

Security Code 4812  
March 9, 2016

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

## To Our Shareholders

### NOTICE OF THE 41ST ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 41st 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.evotep.jp/>). Exercise your voting rights by 5:30 p.m., March 24, 2016 (Thursday), using either of the methods.

#### Meeting Details

<b>1 Time and Date:</b>	<b>10:00 a.m., March 25th, 2016 (Friday) (main doors open 9:00 a.m.)</b> *The reason for the major change in the date of the Annual Meeting of Shareholders from the previous meeting (June 23, 2015) is because the end of the fiscal year was moved during the 41st Fiscal Term from March 31 to December 31.
<b>2 Place:</b>	<b>3F Hall of our company headquarters</b> Keio Shinagawa Building 2-17-1, Konan, Minato-ku, Tokyo, Japan (Refer to the map of the venue given at the end)
<b>3 Objectives of the Meeting:</b>	<b>Reporting:</b> <ol style="list-style-type: none"><li>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 41st Fiscal Term (From April 1, 2015 to December 31, 2015)</li><li>Report on the financial statement for the 38th Fiscal Term (From April 1, 2015 to December 31, 2015)</li></ol> <b>Agenda:</b> Proposal 1: Appropriation of surplus Proposal 2: Election of eleven (11) Directors Proposal 3: Election of three (3) Corporate Auditors Proposal 4: Election of one (1) Substitute Corporate Auditor

Attendees are kindly requested to submit the enclosed Voting Rights Exercise Form at the reception desk at the venue. Of the documents that must be provided along with this notification to summon shareholders to the Annual Meeting of Shareholders, the "notes to consolidated financial statements" and "notes to specific items" have been posted onto the company website (<http://www.isid.co.jp/>) in accordance with the law and stipulations of Article 16 of the company's articles of incorporation, so they have not been included in the documents attached to this notification. Therefore the attached documents are part of the consolidated financial statement or other financial documents inspected during the preparation of the audit report by the independent auditor. 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 a year-end dividend of 18 yen per share, including a dividend paid to commemorate the 40th anniversary of the company, 4 yen higher than the 14 yen paid in the previous fiscal year.

Moreover, combined with an interim dividend of 14 yen per share already paid out, the total dividends for the fiscal year shall amount to 32 yen per share, resulting in an increase of 6 yen from the previous fiscal year (Interim dividend of 12 yen, and year-end dividend of 14 yen).

#### 1. Year-end dividends

- (1) Type of dividend assets  
Cash
- (2) Allocation of dividend assets and total amount of allocation  
18 yen per company share (regular dividend of 11 yen, 40th anniversary  
Commemorative dividend of 7 yen).  
Total amount: 586,490,580 yen
- (3) Effective date of dividend payment  
March 28, 2016

## Proposal 2: Election of eleven (11) Directors

The term of office of all ten (10) 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 eleven (11) new Directors.

Candidates for Directors are as follows.

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
1	[Reappointment] Setsuo Kamai (May 23, 1952) 2,000 shares	<p>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. &lt;current position&gt;  Apr. 2011    Chief Executive Officer of ISID, Ltd. &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>After joining DENTSU INC. in 1975, he was involved mainly in financial and accounting work. He was promoted to Managing Director in 2002, then Director and Chief Financial Officer in 2004. From 2006, he was Managing Director and Chief Financial Officer. He was promoted to Executive Director of ISID, Ltd. in 2009, and in 2010 he became President and Representative Director, and Chief Operating Officer. He has also been Chief Executive Officer since 2011, and held other positions, giving him a wealth of operational and administrative experience. He is currently President and Representative Director, Chief Executive Officer and Chief Operating Officer, and acts as Chairman of the Board, making decisions at Board of Directors meetings and appropriately fulfilling his role in overseeing the administration of the entire group, which is why he has been chosen again as a candidate for Director.</p>	
2	[Reappointment] Akihiro Fukuyama (September 25, 1953) 10,040 shares	<p>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.  Apr. 2010    Director, Executive Vice President, Sales Manager of ISID, Ltd. &lt;current position&gt;  Apr. 2015    Engineering Solutions Segment Director of ISID, Ltd.  In charge of the Strategic Business Development Division &lt;current position&gt;  Jan. 2016    In charge of Global Business Deployment Division of ISID, Ltd. &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining the company, he has been involved mainly in sales work, and he was placed in charge of business departments involved in financial and logistics service operations. He was also President and Representative Director of a subsidiary involved in system development, and held various other positions, giving him a wealth of operational and administrative experience. As Executive Vice President he currently manages the Group's Sales Division, and oversees the segment involved in manufacturing operations and the global business. Since being promoted to Director in 2004, he has proven himself to be capable of fulfilling his role in decision-making on important administrative matters, supervising the execution of operations, etc., which is why he has been chosen again as a candidate for Director..</p>	

