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(Stock Exchange Code 9755)  
March 9, 2018

**To Shareholders with Voting Rights:**

Masaru Narita  
President  
OYO Corporation  
7 Kanda-Mitoshiro-cho,  
Chiyoda-ku, Tokyo, Japan

**NOTICE OF  
THE 61ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 61st Annual General Meeting of Shareholders of OYO Corporation (the “Company”). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders in the subsequent pages, and exercise your voting rights via one of the methods below.

[Exercising your voting rights by mail (in writing)]

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and have it delivered to the Company by 5:00 p.m. Japan time on Monday, March 26, 2018.

[Exercising your voting rights via the Internet]

Please access the website for exercising voting rights (<https://www.tosyodai54.net>), enter the “Voting Rights Exercise Code” and “Password” printed on the enclosed Voting Rights Exercise Form, and by following the on-screen instructions, input your vote for or against each proposal by 5:00 p.m. Japan time on Monday, March 26, 2018.

When exercising your voting rights via the Internet, please refer to the “Guide to Exercising Voting Rights via the Internet, etc.” on page 4.

- 1. Date and Time:** Tuesday, March 27, 2018 at 10:00 a.m. Japan time  
**2. Place:** 1-4-1 Otemachi, Chiyoda-ku, Tokyo  
Banquet Room “Kujaku,” 11th Floor, KKR Hotel Tokyo  
(Please see the map at the end of the document.)

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the Company’s 61st Fiscal Year (January 1, 2017 - December 31, 2017)
  2. Non-consolidated Financial Statements for the Company’s 61st Fiscal Year (January 1, 2017 - December 31, 2017)

**Proposals to be resolved:**

- |                    |  |
|--------------------|--|
| <b>Proposal 1:</b> | Appropriation of Surplus   |
| <b>Proposal 2:</b> | Election of 8 Directors  |
| <b>Proposal 3:</b> | Election of 2 Corporate Auditors   |
| <b>Proposal 4:</b> | Election of 1 Substitute Corporate Auditor   |
| <b>Proposal 5:</b> | Continuation of and Partial Changes to the Performance-Linked Stock Compensation for Directors |

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the meeting venue.
  - ◎ Of the documents needed to be attached to this notice of convocation, the Notes to the Consolidated Financial Statements, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Net Assets and the Statement of Changes in Net Assets are, in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Company, posted on the Company's website (<https://www.oyo.co.jp/>) and are therefore not included in this document. Furthermore, the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor comprise documents attached to this notice of convocation and the Notes to the Consolidated Financial Statements, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Net Assets and the Statement of Changes in Net Assets posted on the Company's website.
  - ◎ Any updates to the Reference Documents, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Company's website (<https://www.oyo.co.jp/>).

## Guide to Exercising Voting Rights

You can exercise your voting rights in the General Meeting of Shareholders via one of the following methods.

### If you are attending the General Meeting of Shareholders



Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk of the meeting venue.

(If you are attending the meeting, you do not have to carry out the procedures for exercising your voting rights by mail (sending the Voting Rights Exercise Form) or via the Internet, etc.)

Date and Time  
of the Meeting

March 27, 2018 (Tuesday) 10:00 a.m. Japan time

### If you are unable to attend the General Meeting of Shareholders



- Exercising your voting rights by mail (in writing)

Please indicate your vote for or against each proposal with a circle on the enclosed Voting Rights Exercise Form, and return the Form by mailing it to the shareholder registry administrator of the Company.

Deadline for  
Exercising  
Voting Rights

March 26, 2018 (Monday) 5:00 p.m. Japan time



- Exercising your voting rights via the Internet

On the website for exercising voting rights (<https://www.tosyodai54.net>), please enter the “Voting Rights Exercise Code” and “Password” printed on the right side of the Voting Rights Exercise Form, and input your vote for or against each proposal by following the on-screen instructions.

Deadline for  
Exercising  
Voting Rights

March 26, 2018 (Monday) 5:00 p.m. Japan time

For more details, please refer to “Guide to Exercising Voting Rights via the Internet, etc.” on the next page. >>>

#### Contact Information

If you have any inquiries, please contact the shareholder registry administrator Tokyo Securities Transfer Agent Co., Ltd. using the information below.

- (1) For inquiries regarding how to use the website for exercising voting rights  
Toll-free telephone number 0120-88-0768 (Weekdays 9:00 a.m. to 9:00 p.m.)
- (2) For all other inquiries regarding the administration of shares  
Toll-free telephone number 0120-49-7009 (Weekdays 9:00 a.m. to 5:00 p.m.)

