

Securities Code: 8060

March 4, 2016

TO OUR SHAREHOLDERS

Canon Marketing Japan Inc.
16-6, Konan 2-chome, Minato-ku, Tokyo
Haruo Murase
Chairman & Representative Director

NOTICE OF CONVOCAION OF THE 48TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 48th Ordinary General Meeting of Shareholders of Canon Marketing Japan Inc. (the “Company”) will be held as described below and that you are invited to attend the Meeting.

If you do not expect to attend the Meeting, you may exercise your voting rights in writing or by the Internet, etc. After reviewing the following Reference Documents for General Meeting of Shareholders, please exercise your voting rights by no later than 5:30 p.m. on March 28 (Monday), 2016 (Japan time).

1. DATE AND TIME: March 29 (Tuesday), 2016 at 10:00 a.m. (Japan time)

2. PLACE: Headquarters of the Company

CANON HALL S, 3rd floor of CANON S TOWER

16-6, Konan 2-chome, Minato-ku, Tokyo

(Please see the map at the end of this notice.)

3. MATTERS CONSTITUTING THE PURPOSE OF THE MEETING

Matters to be Reported:

1. Reports on the contents of the Business Report and Consolidated Financial Statements for the 48th Business Term (from January 1, 2015 to December 31, 2015), and reports on the Auditing Results of Accounting Auditor and Audit & Supervisory Board regarding the Consolidated Financial Statements.
2. Reports on the content of the Financial Statements for the 48th Business Term (from January 1, 2015 to December 31, 2015).

Matters to be Resolved upon:

Propositions:

Item No.1 - Dividend from Surplus

Item No.2 - Election of ten Directors

Item No.3 - Election of three Audit & Supervisory Board Members

Item No.4 - Grant of Bonus to Directors

- ◎Upon attending the Meeting, please present the enclosed Voting Form to the receptionist at the place of the Meeting.
- ◎About the procedures for the exercise of voting rights in writing or by the Internet, etc, please see the following pages.
- ◎Any revisions to the Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements will be posted on our website on the Internet (<http://cweb.canon.jp/ir/index.html>).

■ Guidance Notes on the Exercise of Voting Rights

Your voting rights to be exercised at the General Meetings of Shareholders are important rights. After reviewing the following Reference Documents for the General Meeting of Shareholders (pages 6-12), please exercise your voting rights.

The Voting rights can be exercised in one of the following three ways.

▼ Exercise of Voting Rights by Attending the Meeting

Please bring and present the enclosed Voting Form to the receptionist at the place of the Meeting.

DATE AND TIME: March 29 (Tuesday), 2016 at 10:00 a.m. (Japan time)

PLACE: Headquarters of the Company

CANON HALL S, 3rd floor of CANON S TOWER

16-6, Konan 2-chome, Minato-ku, Tokyo

(Please see the map at the end of this notice.)

▼ Exercise of Voting Rights in Writing (Via Postal Mail)

Please indicate your for/against for each of the propositions on the enclosed Voting Form and return it by postal mail.

Deadline for exercising voting rights:

The Voting Form must reach us no later than 5:30 p.m. on March 28 (Monday), 2016 (Japan time)

▼ Exercise of Voting Rights by Electromagnetic Means (Via the Internet)

Please enter your for/against for each of the propositions on the website for the exercise of voting rights (<http://www.it-soukai.com>) and send it.

Deadline for exercising voting rights:

The exercise of voting rights must be made no later than 5:30 p.m. on March 28 (Monday), 2016 (Japan time)

■ Guidance Notes on the Exercise of Voting Rights via the Internet, etc

I. Exercise of voting rights via the Internet

1. Items Required to be Agreed on for the Exercise of Voting Rights via the Internet

- (1) You may exercise your voting rights via the Internet only through the website for exercising voting rights specified by the Company (<http://www.it-soukai.com>). When exercising your voting rights via the Internet, the code for the exercise of voting rights and the password described at the bottom right of the enclosed voting form are required.
- (2) The code for the exercise of voting rights and the password are only valid for this Meeting. At the time of the next meeting, new code and password will be issued.
- (3) If you exercise your voting rights both, in writing and via the Internet, regardless of the time of arrival, we will treat the exercise of your voting rights via the Internet as effective.
- (4) If you exercise your voting rights more than once via the Internet, we will treat the last exercise of your voting rights as effective.
- (5) The cost of Internet access (access fees to providers, telecommunications fees, etc.) shall be borne by the shareholders.
- (6) Please note that you may not be able to exercise your voting rights via the Internet depending on your Internet environment. In addition, please note that you cannot exercise your voting rights via the Internet by a mobile phone.