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
3	[Reappointment] Kenji Ichikawa (February 23, 1957) 6,600 shares	<p>Apr. 1980    Joined ISID, Ltd.</p> <p>Jun. 2006    Director of ISID, Ltd.</p> <p>Jun. 2008    Senior Director of ISID, Ltd.</p> <p>Jun. 2009    Executive Director of ISID, Ltd.</p> <p>Apr. 2010    Director, Senior Managing Director, Manager &lt;current position&gt;</p> <p>Apr. 2014    President and Representative Director of ISID Advanced Outsourcing, Ltd. &lt;current position&gt;</p> <p>Apr. 2015    Head of Business Solution Segment &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining the company, he has been involved mainly in technical work, such as the development of systems, including being placed in charge of the Technology Department, giving him a wealth of operational experience. As Senior Managing Director, he is currently responsible for the segment providing core systems. Since being promoted to Director in 2006, he has proven himself to be capable of fulfilling his role in decision-making on important administrative matters, supervising the execution of operations, etc., which is why he has been chosen again as a candidate for Director.</p>	
4	[Reappointment] Nobuo Uehara (August 17, 1954) 9,500 shares	<p>Nov. 1980    Joined ISID, Ltd.</p> <p>Jun. 2005    Director of ISID, Ltd.</p> <p>Jun. 2008    Senior Director of ISID, Ltd.</p> <p>Oct. 2009    President and Representative Director of ISID Assist, Ltd. &lt;current position&gt;</p> <p>Apr. 2010    Director, Senior Managing Director, Administrative Manager of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2011    In charge of the Integrated Risk Management Division of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2012    Manager of group companies of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2013    Corporate Planning Division Director of ISID, Ltd. &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining the company, he has been involved mainly in sales and administrative planning work. He has a wealth of experience having been placed in charge of the Administrations Department, Corporate Planning Division, etc. As Senior Managing Director he currently oversees the Administrations Department of the Group, and is responsible for the Corporate Planning and Risk Management Divisions of ISID, Ltd. Since being promoted to Director in 2005, he has proven himself to be capable of fulfilling his role in decision-making on important administrative matters, supervising the execution of operations, etc., which is why he has been chosen again as a candidate for Director.</p>	

