

Stock Code: 8132  
June 6, 2017

## **Notice of the 83rd Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 83rd Ordinary General Meeting of Shareholders of SINANEN HOLDINGS Co., LTD. (the “Company”), which will be held as described hereunder.

**If you are unable to attend the meeting, you may cast your vote in writing or via the Internet. We would like you to review the reference materials below and exercise your voting rights in accordance with the instructions from pages 2 to 3.**

**Tadashi Sakimura**  
President and Chief Executive Officer

**SINANEN HOLDINGS  
Co., LTD.**

4-22, Kaigan 1-chome, Minato-ku, Tokyo

**1. Date and Time:** 10:00 a.m. on Tuesday, June 27, 2017

**2. Place:** Tenpyonoma, 14th Floor, Hotel Azur Takeshiba  
11-2, Kaigan 1-chome, Minato-ku, Tokyo

**3. Meeting Agenda:**

**Matters to be reported:** 1. Report on Business Report and Consolidated Financial Statements for the 83rd term (From April 1, 2016 to March 31, 2017); and Audit Reports of the Accounting Auditors and the Audit/Supervisory Committee regarding Consolidated Financial Statements for the 83rd term

2. Report on Non-consolidated Financial Statements for the 83rd term (From April 1, 2016 to March 31, 2017)

**Matters to be resolved:**

- |                   |  |
|-------------------|--|
| <b>Proposal 1</b> | Election of three (3) Directors (excluding Directors who serve as Audit/Supervisory Committee Members) |
| <b>Proposal 2</b> | Election of one (1) Substitute Director who serves as an Audit/Supervisory Committee Member            |

**4. Information on exercise of voting rights**

**[If attending the meeting]**

When attending the meeting in person, you are requested to submit the enclosed voting form at the reception desk.

**[If exercising your voting rights by mailing a written vote]**

Please indicate approval or disapproval to the proposals in the enclosed voting form and return it to us by mail to arrive by 5:30 p.m. on Monday, June 26, 2017.

**[If exercising your voting rights on the Internet]**

After reading “Exercise of voting rights on the Internet,” please access the voting website, and input approval or disapproval to the proposals by 5:30 p.m. on Monday, June 26, 2017.

**5. Other matters determined for convening the Ordinary General Meeting of Shareholders**

- (1) No indication on the voting form with respect to approval or disapproval of any proposal will be regarded as indication of intention of approving the proposal.
- (2) If any voting right is exercised twice both in writing and on the Internet, the vote cast on the Internet will be treated as valid.
- (3) If any voting right is exercised more than once on the Internet, the last vote will be treated as valid.

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- If you exercise your voting rights by proxy on the meeting day, you may delegate such rights to another shareholder who holds voting rights. In such case, the proxy shareholder must submit a written certificate to prove his or her entitlement to act as proxy.
  - Pursuant to laws and regulations and the provisions of Article 16 of the Articles of Incorporation of the Company, we post Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements on our website (<http://www.sinanengroup.co.jp/>). Therefore we do not list these documents in the attachment.
  - We will post any corrections to the Reference Material for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements on our website (<http://www.sinanengroup.co.jp/>).

## Exercise of voting rights on the Internet

### 1. Exercise of voting rights on the Internet

- (1) Instead of voting in writing, you may exercise your voting rights on the “voting website” designated by the Company (see the URL referred to below). When you would like to do so, please log in with your voting right exercise code and password shown in the lower right corner of the enclosed voting form, and input in accordance with the instructions on the screen. For security purposes, it is necessary to change your password when first logging in.