2. Specific Procedures to Exercise Your Voting Rights via the Internet

- (1) Access the website (<http://www.it-soukai.com>).
- (2) Enter the code for the exercise of voting rights and the password described on the enclosed Voting Form and click on the “Log-in” button.
- (3) Exercise your voting rights by following the directions on the screen no later than 5:30 p.m. on March 28 (Monday), 2016 (Japan time).

3. Security

You may exercise your voting rights safely due to the encryption technology(SHA-2) used to protect your voting information from being leaked or tampered with.

The code for the exercise of voting rights and the password described on the voting form are very important to authenticate shareholders, so please ensure that you do not disclose them to others. Please note that the Company does not make any inquiries regarding your password.

4. Contact Information for Inquiries

- (1) For inquiries with respect to the operation of personal computer to exercise of the voting rights via the Internet.

Please contact:

Internet Help Dial: Stock Transfer Agency Department Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-768-524 (toll-free)

Operating Hours: 9:00 a.m. to 9:00 p.m.

(excluding Saturdays, Sundays and national holidays)

- (2) For inquiries other than the (1) above, such as address change, etc.

Please contact:

Stock Transfer Agency Department Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-288-324 (toll-free)

Operating Hours: 9:00 a.m. to 5:00 p.m.

(excluding Saturdays, Sundays and national holidays)

II. Platform for Electronic Exercise of Voting Rights

The electronic voting platform for institutional investors operated by Investor Communications Japan Inc. is available for nominee shareholders such as trust & custody services banks, etc (including standing proxies) that have applied to use such platform in advance.

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

Item No.1: Dividend from Surplus

We have comprehensively considered the business results, etc. for this Business Term, and propose a term-end dividend as described below.

Thus, the full-year dividend will be 45.00 yen per share, which includes an interim dividend of 20.00 yen per share.

Although it is provided in the Articles of Incorporation that the dividend from surplus, etc. may be decided by a resolution of the board of directors, we have made it a matter to be resolved at this Meeting to have an opportunity to hear the shareholders' views directly.

(1)Type of dividend:

Cash

(2)Matters concerning allocation of dividend and its total amount:

25.00 yen per one common share of the Company

Total amount of dividend 3,241,807,725 yen

(3)Effective date of the dividend from surplus:

March 30, 2016

Item No.2: Election of ten Directors

The term of offices of all of the nine Directors will expire at the end of this Meeting. In order to strengthen the corporate governance structure, we would like to increase one director and would like you to elect ten Directors.

The candidates for the Directors are as follows:

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts
1	Haruo Murase (Nov. 29, 1939) Number of the Company's shares held: 91,000 shares	As of Apr.1963: Entered Canon Inc. Mar.1991: Director of Canon Inc. Mar.1996: Managing Director of Canon Inc. Mar.1999: President & Representative Director Mar.2009: Chairman & Representative Director (present) Mar.2011: Executive Chairman <Reason for Nomination as Director> Mr. Murase was in charge of the management of overseas operation of Canon Inc. for many years. He held the posts of President & Representative Director and Chairman & Representative Director, and acted as the Chairman of the Board of Directors of the Company. Further, he has considerable experience as an executive, knowledge of management for the Company and excellent expertise. Thus, he has again been selected as a candidate for a Director.
2	Masahiro Sakata (Apr. 11, 1953) Number of the Company's shares held: 20,700 shares	As of Apr.1977: Entered the Company Mar.2006: Director Mar.2009: Managing Director Mar.2011: Director & Senior Vice President Mar.2013: Director & Senior Vice President Apr.2013: Company President of Business Solution Company Mar.2015: President & Representative Director and Executive President (present) < Reason for Nomination as Director > Mr. Sakata led the Business Solution business for many years. He has managed the Company as the President & Representative Director, and has considerable experience, knowledge of management for the Company and excellent expertise. Thus, he has again been selected as a candidate for a Director.
3	Yutaka Usui (Nov. 29, 1953) Number of the Company's shares held: 14,100 shares	As of Apr.1977: Entered Canon Inc. Apr.2003: Group Executive of Human Resources Management Headquarter Mar.2007: Director Mar.2011: Senior Vice President (present) Mar.2014: Director (present) Apr.2015: Director in charge of General Administration & Human Resources Management Headquarters and CSR Headquarters (present) < Reason for Nomination as Director > Mr. Usui led the Human Resources field for many years. He has held the posts of Director and Executive Officer, and has considerable experience and knowledge of management for the Company. Thus, he has again been selected as a candidate for a Director.
4	Koichi Yagi (Jul. 27, 1954) Number of the Company's shares held: 7,900 shares	As of Apr.1978: Entered Canon Inc. Mar.2010: Director Mar.2011: Vice President Mar.2013: Senior Vice President (present) Mar.2014: Director (present) Apr.2014: Company President of Imaging Systems Company (present) < Reason for Nomination as Director > Mr. Yagi led the Imaging System business for many years. He has held the posts of Director and Executive Officer, and has considerable experience and knowledge of management for the Company. Thus, he has again been selected as a candidate for a Director.