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
5	[Reappointment] Konosuke Umezawa (March 21, 1958) 1,000 shares	<p>Apr. 1982    Joined EBARACORPORATION</p> <p>Feb. 1990    Joined ISID, Ltd.</p> <p>Oct. 2005    Executive officer of ISID, Ltd.</p> <p>Jun. 2008    Director of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2010    Managing Director of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2011    Manager of Development and Technology , In charge of Administrative Division and Technology Headquarters of ISID. Ltd.&lt;current position&gt;</p> <p>Apr. 2013    In charge of the Technology Headquarters of ISID, Ltd. &lt;current position&gt;</p> <p>May. 2014    Representative Director of ISID Engineering, Ltd. &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining the company, he has been involved mainly in technical work, such as the development of systems, including being placed in charge of the department that handles business with DENTSU, giving him a wealth of operational experience. As Managing Director, he is currently responsible for managing the Technology Department of the Group, and the Administrations Department of ISID, Ltd. Since being promoted to Director in 2008, he has proven himself to be capable of fulfilling his role in decision-making on important administrative matters, supervising the execution of operations, etc., which is why he has been chosen again as a candidate for Director.</p>	
6	[Reappointment] Atsushi Yoshimoto (February 6, 1958) 1,560 shares	<p>Apr.1980    Joined Osaka Seimitsu Kikai Co., Ltd.</p> <p>Aug.1991    Joined ISID, Ltd.</p> <p>Apr. 2006    Executive Officer of ISID, Ltd.</p> <p>Jun.2008    Director of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2010    Managing Director of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2011    President and CEO of iTiD Consulting, Ltd. &lt;current position&gt;</p> <p>Apr. 2015    Engineering Solutions Segment Deputy Director of ISID, Ltd. &lt;current position&gt;</p> <p>Jun. 2015    Representative Director of ESTEC Inc. &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining the company, he has been involved mainly in consulting for manufacturing operations, such as being placed in charge of the business department that handles manufacturing operations, giving him a wealth of operational experience. He is currently Managing Director and Deputy Director managing the segment in manufacturing operations, and he is also Representative Director of a subsidiary that provides consulting services for manufacturing operations. Since being promoted to Director in 2008, he has proven himself to be capable of fulfilling his role in decision-making on important administrative matters, supervising the execution of operations, etc., which is why he has been chosen again as a candidate for Director. .</p>	

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
7	[Reappointment] Akira Kobayashi (February 28, 1959) 10,600 shares	<p>Apr. 1982 Joined ISID, Ltd.</p> <p>Apr. 2005 Executive officer of ISID, Ltd. Jun.2009 Director of ISID, Ltd. &lt;current position&gt;</p> <p>Jun.2009 Director of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2010 Managing Director, Segment Director of Financial Solution of ISID, Ltd. &lt;current position&gt;</p> <p>Apr. 2014 Deputy to the person in charge of the Global Business Deployment Division &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining the company, he has been involved mainly in technical operations such as system development, and he has also been placed in charge of a business department involved in financial operations, giving him a wealth of experience. He is currently Managing Director, responsible for the segment involved in financial operations, and is also Deputy to the person in charge of the global business. Since being promoted to Director in 2009, he has proven himself to be capable of fulfilling his role in decision-making on important administrative matters,</p>	
8	[Reappointment] Yasuo Morioka (December 17, 1954) 200 shares	<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.&lt;current position&gt;</p> <p>Jun. 2015 Director, Managing Director, and Assistant Sales Manager of ISID, Ltd. Head of the Communication IT Segment 2020 In charge of the Technology &amp; Business Development Office &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining Dentsu INC. in 1978, he has been involved mainly in sales and sales support work. After being placed in charge of the Administrative Department of a group company, he was placed in charge of the Administrations Department of ISID, Ltd. in 2013 as Senior Manager, giving him a wealth of experience at both DENTSU INC. and ISID, Ltd. As Managing Director, he is currently Assistant Sales Manager of the Group, and is also responsible for the segment that handles business with the DENTSU Group. Since being promoted to Director in 2015, he has proven himself to be capable of fulfilling his role in decision-making on important administrative matters, supervising the execution of operations, etc., which is why he has been chosen again as a candidate for Director.</p>	

