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(Stock Exchange Code 9072)  
June 3, 2016

**To Shareholders with Voting Rights:**

Masakatsu Kuroiwa  
President & Representative Director  
NIKKON Holdings Co., Ltd.  
6-17 Akashi-cho Chuo-ku, Tokyo

**NOTICE OF  
THE 75TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our sincere appreciation for your continued support and patronage.

You are cordially invited to attend the 75th Annual General Meeting of Shareholders of NIKKON Holdings Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via an electromagnetic method (through the Internet). Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote of approval or disapproval on the proposals in the enclosed Voting Rights Exercise Form and return the form so that it is received by 5:30 p.m. on Tuesday, June 28, 2016, Japan time (JST), or exercise your voting rights via the Internet (<http://www.evotep.jp/>).

**1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. Japan time

**2. Place:** 5F Conference room at the Corporate Headquarters located at  
6-17 Akashi-cho Chuo-ku, Tokyo Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 75th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 75th Fiscal Year (April 1, 2015 - March 31, 2016)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Provision of Bonuses to Directors  
**Proposal 3:** Election of Nine (9) Directors  
**Proposal 4:** Election of Three (3) Corporate Auditors  
**Proposal 5:** Election of One (1) Substitute Corporate Auditor

**4. Guidance for exercising Voting Rights**

(1) If you exercise your voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall be deemed as valid.

If you exercise your voting rights multiple times via the Internet, the latest exercise shall be deemed as valid.

(2) All shareholders may exercise their voting rights through a proxy who must be another shareholder of the Company having voting rights. However, submission of documents proving power of attorney will be required.

\* For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

\* Any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company's website (<http://www.nikkon-hd.co.jp>).

### **Exercise of Voting Rights via the Internet**

If you exercise your voting rights via the Internet, please vote with reference to the matters described below.

#### **1. Website for exercising voting rights**

- (1) The exercise of voting rights via the Internet is available only by accessing the website designated by the Company (<http://www.evotep.jp/>), through a personal computer, a smartphone or mobile phone (i-mode, EZweb or Yahoo! Mobile) \*. (Please note that rights cannot be exercised from 2:00 a.m. to 5:00 a.m. every day).

\* “i mode” is a trademark or registered trademark of NTT DOCOMO, INC., “EZweb” is a trademark or registered trademark of KDDI CORPORATION, and “Yahoo!” is a trademark or registered trademark of United States-based Yahoo! Inc.

- (2) Voting rights may not be exercised by personal computer, etc. depending on the Internet environment of stockholders due to factors including usage of firewalls, etc. in connecting to the Internet, usage of anti-virus programs, and usage of proxy servers.
- (3) When exercising voting rights via mobile phone, you must use one of the following services: i-mode, EZweb or Yahoo! Mobile. For security reasons, you cannot vote using mobile handsets that cannot send encrypted transmissions (SSL transmissions) or that cannot send the mobile phone information.
- (4) Although exercise of voting rights via the Internet is available until 5:30 p.m. of June 28, 2016(Tuesday), please exercise your voting rights ahead of time. If you have any questions about the procedures for exercising voting right via the Internet, please contact the Help Desk.

#### **2. Method to exercise voting rights via the Internet**

- (1) Please indicate your vote of approval or disapproval on the proposals on the website (<http://www.evotep.jp/>) using your Login ID and temporary password included in the Voting Rights Exercise Form to exercise your voting rights following the instructions on the screen.
- (2) You will be requested to change your temporary password on the voting rights exercise website in order to prevent any unauthorized access (“spoofing”) or falsification of your votes.
- (3) A new Login ID and temporary password will be issued each time upon convocation of a General Meeting of Shareholders.

#### **3. Costs incurred for accessing the website when exercising voting rights**

Costs incurred for access to the website to exercise voting rights (such as Internet connection charges, phone charges etc.) shall be borne by you. Packet communication and other fees charged for the use of mobile phones shall also be borne by you.

For further assistance, regarding system, etc., please contact:

Transfer Agent Department (Help Desk)  
Mitsubishi UFJ Trust and Banking Corporation  
Phone: 0120-173-027 (toll free)  
Inquiries are accepted from 9:00 to 21:00 (JST)

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

For the fiscal year under review, targeting a consolidated payout ratio of 30% and comprehensively taking into account of the earnings forecasts, strengthening of the business structure and internal reserve for expanding future business development, etc., the Company proposes the year-end dividend as follows. This dividend will result in an annual dividend of ¥53 per share, together with an interim dividend of ¥24 per share.