**Voting website: <http://www.it-soukai.com>**

- (2) The deadline for exercise of voting rights is by 5:30 p.m. on Monday, June 26, 2017, and it is necessary to complete your input of vote by that time. Please try to vote early.
- (3) If any voting right is exercised twice both in writing and on the Internet, the vote cast on the Internet will be treated as valid. If any voting right is exercised multiple times on the Internet, the last vote cast on the Internet will be treated as valid.
- (4) The password including the password changed by the shareholder is valid only for this general meeting of shareholders. A new password will be issued at the next general meeting of shareholders.
- (5) Connection expenses in regard to the Internet are to be borne by shareholders.  
(Note)
  - The password is a means for confirming that you are the person who is entitled to vote. The Company will not inquire you about your password.
  - If an incorrect password is entered more than a certain number of times, your password will be locked and you will not be able to use it. When your password is locked, please follow the procedures according to the instructions on the screen.
  - We have confirmed that the voting website can be used on standard Internet-connected devices, but you may not necessarily be able to use it on certain devices.

### 2. Contact information for inquiries

If you have any inquiries, please contact the shareholder registry administrator, Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd. (below).

- (1) Contact only for inquiries with respect to operation processes and other similar matters for the voting website  
Toll-free: **0120-768-524** (Available from 9:00 a.m. to 9:00 p.m. on weekdays)
- (2) Contact for inquiries other than mentioned in the above (1), including share matters  
Toll-free: **0120-288-324** (Available from 9:00 a.m. to 5:00 p.m. on weekdays)

(Reference)

Institutional investors may use the electronic voting platform operated by ICJ, Inc.

*Special Note: This document has been translated from 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.*

## Reference Material for the General Meeting of Shareholders

Proposals and Reference Items:

**Proposal 1** Election of three (3) Directors (excluding Directors who serve as Audit/Supervisory Committee Members)

The terms of office of all four (4) current Directors (excluding Directors who serve as Audit/Supervisory Committee Members. The same is applied throughout this Proposal 1) will expire at the conclusion of this Ordinary General Meeting of Shareholders. It is proposed that the number of Directors be reduced by one (1) to achieve more efficient management and three (3) Directors be elected.

The candidates for Directors are as follows:

Candidate Number	Name Date of Birth	Career Summary, Position, Responsibilities and Significant Concurrent Positions	Number of the Company's Shares Held
1	Tadashi Sakimura (July 29, 1953)	<p>April 1976    Joined the Company</p> <p>April 2002    Head of the Sendai Branch Office of the Company</p> <p>April 2006    Executive Officer and Head of the Retail Sales Department of the Company</p> <p>June 2008    Director of the Company, President and Chief Executive Officer at Sinanen Kanto Gas Sales Co., Ltd. (Present Melife Co., Ltd.)</p> <p>April 2012    Managing Director of the Company</p> <p>June 2012    President and Chief Executive Officer of the Company (Present position)</p>	7,600 shares

Candidate Number	Name Date of Birth	Career Summary, Position, Responsibilities and Significant Concurrent Positions	Number of the Company's Shares Held
2	Naoki Shimizu (May 28, 1960)	<p>April 1983    Joined the Company</p> <p>April 2008    Head of Corporate Planning Department of the Company</p> <p>July 2011    Executive Officer and Head of Finance and Accounting Department of the Company</p> <p>June 2012    Director and Head of Finance and Accounting Department of the Company</p> <p>April 2015    Director and Head of Corporate Planning Headquarters of the Company</p> <p>June 2016    Managing Director and Head of Corporate Planning Headquarters of the Company</p> <p>April 2017    Managing Director and Officer in Charge of Planning of the Company (Present position)</p>	3,200 shares

Candidate Number	Name Date of Birth	Career Summary, Position, Responsibilities and Significant Concurrent Positions	Number of the Company's Shares Held
3	Hiroyuki Yumeno (September 13, 1955)	<p>April 1980    Jointed Itochu Fuel Corporation (Present ITOCHU ENEX CO., LTD.)</p> <p>June 2008    Executive Officer, General Manager of Car-Life Administration Department at ITOCHU ENEX CO., LTD.</p> <p>June 2012    Director, Managing Officer, General Manager of Corporate Planning and Development Division and CCO at ITOCHU ENEX CO., LTD.</p> <p>April 2013    Director, Managing Officer, Deputy General Manager of Corporate Administration Division and CCO at ITOCHU ENEX CO., LTD.</p> <p>April 2014    Corporate Adviser of ITOCHU ENEX CO., LTD.</p> <p>June 2014    Standing Corporate Auditor of the Company</p> <p>June 2016    Managing Director, CCO and Head of the Administration Headquarters of the Company</p> <p>April 2017    Managing Director, CCO and Officer in Charge of Administration of the Company (Present position)</p>	700 shares