#### For Institutional Investors

In addition to the abovementioned method of exercising voting rights via the Internet, if an application has been made in advance, it is also possible to use the electronic platform for exercising voting rights operated by ICJ Inc.

## Guide to Exercising Voting Rights via the Internet, etc.

- (1) In lieu of exercising voting rights in writing, it is possible to exercise your voting rights via the “website for exercising voting rights” (URL below) designated by the Company. For those who wish to use this method, please login using the “Voting Rights Exercise Code” and “Password” printed on the right side of the enclosed Voting Rights Exercise Form, and follow the on-screen instructions. As a security measure, it is necessary to change your password after the first time you login.

Website for Exercising Voting Rights	<a href="https://www.tosyodai54.net">https://www.tosyodai54.net</a>
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- (2) The deadline for exercising your voting rights via the Internet, etc. is 5:00 p.m. Japan time on Monday, March 26, 2018. It is necessary to submit your votes by the time specified. Please exercise your voting rights before the deadline.
- (3) If voting rights are exercised both in writing and via the Internet, etc., only votes exercised via the Internet, etc. will be deemed valid. If voting rights are exercised multiple times, only votes in the last submission will be deemed valid.
- (4) The password (including the password changed by the shareholder) is only valid for this Annual General Meeting of Shareholders. For the next General Meeting of Shareholders, a new password will be issued.
- (5) Fees for connecting to the Internet will be borne by the shareholder.

### (Notes)

- The password is a security measure to verify that the person casting the votes is a shareholder. There are no instances where the Company will inquire about the password.
- If the wrong password is entered for a certain number of times, the account will be locked and will not be available for use. In the event that the account is locked, please follow the on-screen instructions to resolve the issue.
- It has been verified that the website for exercising voting rights can be used on general devices that connect to the Internet. However, depending on the device you are using, there may be problems with using the website.

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1:** Appropriation of Surplus

With respect to the appropriation of surplus, it is proposed that the payment of the year-end dividend for the current fiscal year be appropriated as follows.

We position the return of profits to shareholders as a key issue for management, and make it our basic policy to pay out stable dividends maintaining a consolidated dividend payout ratio in the range of 30-50%, while enhancing our profitability and strengthening our financial base.

In this regard, the Company will pay a year-end dividend of 14.00 yen per share for the current fiscal year. Including the interim dividend of 24.00 yen per share (an ordinary dividend of 14.00 yen and a special dividend of 10.00 yen in commemoration of our 60th year anniversary), this will make the full-year dividend of 38.00 yen per share.

(1) Type of dividend property

Cash

(2) Matters concerning the allotment of dividend property and the total amount

14.00 yen per share of common stock of the Company, for a total of 381,877,034 yen

(3) Effective date of distribution of surplus

March 28, 2018

**Proposal 2:** Election of 8 Directors

The terms of office of all 7 Directors (including 2 Outside Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, increasing one Outside Director to reinforce corporate governance, the election of 8 Directors (including 3 Outside Directors) is proposed.

The candidates are as follows:

The candidates are as follows.			
No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masaru NARITA (November 15, 1953) [Reappointment]	April 1979      Joined the Company March 2002      Executive Officer March 2004      Director April 2004      Senior Executive Officer January 2005      Head of Operations Management Headquarters April 2005      Senior Managing Executive Officer September 2005      Head of New Business Planning Office March 2007      Deputy President March 2009      President (Current position)	10,928
		[Attendance at the Board of Directors meetings held during his term of office in the 61st fiscal year] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Masaru NARITA has extensive experience in areas such as the business management department and operational department of the Company. Since he was appointed as President of the Company, he has focused on creating a foundation for the Group’s sustainable growth and has been committed to increasing the Group’s corporate value. Accordingly, he has been selected as a candidate for Director.	
2	Yuichi HIRASHIMA (November 27, 1959) [Reappointment]	April 1983      Joined Fuji Bank, Limited (present Mizuho Bank, Ltd.) April 2009      Head of Americas Credit Division, Mizuho Corporate Bank, Ltd. (present Mizuho Bank, Ltd.) April 2011      Head of Internal Audit Division, Mizuho Corporate Bank, Ltd. August 2013      Joined the Company August 2014      Executive Officer April 2015      Senior Executive Officer April 2015      Director of OYO RMS Corporation (Current position) March 2016      Director of the Company (Current position) April 2016      Head of Administration Headquarters (Current position) April 2017      Senior Managing Executive Officer (Current position)	1,854
		[Attendance at the Board of Directors meetings held during his term of office in the 61st fiscal year] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Yuichi HIRASHIMA has extensive experience in areas such as the overseas department and credit department of a bank and the finance department of the Company. He also has been committed to increasing the Group’s corporate value. Accordingly, he has been selected as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Jun SHIGENOBU (August 22, 1958) [Reappointment]	April 1983	Joined the Company	2,554
		April 2005	Executive Officer	
		April 2005	President of Shikoku Regional Office	
		April 2010	Head of Logistics Headquarters (Current position)	
		March 2014	Director of KCS Co., Ltd. (Current position)	
		April 2014	Director of KOEI Consultant Co., Ltd.	
		April 2014	Senior Executive Officer of the Company (Current position)	
		March 2016	Director (Current position)	
		March 2017	Director of OYO Geo-monitoring Service Corporation	
		March 2017	Director of NS Environmental Science Consultant Corporation (Current position)	
[Attendance at the Board of Directors meetings held during his term of office in the 61st fiscal year] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Jun SHIGENOBU has extensive experience in areas such as the operational department and production management department of the Company. He also has been committed to increasing the Group’s corporate value. Accordingly, he has been selected as a candidate for Director.				
4	Kenji SATO (August 17, 1958) [Reappointment]	April 1983	Joined the Company	1,554
		April 2007	Executive Officer	
		April 2007	President of Sapporo Regional Office	
		April 2010	Deputy Head of Engineering Headquarters	
		April 2014	President of Tokyo Regional Office	
		April 2015	Senior Executive Officer (Current position)	
		April 2015	Head of Business Promotion Headquarters (Current position)	
		April 2015	Director of OYO GEO TECHNICAL SERVICE INC. (Current position)	
		March 2016	Director of the Company (Current position)	
		November 2016	Outside Director of SANYO TECHNO MARINE INC. (Current position)	
		June 2017	Director of Engineering & Risk Services Corporation (Current Position)	
[Attendance at the Board of Directors meetings held during his term of office in the 61st fiscal year] 13 out of 13 meetings (100%) [Reason for Selection] Mr. Kenji SATO has extensive experience in areas such as the operational department and sales department of the Company. He also has been committed to increasing the Group’s corporate value. Accordingly, he has been selected as a candidate for Director.				
5	Hirofumi AMANO (January 4, 1966) [Reappointment]	April 1990	Joined Tamano Consultants Co., Ltd.	354
		August 2003	Left Tamano Consultants Co., Ltd.	
		September 2003	Joined KCS Co., Ltd.	
		June 2004	President of Chubu Regional Office, KCS Co., Ltd.	
		August 2005	Director of KCS Co., Ltd.	
		October 2005	President of KCS Co., Ltd.	
		March 2017	Director of the Company (Current position)	
		April 2017	Senior Executive Officer (Current position)	
		April 2017	Head of IT Innovation Planning Office (Current position)	
		March 2018	Director of OYO Resources Management Corporation (Current position)	
[Attendance at the Board of Directors meetings held during his term of office in the 61st fiscal year] 10 out of 10 meetings (100%) [Reason for Selection] Mr. Hirofumi AMANO has extensive experience in the operational department of a Group company and as a manager. He also has been committed to increasing the Group’s corporate value. Accordingly, he has been selected as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Kazunori YAGI (April 1, 1949) [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1972      Joined Yokogawa Electric Works Ltd (present Yokogawa Electric Corporation)</p> <p>October 1999    Executive Officer and Head of Business Planning Division, Yokogawa Electric Corporation</p> <p>June 2001      Director &amp; Senior Executive Officer and Head of Business Planning Division, Yokogawa Electric Corporation</p> <p>July 2002      Director &amp; Senior Managing Executive Officer and Head of Business Planning Division, Yokogawa Electric Corporation</p> <p>June 2011      Adviser of Yokogawa Electric Corporation</p> <p>June 2011      Outside Corporate Auditor of Yokogawa Bridge Holdings Corp. (Current position)</p> <p>June 2012      Outside Director of JSR Corporation</p> <p>June 2013      Outside Corporate Auditor of TDK Corporation (Current position)</p> <p>March 2014     Outside Director of the Company (Current position)</p> <p>June 2017      Outside Audit &amp; Supervisory Board Member of Sojitz Corporation (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Outside Corporate Auditor of Yokogawa Bridge Holdings Corp.</li> <li>• Outside Corporate Auditor of TDK Corporation</li> <li>• Outside Audit &amp; Supervisory Board Member of Sojitz Corporation</li> </ul>	-
<p>[Attendance at the Board of Directors meetings held during his term of office in the 61st fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Kazunori YAGI has held leadership positions at Yokogawa Electric Corporation and has proven track records as an outside director and an outside corporate auditor of other companies. The Company deems his independent perspective from outside of the Company, as well as his knowledge of the international measuring devices business, etc., and his experience in business management to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director. Mr. Kazunori YAGI will have served as Outside Director of the Company for a period of four years as of the conclusion of this General Meeting of Shareholders.</p>			