#### 1. Matters on year-end dividend

##### (1) Appropriation of dividend assets to shareholders and amount of appropriation

¥29 in cash per share of the Company's common stock                      total amount ¥1,959,843,577

##### (2) Surplus dividend effective date

June 30, 2016

#### 2. Matters on appropriation of surplus

##### (1) Item and amount of surplus to decrease

Retained earnings brought forward                      ¥2,000,000,000

##### (2) Item and amount of surplus to increase

General reserve                      ¥2,000,000,000

**Proposal 2:** Provision of Bonuses to Directors

The Company proposes to provide bonuses totaling ¥39,600,000 (including ¥4,600,000 for Corporate Auditors) to seven (7) Directors who are not Outside Directors and three (3) Corporate Auditors (including two (2) Internal Corporate Auditors) as of the end of the fiscal year under review, in consideration of the Company's business results, etc. It also proposes that the amount of bonus payable to each Director be left to the discretion of the Board of Directors, and the amount of bonus payable to each Corporate Auditor be left to the discussion of the Board of Corporate Auditors.

**Proposal 3:** Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates are as follows:

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Masakatsu Kuroiwa (February 2, 1951)  Attendance at meetings of the Board of Directors 16/16  [Reelection]	<p>March 1973      Joined the Company</p> <p>September 1981      General Manager of Suzuka Center</p> <p>June 1986      Director</p> <p>June 1989      Managing Director</p> <p>November 1994      President, A.N.I. LOGISTICS, LTD.</p> <p>June 1999      Senior Managing Director</p> <p>January 2003      Chairman and President, NK PARTS INDUSTRIES, INC.</p> <p>April 2009      General Manager of Sales Headquarters</p> <p>June 2009      President and Representative Director</p> <p>June 2011      President, Representative Director and President Executive Officer (current position)</p> <p>[Significant concurrent positions]</p> <p>President, Representative Director and Executive Office, NIPPON KONPO UNYU SOKO CO., LTD.</p>	382,500
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masakatsu Kuroiwa is appropriately supervising management as President and Representative Director. In the Board of Directors, he makes sufficient and appropriate explanations regarding important management projects and serves to increase the decision-making functions of the Board of Directors. Additionally, he leads management as President and Executive Officer, and through achieving the corporate principles, works to continuously improve corporate value. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to lead the Company toward realizing the long-term vision, and requests his continued election as Director.</p>			
2	Keita Kuroiwa (July 10, 1956)  Attendance at meetings of the Board of Directors 16/16  [Reelection]	<p>March 1979      Joined the Company</p> <p>September 1985      General Manager of Isesaki Sales Office, NIPPON UNYU CO., LTD.</p> <p>May 1989      Director, NIPPON UNYU CO., LTD.</p> <p>May 1991      President and Representative Director, NIPPON UNYU CO., LTD.</p> <p>June 1999      Director</p> <p>June 2003      Managing Director</p> <p>June 2004      Representative Director and Vice President</p> <p>June 2011      Representative Director, Vice President and Executive Officer</p> <p>October 2015      Representative Director and Executive Officer (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman and Representative Director, NIPPON UNYU CO., LTD.</p>	518,800
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Keita Kuroiwa is appropriately supervising management as Representative Director centered on a financial viewpoint. Additionally, he also executes duties to swiftly respond to changes in economic conditions and the management environment. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
3	Toshimi Nagaoka (January 21, 1956)  Attendance at meetings of the Board of Directors 16/16  [Reelection]	March 1979	Joined the Company	27,200
		April 1993	General Manager of Wako Sales Office	
		April 1996	Seconded to NK PARTS INDUSTRIES, INC.	
		July 2002	President, A.N.I. LOGISTICS, LTD.	
		June 2006	Director	
		June 2008	General Manager of Oversea Business Promotion Department	
		April 2009	General Manager, KD Sales Department	
		June 2009	Managing Director	
		July 2009	General Manager of Saitama Sales Department and General Manager of International Business Department	
		June 2011	Director and Managing Executive Officer	
		June 2012	Director and Senior Executive Officer	
		October 2015	Director and Executive Officer	
		April 2016	Director and Senior Executive Officer (current position)	
		[Significant concurrent positions]		
		Chairman, NIKKON LOGISTICS CHINA CO., LTD.		
		Representative Director, NK Engineering Co., Ltd.		
[Reasons for nomination as a candidate for Director] After serving as Director and President of foreign affiliated companies, Mr. Toshimi Nagaoka has been involved primarily in overseas businesses, and as General Manager of the Oversea Business Department, has a wealth of operational experience and knowledge regarding global business management, administration and operations, and the Company requests his continued election as candidate for Director.				
4	Takashi Kurisu (June 26, 1955)  Attendance at meetings of the Board of Directors 16/16  [Reelection]	March 1979	Joined the Company	27,700
		August 1994	General Manager of Nagano Sales Office	
		June 2002	General Manager of Sales Office of Sayama Terminal	
		June 2006	General Manager of Compliance Department	
		June 2007	Director	
		June 2007	General Manager of Information Management Department	
		May 2009	General Manager of Personnel Department	
		March 2010	General Manager of Legal Department	
		June 2011	Director and Executive Officer	
		June 2012	Director and Managing Executive Officer	
		October 2015	Director and Executive Officer	
		April 2016	Director and Managing Executive Officer (current position)	
		[Significant concurrent positions]		
		Representative Director, AUTO TECHNIC CO., LTD.		
[Reasons for nomination as a candidate for Director] Mr. Takashi Kurisu has a wealth of operational experience in the compliance division, information management division, personnel division, and legal division, etc., and knowledge regarding overall management, administration and operations, and the Company requests his continued election as candidate for Director.				

