

This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code 7735
June 5, 2017

To Those Shareholders with Voting Rights

Eiji Kakiuchi
Representative Director,
President, Chief Executive Officer
SCREEN Holdings Co., Ltd.
Tenjinkita-machi 1-1, Teranouchi-agaru
4-chome, Horikawa-dori, Kamigyo-ku,
Kyoto, Japan

NOTICE OF THE 76th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 76th Ordinary General Meeting of Shareholders of the Company. The Meeting will be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in writing or through electromagnetic devices (Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. (JST) on June 26, 2017 (Monday).

- 1. Date and Time:** Tuesday, June 27, 2017 at 10:00 a.m. (JST)
2. Place: 5th Floor of the Head Office Building, SCREEN Holdings Co., Ltd.
Tenjinkita-machi 1-1, Teranouchi-agaru 4-chome, Horikawa-dori,
Kamigyo-ku, Kyoto, Japan

3. Agenda of the Meeting:

- Matters to be reported:** (1) The Business Report, the Consolidated Financial Statements, and results of each audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 76th fiscal term (from April 1, 2016 to March 31, 2017)
(2) The Non-consolidated Financial Statements for the 76th fiscal term (from April 1, 2016 to March 31, 2017)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine Directors
Proposal No. 3: Determination of Amount and Details of Share Compensation, etc., for Directors

[Exercising Voting Rights in Writing]

Please indicate whether you approve or disapprove the proposal on the enclosed Voting Rights Exercise Form, and return by mail so that it will arrive by the deadline indicated in the previous page.

[Exercising Voting Rights through Electromagnetic Devices (Internet, etc.)]

When exercising voting rights through electromagnetic devices, please review the “Instructions on Exercising Voting Rights through Electromagnetic Devices (Internet, etc.)” on page 47 (Japanese only) and enter whether you approve or disapprove the proposal.

In the event that a voting right is exercised both in writing and through electromagnetic devices, the vote cast through electromagnetic devices shall be accepted as the valid vote.

Notes:

1. Of the documents to be included in this Notice of Convocation, the “Consolidated Statements of Changes in Shareholders’ Equity” and “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements and the “Statements of Changes in Shareholders’ Equity” and “Notes to the Non-consolidated Financial Statements” of the Non-consolidated Financial Statements are posted on the Company’s website (<http://www.screen.co.jp/>) in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Company, and are not included in the attached documents of this Notice of Convocation. The Consolidated Statements of Changes in Shareholders’ Equity, the Notes to the Consolidated Financial Statements, the Statements of Changes in Shareholders’ Equity and the Notes to the Non-consolidated Financial Statements are a subset of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Board of Corporate Auditors during preparation of the Audit Reports.
2. In the event that the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders are modified, the Company will post such modification on its website (<http://www.screen.co.jp/>).
3. For those attending, please hand in the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting.

Invitation for the Management Conditions Briefing Session

You are cordially invited to attend the Management Conditions Briefing Session, which will be held after the General Meeting of Shareholders in the same venue.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Along with our efforts to enhance internal reserves required to maintain a healthy financial standing that can respond to changes in the future business environment and for growth investment, the Company maintains as its policy of distribution of profits to shareholders to aim at a consolidated shareholder return of 25% or above as we take into account the progress made toward the target of a consolidated operating income to net sales of 10% or above and a consolidated equity ratio of 50% or above, the goals announced in our “Challenge 2016” 3-year medium-term management plan (from the fiscal year ended March 31, 2015 to the fiscal year ended March 31, 2017), as well as the Company’s earnings performance in each fiscal year.

Accordingly, it is proposed that, in light of distribution of profits to shareholders and based on our certain achievements in this term to reach goals set forth in the Company’s medium-term 3-year management plan, year-end dividends for the 76th fiscal term be distributed as follows:

- (1) Matters concerning the distribution of dividend property to shareholders and its aggregate amount
87 yen per share of common stock of the Company, or 4,085,786,916 yen in an aggregate amount
- (2) Date on which the dividend of surplus becomes effective
June 28, 2017

Proposal No. 2: Election of Nine Directors

The terms of office of nine Directors, namely Messrs. Akira Ishida, Eiji Kakiuchi, Shin Minamishima, Katsutoshi Oki, Soichi Nadahara, Yoichi Kondo, Yoshio Tateishi, Shosaku Murayama and Shigeru Saito, will expire at the close of this Meeting. Accordingly, the Company proposes election of nine Directors.