No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Kaoru NAKAMURA (June 2, 1948) [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1972      Joined the Ministry of International Trade and Industry (Public Service Division, Public Service Bureau)</p> <p>May 1986      Head of Brussels Office, Japan External Trade Organization</p> <p>June 1989      Head of Promotion Division, Planning Department, the Small and Medium Enterprise Agency</p> <p>June 1990      Head of Information Services Industry Division, Machinery and Information Industry Bureau, the Ministry of International Trade and Industry</p> <p>July 1993      Head of Location Policy Division, Environment and Location Bureau, the Ministry of International Trade and Industry</p> <p>June 1997      Director General of Administration Department, Agency of Industrial Science and Technology, the Ministry of International Trade and Industry</p> <p>July 1999      Cabinet Councilor, Cabinet Office for Internal Affairs of the Cabinet Secretariat</p> <p>June 2000      Director General of Equipment Bureau, the Defense Agency</p> <p>July 2002      Director General of Industrial Science and Technology Policy and Environment Bureau, the Ministry of Economy, Trade and Industry</p> <p>October 2005   Executive Adviser and Statutory Corporate Auditor, IBM Japan, Ltd.</p> <p>July 2010      President of Japan Electronic Computer Co., Ltd. (present JECC Corporation)</p> <p>March 2015      Outside Director of the Company (Current position)</p> <p>June 2016      Chairman (Representative Director) of New Energy Foundation (Current position)</p> <p>June 2017      Outside Auditor of UMC ELECTRONICS CO., LTD. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Chairman (Representative Director) of New Energy Foundation</li> <li>• Outside Auditor of UMC ELECTRONICS CO., LTD.</li> </ul>	709
<p>[Attendance at the Board of Directors meetings held during his term of office in the 61st fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Kaoru NAKAMURA has held leadership positions mainly at the Ministry of Economy, Trade and Industry and has proven track records as a corporate auditor and a president of other companies and a chairman of a foundation. The Company deems his independent perspective from outside of the Company, as well as his experience in public administration and business management to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director. Mr. Kaoru NAKAMURA will have served as Outside Director of the Company for a period of three years as of the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Michihiko OTA (December 8, 1948) [New candidate] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1975      Joined Marubeni Corporation</p> <p>April 2008      Managing Executive Officer and Head of Lifestyle Division, Marubeni Corporation</p> <p>June 2009      Managing Executive Officer of Marubeni Corporation</p> <p>April 2010      Senior Managing Executive Officer of Marubeni Corporation</p> <p>April 2012      Senior Executive Vice President of Marubeni Corporation</p> <p>April 2013      Senior Executive Vice President, Regional CEO for ASEAN, Regional CEO for East Asia, Regional CEO for Southwest Asia, Marubeni Corporation</p> <p>                 Managing Director of Marubeni ASEAN Pte. Ltd.</p> <p>June 2014      Senior Executive Vice President of Marubeni Corporation</p> <p>April 2015      Vice Chairman of Marubeni Corporation</p> <p>June 2016      Outside Director of XEBIO HOLDINGS CO., LTD. (Current position)</p> <p>June 2017      Outside Corporate Auditor of SAISON AUTOMOBILE&amp;FIRE INSURANCE CO., LTD (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Outside Director of XEBIO HOLDINGS CO., LTD.</li> <li>• Outside Corporate Auditor of SAISON AUTOMOBILE&amp;FIRE INSURANCE CO., LTD</li> </ul>	-
<p>[Reason for Selection]</p> <p>Mr. Michihiko OTA has held leadership positions at Marubeni Corporation and has proven track records as an outside director and an outside corporate auditor of other companies. The Company deems his independent perspective from outside of the Company, as well as his knowledge of the domestic and overseas business of a trading company and his experience in business management to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director.</p>			