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	Yasuyuki Sano (June 25, 1957)  Attendance at meetings of the Board of Directors 16/16  [Reelection]	March 1980      Joined the Company September 1992    General Manager of Sales Office of Sayama Packaging Center November 1996    General Manager of Gunma Sales Office April 2004        Assistant Manager of Labor Department June 2005        General Manager of Personnel Department and General Manager of Labor Department June 2007        Director June 2007        General Manager of General Affairs Department August 2010      General Manager of President's Office June 2011        Director and Executive Officer June 2012        Director and Managing Executive Officer October 2015     Director and Executive Officer April 2016        Director and Managing Executive Officer (current position) [Significant concurrent positions] Representative Director, Nichiyu Shoji Co., Ltd.	24,000
	[Reasons for nomination as a candidate for Director] Mr. Yasuyuki Sano has been involved primarily in operations related to general affairs, personnel, and labor, and after serving as General Manager of the General Affairs Department. He currently serves as General Manager for management of group companies, etc., having a wealth of operational experience and knowledge regarding overall management, administration and operations, and the Company requests his continued election as candidate for Director.		
6	Yasunori Matsuda (March 9, 1959)  Attendance at meetings of the Board of Directors 16/16  [Reelection]	March 1982      Joined the Company November 1997    Assistant Manager of Accounting Department June 2000        Seconded to NK PARTS INDUSTRIES, INC. June 2007        General Manager of Accounting Department (current position) October 2009     General Manager of Affiliated Companies Management Department April 2012        Executive Officer June 2012        Director and Executive Officer (current position) [Significant concurrent positions] Director and Managing Executive Officer, NIPPON KONPO UNYU SOKO CO., LTD.	18,500
	[Reasons for nomination as a candidate for Director] Mr. Yasunori Matsuda has been involved primarily in operations related to finance and accounting and has served as General Manager of the Accounting Department, etc., having a wealth of operational experience and knowledge regarding administration and operations, and the Company requests his continued election as candidate for Director.		