The nominees for Director are as follows:

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
1	Eiji Kakiuchi (April 3, 1954)	<p>April 1981 July 2000 April 2005 April 2006 April 2007 April 2010 April 2011 June 2011 April 2012 April 2014-present: April 2014 August 2014-present: April 2016-present: June 2016-present: December 2016 -present:</p> <p>Joined the Company President, DAINIPPON SCREEN GRAPHICS (USA), LLC (Currently SCREEN GP Americas, LLC) Corporate Officer President, Media Technology Company Corporate Officer (Senior) Corporate Executive Officer President, Semiconductor Equipment Company Chief Officer of Security Export Control, GPS and Sales Promotion Support Chief Officer of IR, Security Export Control, GPS and Group G10 Director Chief Officer of PR & IR, GPS and Imaging & Solutions Representative Director President Chief Operating Officer Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic and Precision Solutions Co., Ltd. (Currently SCREEN Graphic Solutions Co., Ltd.) Director, SCREEN Finetech Solutions Co., Ltd. Chief Executive Officer Director, SCREEN Advanced System Solutions Co., Ltd. Director, SCREEN PE Solutions Co., Ltd.</p> <p>[Significant concurrent position] Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic Solutions Co., Ltd. Director, SCREEN Finetech Solutions Co., Ltd. Director, SCREEN PE Solutions Co., Ltd. Director, SCREEN Advanced System Solutions Co., Ltd.</p>	24,562
<p>Reasons for selection as a candidate for Director Mr. Eiji Kakiuchi is currently President and has a wealth of experience and wide insights in domestic and overseas business divisions of the Company, and the Company has judged that he can fulfill his responsibilities and duties as Director to improve corporate value of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
2	Shin Minamishima (November 25, 1955)	<p>April 1978 Joined the Company</p> <p>April 2002 General Manager, Accounting Department, Finance and Accounting Division, Business Service Center</p> <p>April 2005 President, Accounting Company</p> <p>April 2009 Corporate Officer</p> <p>October 2009 Deputy General Manager, Business Service Center</p> <p>June 2011 Director</p> <p> General Manager, Business Service Center</p> <p>May 2013 General Manager, Management Operation Division</p> <p>April 2014 Deputy General Manager, General Administration Division</p> <p>June 2014 Managing Director</p> <p>August 2014 Chairman, SCREEN Business Support Solutions Co., Ltd.</p> <p>October 2014: Chief Officer of General Affairs & Human Resources</p> <p>June 2015 Chief Officer of CSR</p> <p>April 2016-present: Representative Director</p> <p> Senior Managing Director</p> <p> Chief Officer of CSR Management</p> <p> Director, SCREEN Manufacturing Support Solutions Co., Ltd.</p> <p> Director, SCREEN Business Support Solutions Co., Ltd.</p> <p>June 2016-present: Director, SCREEN IP Solutions Co., Ltd.</p> <p> [Significant concurrent position]</p> <p> Director, SCREEN Manufacturing Support Solutions Co., Ltd.</p> <p> Director, SCREEN Business Support Solutions Co., Ltd.</p> <p> Director, SCREEN IP Solutions Co., Ltd.</p>	13,327
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Shin Minamishima is currently Senior Managing Director and has a wealth of experience and wide insights in administration and corporate strategy, and the Company has judged that he can fulfill his responsibilities and duties as Director with high ethics to further promote CSR management of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
3	Katsutoshi Oki (June 2, 1958)	<p>April 1981 Joined Nippon Life Insurance Company</p> <p>March 1995 Temporarily transferred to Nippon Life Insurance Company of America</p> <p>March 2002 Deputy General Manager, Hiroshima Branch, Nippon Life Insurance Company</p> <p>March 2004 General Manager, Naha Branch, Nippon Life Insurance Company</p> <p>March 2007 General Manager, Osaka Metropolitan Area South Branch, Nippon Life Insurance Company</p> <p>March 2009 General Manager, 2nd Corporate Relations Management Department, Nippon Life Insurance Company</p> <p>April 2011 Joined the Company Deputy General Manager, Business Service Center</p> <p>April 2012 Corporate Executive Officer</p> <p>June 2013 Director</p> <p>April 2014 General Manager, Management Operation Division Chief Officer of PR & IR, GPS and Imaging & Solutions</p> <p>June 2014-present: Managing Director</p> <p>August 2014-present: Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Finetech Solutions Co., Ltd.</p> <p>October 2014-present: Chief Officer of Corporate Strategy</p> <p>[Significant concurrent position] Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Finetech Solutions Co., Ltd.</p>	7,267
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Katsutoshi Oki is currently Managing Director and has a wealth of experience and expertise in domestic and overseas areas, making significant contributions to system reforms of the Company. The Company has judged that he can continue to fulfill his responsibilities and duties as Director of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