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
9	[Reappointment as Outside, Independent Director] Kazuo Ichijo (October 13, 1958) 0 shares	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 Auditor of ISID, Ltd. <current position> Mar. 2005 Outside Director of SHIMANO INC. <current position> Apr. 2007 Professor of International Corporate Strategy at Hitotsubashi University <current position> Apr. 2014 Dean of International Corporate Strategy at Hitotsubashi University <current position> Jun. 2015 Outside Director of PanaHome Corporation <current position> Outside Director of ISID, Ltd. <current position>
	The reason for selection as Director candidate He was appointed Outside Director of ISID, Ltd. in 2015 so that he could contribute directly to the boosting of corporate value, in light of his experience since 2001 as Outside Auditor, a position in which he has proven himself to be capable of fulfilling his role in, e.g., supervising the execution of operations by directors. He has knowledge and experience as an expert researcher in corporate strategies, innovation and corporate governance, fulfilling the company's "requirements for independence as an outside director." He also has extensive experience as outside directors of other listed companies for which he has been deemed capable of continuing to offer useful advice, which is why he has been chosen again as a candidate for Director. He has so far never experienced involvement in administering the company except as an outside executive, but due to the reasons described above, he has been deemed capable of appropriately executing his duties as Outside Director.	
10	[New appointment as Outside, Independent Director] Yukari Murayama (August 4, 1972) 0 shares	Apr. 2000 Registered as 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> Jun. 2015 Outside Auditor of ISID, Ltd. <current position>
	The reason for selection as Director candidate She was chosen as a candidate for Outside Director so that she could contribute directly to the boosting of corporate value at ISID, Ltd., in light of her experience since 2015 as Outside Auditor, a position in which she has proven herself to be capable of fulfilling her role appropriately in, e.g., supervising the execution of operations by directors. She has extensive specialist knowledge and practical experience in corporate law as a lawyer, as well as practical experience in, e.g., financial supervisory administration, as the result of being sent on loan to the Supervisory Bureau of the Financial Services Agency. She also fulfills the company's "requirements for independence as an outside director." She has so far never experienced involvement in administering the company except as an outside executive, but due to the reasons described above, she has been deemed capable of appropriately executing her duties as Outside Director.	

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
11	<p>[New appointment as Non-Executive Director] Toshiya Oyama (June 28, 1959) 0 shares</p>	<p>Apr. 1984 Joined DENTSU INC. Jan. 2010 Full-time Head of the Digital Business Bureau of DENTSU INC. Executive Officer of Dentsu Digital Holdings, Inc. &lt;current position&gt; Jun. 2010 Outside Director of Dentsu e-marketing One Inc. &lt;current position&gt; Sep. 2011 Head of the Direct Marketing Business Bureau of DENTSU INC. Apr. 2014 Executive Officer of DENTSU INC. &lt;current position&gt; Head of the Direct Marketing Business Bureau of DENTSU INC. Jun. 2014 Head of the Promotion Business Bureau of DENTSU INC. Director of Dentsu Digital Holdings, Inc. &lt;current position&gt; Outside Director of DENTSU TEC INC. &lt;current position&gt; Director &amp; CEO of NEXTAGE Dentsu Inc. &lt;current position&gt; Jul. 2014 Head of the Promotion Produce Division of DENTSU INC. Nov. 2014 Outside Director of UpTable Inc. &lt;current position&gt; Mar. 2015 Director of Dentsu Aegis Japan Inc. &lt;current position&gt; Jan. 2016 Director of Dentsu Operation Partners Inc. &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate Since joining DENTSU INC. in 1984, he has been involved mainly in sales promotion, the digital business, etc. After being placed in charge of the Direct Marketing Business, he is currently in charge of the Promotion and Digital Divisions as Executive Officer. He also serves as Director for several other Dentsu Group companies, having extensive operational and administrative experience. He is expected to be capable of offering useful advice on managing the company based on his extensive experience and knowledge in the management of groups. He is also deemed capable of contributing to promotion of cooperation with the Dentsu Group, which is why he has been chosen as a candidate for Director.</p>	

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. Mr. Kazuo Ichijo is currently Outside Director of the company, but by the end of this meeting, he will have worked as Outside Director for nine months. Moreover, he has worked as Outside Auditor for 14 years.
7. Mr. Kazuo Ichijo is currently Outside Director of the company, and the company has entered into a Maximum Liability contract with him for a sum of 6 Million Yen, or the minimum liability amount stipulated in Article 425, Clause 1, whichever is greater. In the event of the candidate becoming reelected as Outside Director, the company will enter into the same contract with the said person.
8. Ms. Yukari Murayama is currently Outside Auditor of the company, but her term of office will expire with the closing of this General Meeting of Shareholders. She will have worked as Outside Auditor for nine months.