(Notes)

- The selection of the candidates above is based on the report from the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
- There are no special interests between the candidates and the Company.
- The numbers of shares of the Company held by the candidates above are as of January 31, 2018.
- Matters concerning Mr. Kazunori YAGI as a candidate for Outside Director are as follows.
  - Mr. Kazunori YAGI is a candidate for Outside Director, and fulfills the Independence Criteria for Outside Officers of the Company.
  - If the appointment of Mr. Kazunori YAGI as Outside Director is approved, in accordance with Article 27 of the Articles of Incorporation of the Company, and Article 427, Paragraph 1 of the Companies Act, the Company will enter into a liability limitation agreement with him as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
  - The Company has registered Mr. Kazunori YAGI as an Independent Director as stipulated by the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
  - There are no special interests between the Company and Yokogawa Bridge Holdings Corp., TDK Corporation or Sojitz Corporation, where Mr. Kazunori YAGI holds significant concurrent positions.
- Matters concerning Mr. Kaoru NAKAMURA as a candidate for Outside Director are as follows.
  - Mr. Kaoru NAKAMURA is a candidate for Outside Director, and fulfills the Independence Criteria for Outside Officers of the Company.
  - If the appointment of Mr. Kaoru NAKAMURA as Outside Director is approved, in accordance with Article 27 of the Articles of Incorporation of the Company, and Article 427, Paragraph 1 of the Companies Act, the Company will enter into a liability limitation agreement with him as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
  - The Company has registered Mr. Kaoru NAKAMURA as an Independent Director as stipulated by the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.

- (4) There are no special interests between the Company and New Energy Foundation or UMC ELECTRONICS CO., LTD., where Mr. Kaoru NAKAMURA holds significant concurrent positions.
- 6. Matters concerning Mr. Michihiko OTA as a candidate for Outside Director are as follows.
  - (1) Mr. Michihiko OTA is a candidate for Outside Director, and fulfills the Independence Criteria for Outside Officers of the Company.
  - (2) If the appointment of Mr. Michihiko OTA as Outside Director is approved, in accordance with Article 27 of the Articles of Incorporation of the Company, and Article 427, Paragraph 1 of the Companies Act, the Company will enter into a liability limitation agreement with him as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
  - (3) If the appointment of Mr. Michihiko OTA as Outside Director is approved, the Company will register him as an Independent Director as stipulated by the Tokyo Stock Exchange (TSE).
  - (4) There are no special interests between the Company and XEBIO HOLDINGS CO., LTD. or SAISON AUTOMOBILE&FIRE INSURANCE CO., LTD, where Mr. Michihiko OTA holds significant concurrent positions. Although the Company has business transactions with Marubeni Corporation and its group companies, values of the transactions accounting for less than 20 million yen at most, which is less than 0.05 % of the Company's consolidated net sales.

**Proposal 3: Election of 2 Corporate Auditors**

Among 4 Corporate Auditors (including 2 Outside Corporate Auditors), Mr. Shunji SAITO will resign and the term of office of Mr. Kazunori NISHIDA will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 2 Corporate Auditors (including 1 Outside Corporate Auditor) is proposed.

The appointment of Mr. Tadashi SAKAI is to fill the vacancy left by Mr. Shunji SAITO. Therefore, as set forth in the Articles of Incorporation of the Company, the term of office of Mr. Tadashi SAKAI shall expire when the term of office of the resigning auditor would have expired.