4	Soichi Nadahara (December 2, 1957)	<p>April 1986 Joined TOSHIBA CORPORATION</p> <p>July 1997 Development Manager, Processing Technology Research Center, TOSHIBA CORPORATION</p> <p>April 2001 Group Manager, Processing Technology Promotion Center, Semiconductor Company, TOSHIBA CORPORATION</p> <p>April 2004 Joined the Company Chief Officer, Technology Control, Semiconductor Equipment Company</p> <p>October 2004 Vice President, Semiconductor Equipment Company</p> <p>April 2006 Corporate Officer</p> <p>April 2011 Corporate Officer (Senior)</p> <p>April 2013-present: Chief Technology Officer</p> <p>April 2013 General Manager, R&D Center</p> <p>June 2014-present: Managing Director</p> <p>August 2014-present: Director, SCREEN Semiconductor Solutions Co., Ltd.</p> <p>August 2014 Director, SCREEN Manufacturing Support Solutions Co., Ltd.</p> <p>October 2014 Chief Officer of R&D</p> <p>April 2016-present: Director, SCREEN Graphic and Precision Solutions Co., Ltd. (Currently SCREEN Graphic Solutions Co., Ltd.)</p> <p>June 2016-present: Director, SCREEN Advanced System Solutions Co., Ltd.</p> <p>December 2016 Director, SCREEN IP Solutions Co., Ltd.</p> <p>-present: Director, SCREEN PE Solutions Co., Ltd.</p> <p>[Significant concurrent position]</p> <p>Director, SCREEN Semiconductor Solutions Co., Ltd.</p> <p>Director, SCREEN Graphic Solutions Co., Ltd.</p> <p>Director, SCREEN PE Solutions Co., Ltd.</p> <p>Director, SCREEN Advanced System Solutions Co., Ltd.</p> <p>Director, SCREEN IP Solutions Co., Ltd.</p>	14,894
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Soichi Nadahara is currently Managing Director and has a wealth of experience and diverse expertise in technology divisions of another company and the Company, and the Company has judged that he can fulfill his responsibilities and duties as Director of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
5	Yoichi Kondo (September 25, 1958)	<p>April 1982 Joined The Bank of Tokyo, Limited (Currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>December 2007 General Manager, Asia & China Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>May 2010 General Manager, International Examination Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd. General Manager, SME Financing Facilitation Office, Loans Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd. General Manager, SME Financing Facilitation Office, Retail Loans Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2010 Corporate Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2013 Joined the Company Corporate Officer (Senior) Deputy Chief Financial Officer Deputy General Manager, Business Service Center</p> <p>April 2014 General Manager, General Administration Division</p> <p>June 2014-present: Managing Director Chief Financial Officer</p> <p>August 2014-present: Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic and Precision Solutions Co., Ltd. (Currently SCREEN Graphic Solutions Co., Ltd.) Director, SCREEN Business Support Solutions Co., Ltd.</p> <p>October 2014 Chief Officer of Finance & Accounting</p> <p>[Significant concurrent position] Director, SCREEN Semiconductor Solutions Co., Ltd. Director, SCREEN Graphic Solutions Co., Ltd. Director, SCREEN Business Support Solutions Co., Ltd.</p>	4,779
<p>Reasons for selection as a candidate for Director</p> <p>Mr. Yoichi Kondo is currently Managing Director and has a wealth of experience in domestic and overseas areas and expertise regarding finance and accounting, and the Company has judged that he can fulfill his responsibilities and duties as Director of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]		Number of shares of the Company held
6	* Kimito Ando (December 25, 1958)	April 1981 April 2000 April 2006 October 2009 April 2011 September 2012 April 2014 August 2014 November 2014 -present: April 2016-present:	Joined the Company General Manager, Sales Department, Electronics Components Division President, Human Resources Company General Manager, Human Capital Management Group, Business Service Center Corporate Officer Deputy General Manager, Business Service Center Vice President, Semiconductor Equipment Company Corporate Officer (Senior) Director, SCREEN Semiconductor Solutions Co., Ltd. Chief Officer of CSR, SCREEN Semiconductor Solutions Co., Ltd. Corporate Executive Officer, SCREEN Semiconductor Solutions Co., Ltd. Chief Officer of Tokyo Representative, SCREEN Semiconductor Solutions Co., Ltd.	6,487
		Reasons for selection as a candidate for Director Mr. Kimito Ando has a wealth of experience and wide insights in the Company’s businesses and its General Administration Division, and has led business as an executive of core business companies. The Company has judged that he can fulfill his responsibilities and duties as Director with high ethics to contribute to the strengthening of the Business Operating Company’s corporate governance as Chief Officer of CSR, etc., and requests his election as Director.		
7	Yoshio Tateishi (November 1, 1939)	April 1963 May 1973 June 1976 June 1983 June 1987 June 2003 June 2006-present: May 2007-present: June 2011-present:	Joined TATEISI ELECTRONICS CO. (Currently OMRON Corporation) Director, OMRON TATEISI ELECTRONICS CO. Managing Director, OMRON TATEISI ELECTRONICS CO. Senior Managing Director, OMRON TATEISI ELECTRONICS CO. President and CEO, OMRON TATEISI ELECTRONICS CO. Chairman and Representative Director, OMRON Corporation Director of the Company Chairman, Kyoto Chamber of Commerce and Industry Honorary Chairman, OMRON Corporation	5,127
		[Significant concurrent position] Honorary Chairman, OMRON Corporation Chairman, Kyoto Chamber of Commerce and Industry		
Reasons for selection as a candidate for Outside Director Mr. Yoshio Tateishi is currently Outside Director, and based on his wealth of insights as a manager for many years and diverse experiences in activities in the business world, the Company has judged that he can further improve the supervisory functions of management by expressing opinions from various viewpoints, and requests his election as Outside Director.				