9. Ms. Yukari Murayama is currently Outside Auditor of the company, and the company has entered into a Maximum Liability contract with her for a sum of 6 Million Yen, or the 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.
10. The Company has registered Mr. Kazuo Ichijo and Ms. Yukari Murayama as Independent Directors according to the regulations of the Tokyo Stock Exchange. In the event of the candidates becoming elected, the Company will reregister them as Independent Directors according to the regulations of the Tokyo Stock Exchange.
11. Mr. Toshiya Oyama is Executive Officer of DENTSU INC., the parent company of ISID, Ltd.
12. In the event of Mr. Toshiya Oyama becoming elected, the Company will enter into a Maximum Liability contract with him for a sum of 6 Million Yen, or the minimum liability amount stipulated in Article 425, Clause 1, whichever is greater.

### Proposal 3: Election of three (3) Corporate Auditors

The term of office of all Auditors will expire with the closing of this General Meeting of Shareholders. As such, you will be asked to elect three (3) new auditors.

Consent of the Board of Corporate Auditors has been obtained for this proposal. The candidates for Corporate Auditors are as follows.

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
1	[Reappointment as Outside Auditors] Sadao Suzuki (December 16, 1954) 1,000 shares	<p>Apr. 1978 Joined DENTSU INC.</p> <p>Sep. 2002 Deputy Director-General of the 1st Sales Bureau of the 4AP Headquarters at DENTSU INC.</p> <p>Jan. 2006 Full-time Head of the Global Account Management Bureau of the 3AP Headquarters at DENTSU INC.</p> <p>Oct. 2010 Full-time Head of the Business Management Bureau of DENTSU INC.</p> <p>Apr. 2012 Head of the Global Business Bureau of DENTSU INC.</p> <p>Apr. 2013 Full-time Head of the Corporate Planning Bureau of DENTSU INC.</p> <p>Jun. 2013 Full-time (Outside) Auditor of ISID, Ltd. &lt;current position&gt;</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining DENTSU INC. in 1978, he has been involved mainly in sales and corporate planning, and after working for the Global Business Bureau, he was appointed as Auditor of ISID, Ltd. in 2013. He has been working as Chairman of the Board of Corporate Auditors, as a full-time Outside Auditor. He has extensive experience and knowledge in group administration, and he has proven himself to be capable of fulfilling his role in, e.g., supervising the execution of operations by directors, which is why he has been chosen again as a candidate for Outside Auditor.</p>	
2	[Reappointment] Atsushi Tani (July 18, 1957) 0 shares	<p>Apr. 1980 Joined DENTSU INC.</p> <p>Dec. 2008 Deputy Director-General of the Public Account Management Bureau of DENTSU INC.</p> <p>Apr. 2012 Deputy Director-General of the 15th Sales Bureau of DENTSU INC.</p> <p>Mar. 2014 Full-time Deputy Director-General of the Group Auditor Department of the Supervisory Board Office at DENTSU INC.</p> <p>Jun. 2014 Outside Auditor of DENTSU WORKS INC. &lt;current position&gt;</p> <p>Outside Auditor of Up Table Inc. &lt;current position&gt;</p> <p>Outside Auditor of Video Research Ltd. &lt;current position&gt;</p> <p>Outside Auditor of Dainichi. Co., Ltd. &lt;current position&gt;</p> <p>Outside Auditor of ISID, Ltd. &lt;current position&gt;</p> <p>Jan. 2015 Deputy Director-General of the Group Auditor Department of the Supervisory Board Office at DENTSU INC.</p> <p>Mar. 2015 Outside Auditor of DENTSU CASTING AND ENTERTAINMENT INC. &lt;current position&gt;</p> <p>Outside Auditor of DENTSU CREATIVE FORCE INC. current position&gt;</p> <p>Jul. 2015 Auditor of Synergy Medical Communications, Inc. &lt;current position&gt;</p> <p>Deputy Director-General of the Group Auditor Department of the Supervisory Board</p>
	<p>The reason for selection as Director candidate</p> <p>Since joining DENTSU INC. in 1978, he has been involved mainly in sales and corporate planning, and after working for the Global Business Bureau, he was appointed as Auditor of ISID, Ltd. in 2013. He has been working as Chairman of the Board of Corporate Auditors, as a full-time Outside Auditor. He has extensive experience and knowledge in group administration, and he has proven himself to be capable of fulfilling his role in, e.g., supervising the execution of operations by directors, which is why he has been chosen again as a candidate for Outside Auditor.</p>	