No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
7	Seiji Ooka (June 30, 1960)  [New election]	March 1983      Joined the Company October 1992      Manager of Sales Office of Sayama Packaging Center August 1998      Seconded to A.N.I. LOGISTICS. LTD. June 2007      General Manager of Sales Office of KD Packaging July 2009      General Manager of Packaging Sales Department and General Manager of Sales Office of KD Packaging April 2011      General Manager of Packaging Sales Department and General Manager of Tokyo Sales Department June 2011      Executive Officer January 2014      General Manager of Packaging Sales Department General Manager of Tokyo Business Department, General Manager of Packaging Sales and General Manager of the Fifth Sales Department September 2015      Retired from Executive Officer October 2015      Executive Officer, Nippon Konpo Unyu Soko Co Ltd. April 2016      Executive Officer [Significant concurrent positions] Representative Director and Senior Executive Officer, NIPPON KONPO UNYU SOKO CO LTD.		9,500
[Reasons for nomination as a candidate for Director] Mr. Seiji Ooka has a wealth of operational experience primarily in operations related to the logistics business and customs clearance businesses, etc., as well as experience in enhancing relationships etc., with companies as General Manager of the Sales Department. He was appointed as Executive Officer in 2011, and has been promoting operations from a companywide viewpoint. Based upon the above, the Company requests his new election as Director.				
8	Takashi Suzuki (April 21, 1951)  Attendance at meetings of the Board of Directors 16/16  [Reelection] [Candidate for Outside Director] [Candidate for Independent Director/Auditor]	April 1974      Joined Mitsubishi Corporation November 1980      Joined Isuzu Kozai Kabushiki Kaisha (now Isuzu Corporation) March 1987      Director, Isuzu Kozai Kabushiki Kaisha May 1987      Managing Director, Isuzu Kozai Kabushiki Kaisha March 1990      Director and Vice President, Isuzu Kozai Kabushiki Kaisha May 1992      President and Representative Director, Isuzu Kozai Kabushiki Kaisha April 2000      President and Representative Director (CEO), Isuzu Kozai Kabushiki Kaisha (current position) November 2010      President and Representative Director, Metal One Service Holdings, Co., Ltd. (current position) June 2013      Outside Director (current position)		1,600
[Reasons for nomination as a candidate for Outside Director] Mr. Takashi Suzuki has a wealth of experience and extensive insights as a business manager. He was awarded the Medal of Honor with Indigo Ribbon for his achievements. Mr. Suzuki proactively provides the Company not only with recommendations on overall management, but also with unconventional ideas and advice to supervise management from an objective perspective with independence. Based upon the above, the Company has judged that he will lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests his continued election as candidate for Outside Director.				

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
9	Katsunori Kobayashi (August 1, 1952)  Attendance at meetings of the Board of Directors 15/16  [Reelection] [Candidate for Outside Director] [Candidate for Independent Director/Auditor]	<p>April 1978 Registered as a lawyer (Daini Tokyo Bar Association)</p> <p>April 1995 Member of Public Morals Committee, Daini Tokyo Bar Association</p> <p>April 2000 Civil Advocacy Instructor, Supreme Court Legal Training and Research Institute of Japan</p> <p>April 2004 Chairman of Legal Training Committee, Daini Tokyo Bar Association Vice Chairman of Legal Training Committee, Japan Federation of Bar Associations</p> <p>December 2004 Chairman of the First Committee for Corporate Reconstruction, The Resolution and Collection Corporation</p> <p>October 2005 Corporate Auditor, Hitachi Plasma Patent Licensing Co., Ltd.</p> <p>April 2006 Vice Chairman of Permanent Assembly of Members, Daini Tokyo Bar Association Member of Examination Committee for Dispute Resolution Agency Service by Labor and Social Security Attorney</p> <p>April 2007 Chairman of Investigation Committee for Judicial System, Daini Tokyo Bar Association</p> <p>June 2007 Secretary, Supreme Court Committee for Legal Training (current position)</p> <p>February 2008 Vice Chairman of Disciplinary Committee, Daini Tokyo Bar Association</p> <p>June 2009 Outside Director, Mesco. Inc. (current position)</p> <p>December 2009 Member of Contact Review Committee, Japan Student Services Organization (current position)</p> <p>February 2010 Chairman of Disciplinary Committee, Daini Tokyo Bar Association</p> <p>June 2014 Outside Director (current position)</p>	1,400
<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Mr. Katsunori Kobayashi has a wealth of experience and insights as an attorney, and is suited to execute supervision of management with independence from an objective viewpoint that considers overall corporate society, including laws and regulations, and the Company receives his valuable advice to this end. Based upon the above, the Company has judged that he will lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests his continued election as candidate for Outside Director.</p>			

(Notes)