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts
5	Yoshiyuki Matsusaka (Nov. 12, 1956) Number of the Company's shares held: 11,557 shares	<p>As of Apr.1979: Entered the Company Apr.2005: Group Executive of Communications Headquarters Mar.2013: Vice President Apr.2013: Group Executive of Corporate Planning Headquarters (present) Mar.2015: Director & Senior Vice President (present) Apr.2015: Director in charge of Communications Headquarters (present)</p> <p>< Reason for Nomination as Director > Mr. Matsusaka led Corporate Planning field and Public Relations field for many years. He has held the posts of Director and Executive Officer, and has considerable experience and knowledge of management for the Company. Thus, he has again been selected as a candidate for a Director.</p>
6	Masachika Adachi (Mar. 30, 1960) Number of the Company's shares held: 4,442 shares	<p>As of Apr.1982: Entered the Company Jul.2009: Group Executive of MA Business Sales Headquarters, Business Solutions Company Mar.2013: Vice President Apr.2013: Director in charge of Business Solution Direct Sales Management Segment, Business Solutions Company (present) Mar.2015: Director & Senior Vice President (present) Apr.2015: Company President of Business Solutions Company (present)</p> <p>< Reason for Nomination as Director > Mr. Adachi led the Business Solution business for many years. He has held the posts of Director and Executive Officer, and has considerable experience and knowledge of management for the Company. Thus, he has again been selected as a candidate for a Director.</p>
7	Shiro Hamada (Aug. 31, 1961) 【Newly appointed】 Number of the Company's shares held: 1,698 shares	<p>As of Apr.1984: Entered the Company Apr.2011: Deputy Chief Executive of Administrative Headquarters of Canon IT Solutions Inc. Jul.2013: Group Executive of Accounting Headquarters (present) Apr.2015: Executive Officer (present)</p> <p>< Reason for Nomination as Director > Mr. Hamada led the Finance and Accounting field for many years. He held the post of Executive Officer, and has considerable experience and outstanding expertise. Thus, he has newly been selected as a candidate for a Director.</p>
8	Akihisa Kamimori (Aug. 9, 1952) Number of the Company's shares held: 6,700 shares	<p>As of Apr.1979: Entered the Company Apr.2008: Director of Canon IT Solutions Inc. Apr.2010: Managing Director of Canon MJ IT Group Holdings Inc., Mar.2011: Vice President Mar.2013: Senior Vice President (present) Senior Managing Director of Canon MJ IT Group Holdings Inc. Mar.2015: Director (present) Representative Director of Canon MJ IT Group Holdings Inc. (present) President & Representative Director of Canon IT Solutions Inc. (present) Representative Director of Canon software Inc. (present)</p> <p>< Reason for Nomination as Director > Mr. Kamimori led the IT Solution business of Canon MJ Group for many years. He has held the posts of Director and Executive Officer, and has considerable experience and knowledge of management for the Company. Thus, he has again been selected as a candidate for a Director.</p>