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

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Shinichi KAGAWA (June 17, 1957) [New candidate]	<p>April 1980      Joined the Company</p> <p>April 1998      Deputy Head of Finance Department, Administration Headquarters</p> <p>September 2002      Head of Administration Headquarter of NS Environmental Science Consultant Corporations</p> <p>April 2004      Corporate Auditor of NS Environmental Science Consultant Corporation</p> <p>February 2007      Head of Administration Department, Management Headquarters and Head of Administration Center of the Company</p> <p>April 2011      Head of Accounting Department and Administration Department, Administration Headquarters</p> <p>February 2013      Corporate Auditor of Tianjin Smart Sensor Technology Co., Ltd. (Current position)</p> <p>March 2015      Director of KCS Co., Ltd.</p> <p>April 2016      Executive Officer of the Company (Current position)</p> <p>April 2016      Head of Compliance Office (Current position)</p> <p>[Significant concurrent positions] • Corporate Auditor of Tianjin Smart Sensor Technology Co., Ltd.</p>	2,576
<p>[Reason for Selection] Mr. Shinichi KAGAWA has extensive experience in the administration department, accounting department and compliance office of the Company and also as a director and a corporate auditor of Group companies. The Company believes that he will accurately conduct audits based on operational experience and appropriately fulfill his role as Corporate Auditor. Accordingly, he has been selected as a candidate for Corporate Auditor.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Tadashi SAKAI (August 21, 1956) [New candidate] [Candidate for Outside Corporate Auditor]	<p>April 1979      Joined Fuji Bank, Limited (present Mizuho Bank, Ltd.)</p> <p>April 2002      Senior Manager of International Department, Corporate Planning Group, Mizuho Securities Co., Ltd.</p> <p>April 2004      Senior Manager of International Department, Corporate Planning Group, Mizuho Securities Co., Ltd. and President of Mizuho Bank (Switzerland) Ltd</p> <p>March 2006      Executive Officer of Mizuho Securities Co., Ltd. and President of Mizuho Bank (Switzerland) Ltd</p> <p>April 2008      Advisor of Mizuho Securities Co., Ltd. (retired in May 2008)</p> <p>May 2008      Managing Director of Mizuho Private Wealth Management Co., Ltd.</p> <p>April 2013      Non-executive Director of Mizuho Private Wealth Management Co., Ltd.</p> <p>May 2013      Advisor of Mizuho Private Wealth Management Co., Ltd. (retired in June 2013)</p> <p>June 2013      Audit &amp; Supervisory Board Member of TANAKA HOLDINGS Co., Ltd. (Current position)</p> <p>June 2015      Outside Corporate Auditor of DC Co., Ltd. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Audit &amp; Supervisory Board Member of TANAKA HOLDINGS Co., Ltd.</li> <li>• Outside Corporate Auditor of DC Co., Ltd.</li> </ul>	-
<p>[Reason for Selection]</p> <p>Mr. Tadashi SAKAI has management experience as well as operational management experience in planning and administration departments, etc., at banks and securities companies. He has also a proven track record as a corporate auditor and an outside corporate auditor of other companies. The Company deems that he will accurately conduct audits with his extensive experience at financial institutions and knowledge developed through audit of other companies, which will contribute to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Corporate Auditor.</p>			

(Notes)

1. The selection of the candidates above is based on the report from the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
2. There are no special interests between each candidate and the Company.
3. The numbers of shares of the Company held by the candidates above are as of January 31, 2018.
4. Matters concerning Mr. Shinichi KAGAWA as a candidate for Corporate Auditor are as follows.  
If this proposal is approved, in accordance with Article 36 of the Articles of Incorporation of the Company, and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Shinichi KAGAWA that limits his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages of a Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
5. Matters concerning Mr. Tadashi SAKAI as a candidate for Outside Corporate Auditor are as follows.
  - (1) Mr. Tadashi SAKAI is a candidate for Outside Corporate Auditor, and the appointment of him is to fill the vacancy left by Mr. Shunji SAITO, an Outside Corporate Auditor of the Company.
  - (2) If this proposal is approved, in accordance with Article 36 of the Articles of Incorporation of the Company, and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Tadashi SAKAI that limits his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages of an Outside Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
  - (3) There are no special interests between the Company and Mizuho Private Wealth Management Co., Ltd.
  - (4) There are no special interests between the Company and TANAKA HOLDINGS Co., Ltd., where Mr. Tadashi SAKAI serves as a Full-time Corporate Auditor, or DC Co., Ltd., where he holds a significant concurrent position.

### **(Reference) Independence Criteria for Outside Officers of the Company**

The Company has formulated a basic policy on corporate governance (<https://www.oyo.co.jp/>), and defined its criteria on the independence of Outside Officers (Outside Directors and Outside Corporate Auditors) as follows.

If an Outside Officer fulfills the requirements below, the Outside Officer is deemed to have sufficient independence from the Company.