No.	Name (Date of Birth)	Profile, position and responsibility in the Company [Significant concurrent position]	Number of shares of the Company held
8	Shosaku Murayama (September 21, 1949)	<p>April 1972 Joined Bank of Japan</p> <p>February 1981 Economist, Representative Office in New York, Bank of Japan</p> <p>November 1994 General Manager, Takamatsu Branch, Bank of Japan</p> <p>June 1998 General Manager, Research and Statistics Department, Bank of Japan</p> <p>March 2002 President & CEO, Teikoku Seiyaku Co., Ltd.</p> <p>June 2002 Outside Director, SHIKOKU CHEMICALS CORPORATION</p> <p>June 2008 Director, iPS Academia Japan, Inc.</p> <p>June 2011 President & CEO, iPS Academia Japan, Inc.</p> <p>June 2013-present: Director of the Company</p> <p>June 2014-present: Outside Director, TOHO HOLDINGS CO., LTD.</p> <p>July 2014-present: Representative Director and President, iPS PORTAL, Inc.</p> <p>[Significant concurrent position] Representative Director and President, iPS PORTAL, Inc. Outside Director, TOHO HOLDINGS CO., LTD.</p>	1,633
<p>Reasons for selection as a candidate for Outside Director</p> <p>Mr. Shosaku Murayama is currently Outside Director and serves as Representative Director and President at another company, and based on his accumulated wealth of knowledge and expertise, and wide experiences, the Company has judged that he can further improve the supervisory functions of management by expressing opinions from various viewpoints, and requests his election as Outside Director.</p>			
9	Shigeru Saito (January 26, 1957)	<p>November 1979 Joined TOSE CO., LTD. Head of Development Division, TOSE CO., LTD.</p> <p>October 1985 Director, TOSE CO., LTD.</p> <p>February 1987 President, TOSE CO., LTD.</p> <p>September 2004 President and CEO, TOSE CO., LTD.</p> <p>June 2013-present: Director of the Company</p> <p>December 2015 Chairman and CEO, TOSE CO., LTD.</p> <p>-present:</p> <p>[Significant concurrent position] Chairman and CEO, TOSE CO., LTD.</p>	1,233
<p>Reasons for selection as a candidate for Outside Director</p> <p>Mr. Shigeru Saito is currently Outside Director and serves as Chairman and CEO at another company, and based on his accumulated wealth of knowledge and experience, the Company has judged that he can further improve the supervisory functions of management by expressing opinions from various viewpoints, and requests his election as Outside Director.</p>			