- (Notes)
1. There is no special interest between each candidate and the Company.
  2. Mr. Tadashi Sakimura accelerated the reform of revenue generating structure of the Company in position to control the group management, and contributed to the enhancement of enterprise value of the Company after he took up a post of President and Chief Executive Officer of the Company in June, 2012. Based on these reasons, the Company believes that he is the right person to duly execute his duties. Therefore, the Company reappointed Mr. Tadashi Sakimura as a candidate for Director.
  3. Mr. Naoki Shimizu has implemented group-wide business strategy including the establishment of holding company structure, and has contributed to the enhancement of enterprise value of the Company after he took up a post of Director. Based on these reasons, the Company believes that he is the right person to duly execute his duties. Therefore, the Company reappointed Mr. Naoki Shimizu as a candidate for Director.
  4. Mr. Hiroyuki Yumeno has contributed to the enhancement of the corporate governance of the Company by presenting his opinion and recommendations aggressively after he took up a post of Director of the Company. Based on these reasons, the Company believes that he is the right person to duly execute his duties. Therefore, the Company reappointed Mr. Hiroyuki Yumeno as a candidate for Director.
  5. The Audit/Supervisory Committee considered the appointments of the candidates for Director in terms of the qualifications of each candidate, the effectiveness of the Board of Directors overall, and the enhancement of corporate value of the Company, among other factors. As a result, the Audit/Supervisory Committee has determined that appointing the candidates as Directors is appropriate considering that the candidates have made contributions that help raise the Company's financial performance based on their deep expertise, wealth of experience, and qualifications as Director.

**Proposal 2** Election of one (1) Substitute Director who serves as an Audit/Supervisory Committee Member

In order to ensure that the number of Directors who serve as Audit/Supervisory Committee Members does not fall short of that required by laws and regulations, the Company requests the approval of shareholders for the election of one (1) Substitute Director who serves as an Audit/Supervisory Committee Member in advance.

The candidate for Substitute Director who serves as an Audit/Supervisory Committee Member is as follows:

Name Date of Birth	Career Summary, Position, Responsibilities and Significant Concurrent Positions	Number of the Company's Shares Held
Akiyo Yasuda (December 10, 1975)	November 2002 Passed the bar examination October 2004 Admitted to the bar in Japan October 2004 Joined Kohwa Sohgo Law Offices Partner Attorney (Present position)	0 shares

- (Notes)
1. There is no special interest between the candidate and the Company.
  2. Ms. Akiyo Yasuda is the candidate for Substitute Outside Director.
  3. If the candidate Ms. Akiyo Yasuda is appointed to Director who serves as an Audit/Supervisory Committee Member, the Company will enter into a liability limitation agreement with Ms. Akiyo Yasuda, under Article 423, Paragraph 1 of the Corporation Law. The maximum liability under the said agreement is to the extent provided by laws and regulations.
  4. Ms. Akiyo Yasuda has expert knowledge and a wealth of experience as an attorney. Based on these reasons, the Company believes that she may contribute to enhancement of the corporate governance of the Company. Therefore, the Company appointed Ms. Akiyo Yasuda as a candidate for Substitute Outside Director. Ms. Akiyo Yasuda does not have experience of participating in company management, however she is familiar with corporate legal affairs as an attorney. For these reasons, the Company believes that Ms. Akiyo Yasuda will duly execute her duties as Outside Director who serves as an Audit/Supervisory Committee Member.
  5. Approval of the Audit/Supervisory Committee has been obtained for this proposal.