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts
9	<p>Norihisa Doi (Jul. 11, 1939)</p> <p>【Candidate for Outside Director】</p> <p>Number of the Company's shares held: 1,200 shares</p>	<p>As of</p> <p>Apr.2003: Professor Emeritus of Keio University (present)</p> <p>Oct.2003: Chairperson of the NPO Japan Information Security Audit Association (present)</p> <p>Jun.2005: Program Director of a Research and Development Program of the Fundamental Technology for Realization of Future Society, the Ministry of Education, Culture, Sports, Science and Technology (present)</p> <p>Apr.2009: Advisor to the Director General of the Research Institute of Science and Technology for Society, the Japan Science and Technology Agency (present)</p> <p>Aug.2010: Head of the HPCI Plan Promotion Committee, the Ministry of Education, Culture, Sports, Science and Technology (present)</p> <p>Mar.2014: Director of the Company (present)</p> <p>< Reason for Nomination as Outside Director ></p> <p>Mr. Doi has not been directly involved in company management other than becoming an outside director. However, we assessed that he could accomplish the duties as the Outside Director appropriately from his experience and wide knowledge as an university professor and the scientific organization executives, etc. Thus, he has again been selected as a candidate for an Outside Director. His term as an Outside Director will be two years as of the close of this Meeting.</p>
10	<p>Akio Dobashi (Jan. 2, 1949)</p> <p>【Newly appointed】 【Candidate for Outside Director】</p> <p>Number of the Company's shares held: None</p>	<p>As of</p> <p>Apr.1972: Entered Nichimen Company, Limited (present Sojitz Corporation)</p> <p>Apr.2003: Executive Officer of Nissho Iwai - Nichimen Holdings Corporation Representative and Senior Managing Director and Senior Managing Executive Officer of Nichimen Corporation</p> <p>Dec.2003: President and Representative Director, CEO of Nichimen Corporation</p> <p>Apr.2004: Representative Director, President & CEO of Sojitz Corporation</p> <p>Jun.2004: Director (part-time) of Nissho Iwai - Nichimen Holdings Corporation</p> <p>Jul.2004: Director (part-time) of Sojitz Holdings Corporation (name changed from Nissho Iwai - Nichimen Holdings Corporation)</p> <p>Jun.2005: Representative Director, President & CEO of Sojitz Holdings Corporation</p> <p>Oct.2005: The corporate name was changed to Sojitz Corporation due to the merger of Sojitz Holdings Corporation and Sojitz Corporation Representative Director, President & CEO of Sojitz Corporation</p> <p>Apr.2007: Representative Director and Chairman of Sojitz Corporation</p> <p>Apr.2012: Director of Sojitz Corporation</p> <p>Jun.2012: Senior Corporate Advisor of Sojitz Corporation</p> <p>Jun.2014: Corporate Advisor of Sojitz Corporation (present)</p> <p>Jun.2015: Director of OSJB Holdings Corporation (present)</p> <p><Important concurrent post></p> <p>Director of OSJB Holdings Corporation</p> <p>< Reason for Nomination as Outside Director></p> <p>Mr. Dobashi has actively performed as a top executive at a general trading company for many years. He has considerable experience and excellent expertise in company management.</p> <p>We assessed that he could accomplish the duties as the Outside Director appropriately from such experience and excellent expertise. Thus, he has again been selected as a candidate for an Outside Director.</p>

Notes:

1. None of the candidates for the Directors have any special interest in the Company.
2. Should Mr. Norihisa Doi and Mr. Akio Dobashi be elected, the Company will make both of them independent directors under the regulation of the Tokyo Stock Exchange, Inc.
3. The Company has entered into a contract with Mr. Norihisa Doi limiting the amount of his damages compensation liability defined in Paragraph1, Article 423 of the Companies Act to the limit prescribed by laws and regulations. Should he be elected, the Company will continue the aforementioned contract with him. Should Mr. Akio Dobashi be elected, the Company will enter into aforementioned contract with him under the same conditions.

Item No.3: Election of three Audit & Supervisory Board Members

At the end of this Meeting, Mr. Kuniyoshi Kitamura will resign the office and the term of offices of Mr. Masahiro Shimizu and Mr. Kazuto Ono will expire as Audit & Supervisory Board Members. We would like you to elect three Audit & Supervisory Board Members.

Prior to our proposal of this item, we have obtained the consent of the Audit & Supervisory Board.