- There is no special interest between the Company and the candidates for Directors.
- Messrs. Takashi Suzuki and Katsunori Kobayashi are candidates for Outside Directors.  
If the proposal is approved, the Company will report them as Independent Officers to the Tokyo Stock Exchange.
- Matters related to the candidates for Outside Directors
  - Reasons for nomination as a candidate for Outside Directors and the Independence of the candidates
    - Neither Mr. Takashi Suzuki nor Mr. Katsunori Kobayashi has been a business executor (as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act; hereinafter the same) of the Company or any Specified Related Business Entity of the Company (as stipulated in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act; hereinafter the same). Additionally, they have not been business executors at a stock company for which the Company continued the rights and obligations via merger, absorption-type demerger, incorporation-type demerger, or transfer of business directly before occurrence of said merger, etc.
    - Neither Mr. Takashi Suzuki nor Mr. Katsunori Kobayashi is scheduled to receive a significant amount of cash or other property (excluding remuneration as Director) from the Company or a Specified Related Business Entity of the Company, and has not received such cash or other property in the past.
    - Neither Mr. Takashi Suzuki nor Mr. Katsunori Kobayashi has a spouse, any family within the third degree or any other person equivalent thereto of a business executor of the Company or any Specified Related Business Entity of the Company.

- 4) Messrs. Takashi Suzuki and Katsunori Kobayashi are now serving as Outside Directors of the Company. The term of office as an Outside Director will be three (3) years for Mr. Takashi Suzuki and two (2) years for Mr. Katsunori Kobayashi, at the conclusion of this General Meeting of Shareholders.
- (2) Conclusion of a limited liability agreement
- The Company, in accordance with Article 427, Paragraph 1 of the Companies Act, has entered into an agreement with Outside Directors (excluding Executive Directors, etc.) to limit their liabilities for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under the agreement shall be the minimum amount stipulated in the laws and regulations. If Messrs. Takashi Suzuki and Katsunori Kobayashi are elected, the Company will continue the same limited liability agreement.

**Proposal 4:** Election of Three (3) Corporate Auditors

The terms of office of three (3) Corporate Auditors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Corporate Auditors.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
1	Kazutaka Kaneko (September 7, 1955)  Attendance at meetings of the Board of Directors 16/16 Attendance at meetings of the Board of Corporate Auditors 6/6  [Reelection]	March 1974 April 1997 May 2000 June 2005 July 2006  March 2010 June 2010 [Significant concurrent positions]	Joined the Company General Manager of General Affairs Department Managing Director, AUTO TECHNIC JAPAN CO., LTD. Assistant Manager of Accounting Department General Manager of Affiliated Companies Management Department General Manager of Corporate Planning Office Corporate Auditor (current position) Corporate Auditor, NIPPON KONPO UNYU SOKO CO., LTD.	20,900
[Reasons for nomination as a candidate for Corporate Auditor] Mr. Kazutaka Kaneko has been appropriately fulfilling his role to audit the business execution of Directors as a Corporate Auditor. He attended Board of Directors meetings and other important meetings, and actively provides valuable advice from the viewpoint of auditing for legal compliance and auditing for validity. As Standing Corporate Auditor, he has been actively working to establish an auditing environment, collect internal information, and regularly monitor the status of the establishment and operation of the internal control system. Based upon the above, the Company has judged that he is an appropriate person to serve as Corporate Auditor, and request his continued election as Corporate Auditor.				
2	Yoichi Hasebe (June 3, 1953)  [New election] [Candidate for Outside Corporate Auditor] [Candidate for Independent Director/Auditor]	March 1976 September 1976 January 1995 March 2002  August 2008 July 2009 March 2011 July 2011	Joined Japan Ground Self-Defense Force as a candidate for Senior official The 3rd Squadron of the 17th Infantry Regiment Master Sergeant Major General Deputy Chief of Staff of General Supervision Department in charge of North Area Lieutenant General Commander of the 3rd Division Principle, Staff College of Japan Ground Self-Defense Force and Commander of Meguro Base Retired from Japan Ground Self-Defense Force Joined Sumitomo Life Insurance Company (General Advisor)	0
[Reasons for nomination as a candidate for Outside Corporate Auditor] Mr. Yoichi Hasebe has a wealth of experience and extensive insights from involvement in organizational operations and crisis management over many years as an official of the Self-Defense Force of Japan, and the Company has judged that he is an appropriate person to work toward enriching auditing functions, and requests his election as Outside Corporate Auditor.				

