extend the above mentioned Contract for Limitation of Liabilities with him.

[END]

## **Guidance Note on the Exercise of Voting Rights through the Internet**

### **1. Exercise of Voting Rights through the Internet**

- (1) In place of exercising your voting right in writing, it is possible to exercise your voting right by using the “Website for Exercise of Voting Rights” (URL below) designated by the Company. When you wish to exercise your voting rights through the Internet, please use the voting rights exercise code and password, which are printed on the right side of the Voting Form enclosed herewith to log-in, and follow the instruction on the screen to enter your approval or disapproval of each of the agenda. Further, for security purposes, you will be prompted to change your password the first time you log-in.

|                                                                   |
|-------------------------------------------------------------------|
| <a href="http://www.it-soukai.com/">http://www.it-soukai.com/</a> |
|-------------------------------------------------------------------|

- (2) The deadline for voting is 6:00 p.m. on June 25, 2015 (Thursday) (Japan time), and votes must be input by the above time. Shareholders are kindly requested to exercise their voting rights as early as possible.
- (3) If you exercise your voting rights both in writing and through the Internet, the vote through the Internet shall be accepted as the valid exercise of your voting rights and shall supersede any vote in writing. If you exercise your voting rights more than once through the Internet, the latest vote shall be accepted as the valid exercise of your voting rights and shall supersede any prior vote.
- (4) The password (including the password changed by the shareholder) is valid only for this General Meeting of Shareholders. New passwords will be issued for the next General Meeting of Shareholders.
- (5) The cost for Internet connection is to be borne by the shareholders.

(Please note)

- The “Password” is a tool to identify the person who is voting as the shareholder himself/herself. Please note that the Company will not contact shareholders regarding their passwords.
- If you enter an incorrect password more than a certain number of times, the password will be locked and invalid. If it is locked, please follow the guidance on the screen.
- The Website for Exercise of Voting Rights has been confirmed for use through common

devices connected to the Internet. However, there is a possibility that such exercise is not possible depending on the device you use.

## **2. Inquiries**

- If you have any questions or inquiries, please contact Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department (below) which is the Administrator of Shareholder Registry.

(1) Inquiries regarding use of the Website for Exercise of Voting Rights

Toll-free telephone: 0120-768-524

(Operating Hours: Japan time, 9:00 a.m. through 9 p.m. of business day)

(2) Inquiries as to share administrative affairs other than the above;

Toll-free telephone: 0120-288-324

(Operating Hours: Japan time, 9:00 a.m. through 5 p.m. of business day)

[End]