Notes:

- Of Director nominees, Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito are nominated as Outside Director. The Company has reported Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito to Tokyo Stock Exchange Group, Inc. as an independent director/auditor. They will continuously serve as an independent director/auditor if they are re-elected as proposed.
- Special interest between the nominees for Director and the Company
 - Mr. Shosaku Murayama is Representative Director and President of iPS PORTAL, Inc. The Company has engaged in business transactions related to sales promotion with iPS PORTAL, Inc., but the amount of such transactions accounts for less than 0.1% of selling, general and administrative expenses, and is not material.
 - There is no special interest between any nominee other than mentioned above and the Company.

3. The number of years for which the Outside Director nominees have served as Director of the Company
 - (1) Mr. Yoshio Tateishi will have served as Director of the Company for eleven years at the close of this Meeting.
 - (2) Mr. Shosaku Murayama will have served as Director of the Company for four years at the close of this Meeting.
 - (3) Mr. Shigeru Saito will have served as Director of the Company for four years at the close of this Meeting.
4. Limitation of Liability Agreement with Outside Directors

The Company has concluded a Limitation of Liability Agreement with Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito to limit their liability as prescribed in the provision of Article 423, Paragraph 1 of the Company Law pursuant to Article 427, Paragraph 1 of the Company Law. Under the agreement, their liability for damages shall be limited within the amount prescribed by laws and regulations. When Messrs. Yoshio Tateishi, Shosaku Murayama and Shigeru Saito are elected as proposed, their agreement will be renewed.
5. * indicates new candidate for Director.

Proposal No. 3: Determination of Amount and Details of Share Compensation, etc., for Directors

1. Reasons for proposal

The Company proposes to introduce a new performance-linked share compensation system (hereinafter the “System”) for Directors (excluding Outside Directors). Additionally the Company requests that details be entrusted to a resolution of the Board of Directors within the range set in 2. below.

The introduction of the System is intended to tighten the link between compensation paid to recipients and corporate performance, including the share value, of the Company and its subsidiaries. Under the System, recipients’ benefits will grow in step with rises in the share price while also being exposed to the risk of plunges in the share price. Accordingly, the System will better position recipients to share both the benefits and risks of fluctuations in share price with regular shareholders, thereby sharpening their motivation to improve corporate performance and value over the medium to long term.

In concrete terms, the Company proposes the share compensation for Directors as separate from the compensation limits (within the range of 480 million yen annually) approved at the 64th Ordinary General Meeting of Shareholders held on June 28, 2005. Additionally, if Proposal No. 2 “Election of Nine Directors” is approved in its original form, the number of Directors subject to the System will be six persons, excluding Outside Directors.

Further, Directors of the Company’s subsidiaries will also be covered by the System. The Company also plans to introduce a performance-linked share compensation system for Corporate Officers of the Company and its subsidiaries.

2. Amounts and details of compensation, etc. under the System

(1) Outline of the System

The System is a share compensation system where funds are entrusted to a trust account established by the Company (hereinafter the “Trust”), which will acquire the Company’s shares, and Directors will be granted the shares based on the points accumulated in accordance with in-house rules on the grant of shares formulated by the Board of Directors.

In principle, the shares will be granted to Directors at the time of their retirement.

For further details on the basics of the System, please refer to IR News, “Notice: Regarding the Introduction of a Performance-Linked Share Compensation System” released on May 9, 2017.

(2) Upper limit of funds contributed by the Company

The trust period of the System will be three consecutive fiscal years from the fiscal year ending March 31, 2018 to the fiscal year ending March 31, 2020 (hereinafter the “Initial Compensation Period,” and the Initial Compensation Period as well as each three-year period renewed thereafter is respectively referred to as the “Compensation Period”). As compensation for Directors, the Trust will be established by using funds contributed by the Company within the range of 750 million yen as upper limit to acquire shares of the Company necessary for granting those to Directors who satisfy certain beneficiary requirements. The Trust will acquire shares of the Company using funds entrusted to the Company through exchange markets (including external markets) or by receiving the disposal of treasury stock.