Candidate No.	Name (Date of Birth) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
3	<p>[New appointment as Outside, Independent Director] Masahiko Sasamura (December 19, 1965) 0 shares</p>	<p>Sep. 1989 Joined Minato Kansa Hojin (current KPMGAZSALLC.)  Aug. 1993 Registered as a certified public accountant  Feb. 2004 Registered as a certified tax accountant  Jun. 2005 Founder and Representative Director of Tenrindo Corporation  &lt;current position&gt;  Oct. 2006 Responsible Manager and Function Manager of Govern LLC.  Jun. 2013 Outside Auditor of Dentsu Music and Entertainment &lt;current position&gt;  Apr. 2014 Executive Partner of Partners C Inc. &lt;current position&gt;  Employee at Partners Z &lt;current position&gt;  Jul. 2014 Employee at Partners SG &lt;current position&gt;</p>
	<p>The reason for selection as Auditor candidate  He has been deemed capable of making use of his extensive knowledge and experience as a certified public accountant and certified tax accountant in auditing for the company, which is why he has been chosen as a candidate for Outside Auditor. He also fulfills the company's "requirements for independence as an outside director.</p>	

Note:

1. There is no special interest between the above candidates and the company.
2. Mr. Sadao Suzuki comes from DENTSU INC., the parent company of ISID, Ltd. (resigned on June 25, 2013).
3. Mr. Sadao Suzuki is currently Outside Auditor of the company, but by the end of this meeting, he will have worked as Auditor for two years and nine months.
4. Mr. Sadao Suzuki is currently Outside Auditor of the company, and the company has entered into a Maximum Liability contract with him for a sum of 6 Million Yen, or the minimum liability amount stipulated in Article 425, Clause 1, whichever is greater. In the event of the candidate becoming reelected as Outside Auditor, the company will enter into the same contract with the said person.
5. Mr. Atsushi Tani is Deputy Director-General of the Group Auditor Department of the Supervisory Board Office at DENTSU INC., the parent company of ISID, Ltd.
6. Mr. Atsushi Tani is currently Outside Auditor of the company, but by the end of this meeting, he will have worked as Auditor for one year and nine months.
7. Mr. Atsushi Tani is currently Outside Auditor of the company, and the company has entered into a Maximum Liability contract with him for a sum of 6 Million Yen, or the minimum liability amount stipulated in Article 425, Clause 1, whichever is greater. In the event of the candidate becoming reelected as Outside Auditor, the company will enter into the same contract with the said person.
8. In the event of Mr. Masahiko Sasamura becoming elected as Outside Auditor, the company will enter into a Maximum Liability contract with him for a sum of 6 Million Yen, or the minimum liability amount stipulated in Article 425, Clause 1, whichever is greater.
9. Mr. Masahiko Sasamura fulfills the requirements as Independent Director according to the regulations of the Tokyo Stock Exchange, and in the event of the candidate becoming elected, the Company will reregister him with the Tokyo Stock Exchange as Independent Director.

#### Proposal 4: 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) Number of Shares of the Company Owned	Career Summary, Position and Duty (Concurrent holding of positions)
Koichiro Tanaka (July 6, 1965) 0 shares	<p>Oct. 1987    Joined Tohmatsu Awoki &amp; Sanwa (currently Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1991    Registered as certified public accountant</p> <p>Aug. 1998    Assigned to U.S. Deloitte Touche Tohmatsu's Dalian Office Resident Representative of U.S. Deloitte Touche Tohmatsu's Dalian Office (Office Head)</p> <p>Sep. 2002    Assigned to Deloitte Touche Tohmatsu's Shenzhen Office in China Managing Director of the Japanese Operations Department in South China at Deloitte Touche Tohmatsu's Shenzhen Office</p> <p>Jun. 2003    Office Partner at Deloitte Touche Tohmatsu's Shenzhen Office</p> <p>Sep. 2003    Returned to the Auditor Division at the Tokyo Office of Deloitte Touche Tohmatsu LLC</p> <p>Dec. 2003    Partner in the Corporate Finance Department of Deloitte Touche Tohmatsu LLC</p> <p>May 2005    Registered as certified tax accountant</p> <p>Jul. 2014    Founder and Head of Tanaka Sogo Kaikei Jimusho &lt;current position&gt;</p> <p>Mar. 2015    Outside Auditor of Toyo Tanso Co., Ltd. &lt;current position&gt;</p> <p>Apr. 2015    Outside Auditor of Saitama Industrial Company, Ltd. &lt;current position&gt;</p>