1. He/she is not a former employee or business executor (Note 1) of the Company, the Company's consolidated subsidiaries or the Company's equity-method affiliates (hereinafter the "Group"). Also, none of his/her relatives (Note 2) has been a business executor of the Group in the past five years.
  2. He/she does not currently or has not in the past 10 years fit into the following categories:
    - (1) A major shareholder (Note 3) of the Company, or a relative thereof; if the major shareholder is a corporation, a business executor thereof
    - (2) A business executor of a major trading partner (Note 4) of the Company, or a business executor of a corporation where the Company is a major trading partner
    - (3) A business executor of a major lender (Note 5) of the Company
    - (4) A business executor of a lead managing securities corporation of the Company
    - (5) An employee of an audit corporation that conducts the statutory audit of the Company
    - (6) An employee of a legal firm or a consulting firm with which the Company has concluded an advisory agreement
    - (7) A person who receives a large amount (Note 6) of money, etc. aside from compensation for executives from the Company
    - (8) A business executor of a corporation when an executive of the Company holds a concurrent position in the corporation, and also an executive of the corporation holds a concurrent position in the Company
    - (9) A business executor of an entity that receives a large amount of donations or assistance from the Company (Note 7)
  3. None of his/her relatives fit into any of the categories from (1) to (9) above.
  4. At the time of election, the period that he/she has served as an Outside Officer has not exceeded 10 years in total.
- 

#### **(Notes)**

1. A business executor refers to an executive director, executive officer, corporate officer, or a manager and other employee.
2. A relative refers to a spouse or a relative within the second degree of kinship.
3. A major shareholder refers to a shareholder who owns more than 10% of the Company's voting rights at the end of the fiscal year.
4. A major trading partner refers to a trading partner of the Company, whereby the amount of transactions with the Company exceeds 2% of the average amount of the Company's consolidated net sales or the trading partner's consolidated net sales over the past three fiscal years.
5. A major lender refers to a financial institution that the Group conducts borrowing from, whereby the total amount of outstanding loans at the end of the fiscal year exceeds 2% of the Company's or the financial institution's consolidated total assets.
6. A large amount refers to an amount of compensation received that exceeds 10 million yen per year on average over the past three years.
7. An entity that receives a large amount of donations or assistance refers to an entity that has received donations or assistance from the Company exceeding 10 million yen per year on average over the past three years.

**Proposal 4:** Election of 1 Substitute Corporate Auditor

The effectiveness of appointment of Substitute Corporate Auditor Mr. Toshitake AKAMATSU, appointed at the 60th Annual General Meeting of Shareholders held on March 28, 2017, will expire at the start of this year's Annual General Meeting of Shareholders. To prepare for a contingency in which the Company does not have the number of Corporate Auditors required by laws and regulations, the Company proposes to elect 1 Substitute Corporate Auditor once again.

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

The candidate is as follows:

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Hisashi ITO (May 26, 1958) [New candidate]	<p>April 1985 Registered as Attorney Joined Ginza Law Office (Present Abe, Ikubo &amp; Katayama)</p> <p>December 1989 Outside Corporate Auditor of KUNIMINE INDUSTRIES CO., LTD.</p> <p>January 1998 Partner of Abe, Ikubo &amp; Katayama (Current position)</p> <p>April 2003 Instructor of the Legal Training and Research Institute, the Supreme Court</p> <p>March 2011 Outside Corporate Auditor of JAC Recruitment Co., Ltd. (Current position)</p> <p>June 2016 Director (Audit Committee Member) of KUNIMINE INDUSTRIES CO., LTD. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Attorney (Partner of Abe, Ikubo &amp; Katayama)</li> <li>• Director (Audit Committee Member) of KUNIMINE INDUSTRIES CO., LTD.</li> <li>• Outside Corporate Auditor of JAC Recruitment Co., Ltd.</li> </ul>	-
<p>[Reason for Selection]</p> <p>Mr. Hisashi ITO has long experience as a lawyer and has a proven track record as a director (audit and supervisory committee member) and an outside corporate auditor of other companies. Therefore, the Company deems that he will accurately conduct audits with his wealth of experience and expertise of corporate legal practice, which will contribute to strengthening management supervision functions. Accordingly, he has been selected as a candidate for Substitute Outside Corporate Auditor.</p>		