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
3	Hideki Miyata (March 27, 1968)  [New election] [Candidate for Outside Corporate Auditor] [Candidate for Independent Director/Auditor]	<p>April 1990      Joined Daiwa Land &amp; Building Co., Ltd.</p> <p>September 1993      Joined Ochanomizu General Office (now Ochanomizu Tax and Accounting Inc.)</p> <p>December 1996      Passed the CPTA examination</p> <p>April 1997      Representative, Hideki Miyata CPTA Office (current position)</p> <p>November 1999      Auditor, Ichiju Kai (current position)</p> <p>April 2002      Director, Institute for Capital Management Ltd. (current position)</p> <p>June 2014      Certified as an Organization for Supporting Business Innovation by Ministry of Economy, Trade and Industry (Certification given to Hideki Miyata)</p>	0
<p>[Reasons for nomination as a candidate for Outside Corporate Auditor] Mr. Hideki Miyata has specialized knowledge and a wealth of experience, etc., as a tax accountant, and is well-versed in corporate accounting. Based on these experiences, the Company has judged that he is an appropriate person to strengthen the audit structure of the Company, and requests his election as Outside Corporate Auditor.</p>			

(Notes)

1. There is no special relationship of interest between the Company and the candidates for Corporate Auditors.
2. Messrs. Yoichi Hasebe and Hideki Miyata are candidates for Outside Corporate Auditors. If the proposal is approved, the Company will report them as Independent Officers to the Tokyo Stock Exchange.
3. Matters related to the candidates for Outside Corporate Auditors and the Independence of the candidates
  - (1) Reasons for nomination as a candidate for Outside Corporate Auditors and the Independence of the candidates
    - 1) Neither Mr. Yoichi Hasebe nor Mr. Hideki Miyata has been a business executor (as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act; hereinafter the same) of the Company or any Specified Related Business Entity of the Company (as stipulated in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act; hereinafter the same). Additionally, they have not been business executors at a stock company for which the Company continued the rights and obligations via merger, absorption-type demerger, incorporation-type demerger, or transfer of business directly before occurrence of said merger, etc.
    - 2) Neither Mr. Yoichi Hasebe nor Mr. Hideki Miyata is scheduled to receive a significant amount of cash or other property (excluding remuneration as Corporate Auditor) from the Company or a Specified Related Business Entity of the Company, and has not received such cash or other property in the past.
    - 3) Neither Mr. Yoichi Hasebe nor Mr. Hideki Miyata has a spouse, any family within the third degree or any other person equivalent thereto of a business executor of the Company or any Specified Related Business Entity of the Company.
  - (2) Conclusion of a limited liability agreement  
The Company, in accordance with Article 427, Paragraph 1 of the Companies Act, stipulates in the Articles of Incorporation that the Company may enter into an agreement with Outside Corporate Auditors to limit their liabilities for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under the agreement shall be the minimum amount stipulated in the laws and regulations. If Messrs. Yoichi Hasebe and Hideki Miyata are elected, the Company will enter into the same limited liability agreement.

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

The Company proposes the election of one (1) Substitute Corporate Auditor to serve in the event that the number of Corporate Auditors falls below the statutory requirement. The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
Yoshiyuki Ajioka (November 30, 1952)	April 1988 Registered as a lawyer (Daini Tokyo Bar Association) April 1988 Joined Nagano and Mayama Law Firm April 1990 Joined Toichi Tsuchiya Law Office September 1993 Founded Ajioka Law Office April 2007 Member of Civil Conciliation Committee of Musashino Summary Court April 2009 Vice Chairman of Daini Tokyo Bar Association (FY2009) April 2015 Managing Director of Kanto Federation of Bar associations (FY2015)	0
[Reasons for nomination as a candidate for Substitute Corporate Auditor] Mr. Yoshiyuki Ajioka is expected to leverage his advanced specialized knowledge fostered as a lawyer in the audit structure of the Company. Additionally, although he has not been involved in corporate management in the past other than as Outside Officer, due to the above reasons, the Company has judged that he will appropriately execute the duties of Outside Corporate Auditor.		

(Notes)

1. There is no special relationship of interest between the Company and the candidate.
2. Mr. Yoshiyuki Ajioka is a candidate for Substitute Outside Corporate Auditor.
3. If Mr. Yoshiyuki Ajioka is elected as Corporate Auditor, the Company, in accordance with Article 427, Paragraph 1 of the Companies Act, will enter into an agreement with him to limit his liability for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under the agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.