The reason for selection as Substitute Corporate Auditor candidate

He has been deemed capable of making use of his extensive knowledge and experience as a certified public accountant and certified tax accountant, as well as knowledge and overseas experience gained through extensive practical experience at a major auditing firm, in auditing for the company, which is why he has been chosen as a candidate for Outside Auditor.

Note:

1. There is no special interest between the above candidate and the company.
2. Mr. Koichiro Tanaka is Outside Substitute Corporate Auditor candidate.
3. Mr. Koichiro Tanaka was Partner at Deloitte Touche Tohmatsu LLC, with whom the company has an audit contract, but he resigned from the position on June 30, 2014.
4. In the event of Mr. Koichiro Tanaka becoming elected as Auditor, the company will enter into a Maximum Liability contract with him for a sum of 6 Million Yen, or the minimum liability amount stipulated in Article 425, Clause 1, whichever is greater.

## Guidance Notes on the Exercising of Voting Rights

Voting rights may be exercised through any of the following three methods.

### If attending the General Meeting of Shareholders



The Voting Rights Exercise Form is to be submitted to the reception desk at the venue (affixing of a seal is unnecessary)

**Time and Date** 10:00 a.m., March 25th, 2016 (Friday) (main doors open 9:00 a.m.)

**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)

### If exercising voting rights through the post



Return the enclosed Voting Rights Exercise Form with your vote through the post, without attaching a stamp to it.

**Deadline** The voting deadline shall be 5:30 p.m. on Thursday, March 24, 2016.

### If exercising voting rights via Internet



Access the website for exercising voting rights (<http://www.evotep.jp>) via a personal computer, smartphone or cell phone, and enter the "Login ID" and "Temporary Password" shown on the enclosed Voting Rights Exercise Form, then follow the instructions on the screen.

**Deadline** The voting deadline shall be 5:30 p.m. on Thursday, March 24, 2016.

- (1) 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.
- (2) A new "Login ID" and "Temporary Password" will be issued before every General Meeting of Shareholders.
- (3) 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.

## About exercising Voting Rights via Internet

Shareholders are asked to take note of the following before voting when exercising their voting rights via Internet.

You will not be required to complete voting procedures in writing (Voting Rights Exercise Form) or via Internet if you attend the General Meeting of Shareholders,

### 1. Exercise of Voting Rights via Internet

(1) Exercise of Voting Rights via Internet is possible only through the website designated by the company (the website will be inaccessible every day from 2 a.m. until 5 a.m. Furthermore, shareholders may not be able to use the website depending on their Internet environment).

[Website for exercising voting rights] <http://www.evote.jp/>

(2) Enter the "Login ID" and "Temporary Password" shown on the Voting Rights Exercise Form, then follow the instructions on the screen.

(3) If voting rights are exercised via both Internet and the post, only the vote exercised via Internet shall be treated as being valid, or if voting rights are exercised via Internet more than once, only the last vote shall be deemed valid.

(4) Any costs arising from using the website for exercising voting rights (Internet connection fees and phone charges etc.) shall be borne by the shareholder.

(5) The deadline for voting via Internet shall be 5:30 p.m. on Thursday, March 24, 2016, but shareholders are asked to vote as soon as possible. Please contact our Help Desk for any inquiries.

### 2. The handling of passwords

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

(2) The password enables confirmation of the identity of the shareholder exercising his/her right to vote. Please be sure it is handled with care. Telephone inquiries regarding passwords shall not be answered.

### 3. For inquiries regarding exercising of voting rights via Internet (help desk)

Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll-free)

Office hours: 9:00 a.m. to 9:00 p.m.