(Notes) The actual funds entrusted by the Company to the Trust will be the total of the amount necessary for acquiring shares of the Company for granting to Directors of the Company referred to above, as well as the amount necessary for acquiring shares of the Company for granting to Directors of the Company’s subsidiaries, trust fees, and an estimate of necessary expenses such as compensation for a trust administrator, etc.

At the expiration of the Trust Period, the Trust may be continued based on a resolution of the Board of Directors by extending the Trust Period by every three years of Compensation Period (including transfer of the Trust’s assets to a trust with the purpose identical to that of the Trust whereby the Trust agreement is essentially extended; the same applies hereinafter). In such case, the Company will contribute additional funds to the Trust within the range of 750 million yen as

upper limit during the extended trust period for the acquisition of shares of the Company for delivery to Directors. Additionally, the Company will continue granting of points stated in (3) 1) below and delivery of shares of the Company stated in (4) below during the extended trust period.

However, even in cases where such granting of points is discontinued, if there are Directors who have not received allotment of the entirety of the Company's shares corresponding to the number of points that have already been granted despite receiving allotment of points, the Trust Period may be extended until delivery of shares of the Company to such Directors is completed.

(3) Method of calculation for number of the Company's shares to be granted to Directors

1) Method of granting points to Directors and maximum amount of points to be granted

Based on the in-house rules on the grant of shares formulated by the Board of Directors, points will be granted to each Director according to position and performance on the day determined by the rules during the Trust Period.

However, the maximum total amount of points to be granted to Directors by the Company will be 75,000 points for each Compensation Period.

2) Granting of shares of the Company based on the number of granted points

Directors will receive shares of the Company according to the points granted as stated in 1) above by following the procedure stated in (4) below.

The number of the Company's shares to be granted to each Director shall be a the number of points granted to each Director multiplied by 1.0 (However, concerning the Company's shares, in the case that an event occurs that it is deemed reasonable to adjust the number of the Company's shares to be granted, such event as share split or reverse share split, a reasonable adjustment shall be made in response to the relevant ratio of share split or reverse share split.)

(4) Granting of shares to Directors

The granting of shares of the Company to Directors as stated in (3) above will be made from the Trust when each Director completes a given beneficiary confirmation procedure at his/her retirement. Provided, however, that a certain proportion of such shares may be granted in the form of cash after such shares are converted into cash by selling within the Trust. Further, concerning the Company's shares within the trust, in the event that the Company's shares within the Trust is converted to cash, such as in cases where payment is resolved in response to a public offering, cash may be granted in place of the Company's shares.

Instructions on Exercising Voting Rights through Electromagnetic Devices (Internet, etc.)

1. Exercise of Voting Rights via the Internet

(1) Procedures

- 1) Please visit the Voting Site designated by the Company, at: <http://www.web54.net>
- 2) Enter the “Voting Rights Exercise Code” shown at the lower right of the Voting Rights Exercise Form, and press the “Log-in” button.
- 3) Enter the password shown at the lower right of the Voting Rights Exercise Form, and reset your own password.
- 4) Enter your vote for/against proposals according to the instructions on the screen, and submit your vote.

(2) Cautionary notes

- 1) Please exercise your voting rights via the Internet by 5:00 p.m. (JST) on June 26, 2017 (Monday).
- 2) Please note that there is no mobile version of the website.
- 3) In the event that a voting right is exercised both in writing and via the Internet, the vote cast via the Internet shall be accepted as the valid vote.
- 4) In the event that a voting right is exercised via the Internet more than once, the vote cast last shall be accepted as the valid vote.
- 5) Please store with caution a portion of the Voting Rights Exercise Form on which Voting Right Exercise Code is printed and do not forget the password you entered.
Please be noted that the Company will not respond to inquiries on the Voting Right Exercise Code and password.
- 6) Please note that any costs arising from accessing the Voting Site shall be borne by the shareholder.

(3) Contacts

Sumitomo Mitsui Trust Bank Stock Transfer Agency web support (exclusive number)
Toll Free Number: 0120 (652) 031 (9:00 to 21:00 (JST))

2. Information for institutional investors:

If nominee shareholders such as trust and custody services banks (including standing proxies) make prior application to use the platform for the electronic exercise of voting rights, such shareholders may use the said platform as an electromagnetic method for exercising voting rights at the General Meeting of Shareholders of the Company.