The candidates for the Audit & Supervisory Board Members are as follows:

Candidate No.	Name (Date of birth)	Brief personal record, position, business in charge and important concurrent posts
1	Masahiro Shimizu (Jul. 25, 1955) Number of the Company's shares held: 9,362 shares	As of Apr.1979: Entered the Company Jan.2007: Senior General Manager of Business Solution Planning Headquarters Jul.2008: General Manager of Accounting Division Mar.2009: General Manager of Audit Office Jan.2012: General Manager of Group Audit Office Jan.2013: Principal Staff Manager of Accounting Headquarters Mar.2013: Audit & Supervisory Board Member (present) <Reason for Nomination as Audit & Supervisory Board Member > Mr. Shimizu was engaged in the fields of business planning, finance and accounting and internal control for many years. Through such experience, he has considerable degree of knowledge in finance and accounting. We assessed that he could accomplish the duties as the Audit & Supervisory Board Member appropriately. Thus, he has again been selected as a candidate for Audit & Supervisory Board Member.
2	Kunihiko Tedo (Jan. 1, 1957) 【Newly appointed】 【Candidate for Outside Audit & Supervisory Board Member】 Number of the Company's shares held: None	As of Apr.1980: Entered CANON INC. Jan.2005: General Manager of Toride OIP Planning Div., Office Imaging Products Global Manufacturing Management Center, Office Imaging Products Operations Jul.2007: General Manager of Office Imaging Products Accounting Division, Office Imaging Products Operations Dec.2009: Senior Vice President, CFO & Treasurer of Canon U.S.A., Inc. (present) Oct.2012: President & CEO of Canon Financial Services, Inc. (present) <Reason for Nomination as Outside Audit & Supervisory Board Member> Mr. Tedo was engaged in the field of finance and accounting in Canon group for many years. He participates in the management of Canon U.S.A., Inc. at present as Senior Vice President. Through such experience and expertise, we assessed that he can accomplish the duties as the Outside Audit & Supervisory Board Member appropriately. Thus, he has newly been selected as a candidate for Outside Audit & Supervisory Board Member.
3	Nobuyasu Kusumi (Jan. 20, 1959) 【Newly appointed】 【Candidate for Outside Audit & Supervisory Board Member】 Number of the Company's shares held: 500 shares	As of Apr.1981: Entered The Yasuda Fire & Marine Insurance Co., Ltd. Apr.2005: General Manager of Yokohama Automobile Business Production Department, Sompo Japan Insurance Inc. Apr.2008: Shizuoka Branch General Manager of Sompo Japan Insurance Inc. Apr.2011: Executive Officer of Kagoshima Branch General Manager, Sompo Japan Insurance Inc. Apr.2013: Managing Executive Officer and General Manager of Shizuoka Regional Headquarters of Sompo Japan Insurance Inc. and NIPPONKOA Insurance Company, Limited Apr.2014: Director and Senior Managing Executive Officer of NKSJ Himawari Life Insurance, Inc. Sep.2014: Director and Senior Managing Executive Officer of Sompo Japan Nipponkoa Himawari Life Insurance, Inc. (present) <Reason for Nomination as Outside Audit & Supervisory Board Member> Mr. Kusumi was engaged in the management in an insurance company for many years. He has considerable experience and a wide range of expertise. We assessed that he can accomplish the duties as an Outside Audit & Supervisory Board Member appropriately. Thus, he has newly been selected as a candidate for Outside Audit & Supervisory Board Member.

Notes:

1. None of the candidates for the Audit & Supervisory Board Members have any special interest in the Company.
2. Mr. Kunihiro Tado had been a business executing person of a subsidiary company of Canon Inc., our parent company, in the past 5 years as mentioned above.
3. Mr. Kunihiro Tado has received remuneration from Canon U.S.A., Inc. as its business executing person in the past 2 years.
4. Should Mr. Nobuyasu Kusumi be elected, the Company will make him independent director under the regulation of the Tokyo Stock Exchange, Inc.
5. The Company has entered into a contract with Mr. Masahiro Shimizu limiting the amount of his damage compensation liability defined in Paragraph1, Article 423 of the Companies Act to the limit prescribed by laws and regulations. Should he be elected, the Company will continue the aforementioned contract with him. Should Mr. Kunihiro Tado and Mr. Nobuyasu Kusumi be elected, the Company will enter into aforementioned contract with both of them under the same conditions.

Item No.4: Grant of Bonus to Directors

It is proposed that bonus be granted to the eight Directors excluding the Outside Director as of the end of this term, in appreciation of their services during this business term, which totals 64,800,000 yen considering the business results for this business term, etc.