## (Notes)

1. The selection of the candidate above is based on the report from the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
2. There are no special interests between Mr. Hisashi ITO and the Company.
3. Mr. Hisashi ITO had been in his office as an Outside Corporate Auditor of KUNIMINE INDUSTRIES CO., LTD. since 1989 and was appointed as Director (Audit and Supervisory Committee Member) as it became a company with audit and supervisory committee in 2014.
4. There are no special interests between the Company and KUNIMINE INDUSTRIES CO., LTD., JAC Recruitment Co., Ltd. or Abe, Ikubo & Katayama.
5. Mr. Hisashi ITO is selected as a candidate for Substitute Outside Corporate Auditor. If the appointment of him as Substitute Outside Corporate Auditor is approved, the Company will register him as an Independent Auditor as stipulated by the Tokyo Stock Exchange (TSE).
6. If Mr. ITO assumes office as Outside Corporate Auditor, in accordance with Article 36 of the Articles of Incorporation of the Company, and Article 427, Paragraph 1 of the Companies Act, the Company will enter into a liability limitation agreement with him. The maximum amount of liability of an Outside Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.

**Proposal 5:** Continuation of and Partial Changes to the Performance-Linked Stock Compensation for Directors

1. Reason for Proposal

The Company established the “OYO 2020 (Long-Term Management Plan of OYO Group),” which clearly sets out the vision the Group will pursue towards 2020. The Company’s activities have been divided into the four phases of Plan: Approach, Trial: Hop, Develop: Step and Evolve: Jump under OYO 2020, and the fourth phase of the medium-term business plan OYO Jump 18 started in 2018. Under OYO Jump 18, the Company aims to achieve sustainable growth by expanding the results of the previous medium-term business plan, OYO Step 14, and providing solutions services that will resolve social issues.

The Company has introduced a Performance-Linked Stock Compensation Plan, the “Board Benefit Trust (BBT)” (hereinafter the “Plan”) as Directors’ compensation based on a resolution (hereinafter the “Resolution”) approved at the 57th General Meeting of Shareholders held on March 26, 2014. The Plan was introduced with the objective of clearly linking compensation of Directors (excluding Outside Directors; the same applies hereinafter unless otherwise stated) to the Company’s results of operations and share value and thereby increasing Directors’ motivation to make contributions to achieve the medium-term business plan and increase the Company’s mid-term and long-term corporate value as the Directors share risks of fluctuations in stock price with shareholders.

This proposal is to partially change and continue the Plan in order to further enhance the motivation to make contributions to increase corporate value by strengthening the link between the compensation of Directors and the Company’s results of operations and share value.

Currently, there are five Directors who are subject to the Plan.

2. Amount of Compensation, etc., under the Plan and Reference Information

In continuation of the Plan, the Company proposes partial changes to the current Plan. The major changes from the original plan introduced by this proposal are underlined.

(1) Outline of the Plan

The Plan is a performance-linked stock compensation plan under which the Company’s shares will be acquired through a trust (the trust set up based on the Plan shall be hereinafter referred to as the “Trust”) using funds contributed by the Company (the maximum amount is as described in (2) below) as the source and the Company’s shares will be delivered to Directors through the Trust based on the degree of attainment of target performance. Directors will receive the Company’s shares, in principle, upon their retirement from office. For further details of the Plan, please refer to information disclosed through Tokyo Stock Exchange on February 14, 2018, the “Notice on Continuation of and Partial Changes to the Board Benefit Trust (BBT),” from page 18 of this document.

(2) Maximum Amount of Money the Company Will Contribute (the amount of remuneration, etc.)

The Company will continue the Plan to cover the three fiscal years which fall into the target phase of medium-term business plan OYO Jump 18, from the fiscal year ending December 31, 2018 to the fiscal year ending December 31, 2020 (hereinafter referred to as the “Applicable Period”). The Company will make additional contributions to the Trust with 80 million yen as the upper limit for the source of funds to acquire the Company’s shares, the amount of which would be deemed reasonably necessary during the Applicable Period to ensure the delivery of such shares to the Directors under the Plan, as described in (3) below. During the Applicable Period, the Company may make contributions to the Trust multiple times to the extent that the amount of additional contributions is within the maximum amount set out above. The information will be appropriately disclosed in a timely manner when the Company decides on additional contributions.

Further, as the Company’s shares (excluding any undelivered portion of the Company’s shares corresponding to the number of points granted to Directors with regard to the 4 fiscal years ended December 31, 2017; approximately 4,000 shares) and money (approximately 0.1 million yen) have remained within the trust assets as of December 31, 2017, the Company will allocate these remaining shares and money to the source of benefits during the Applicable Period under the Plan.

The Trust will acquire the Company’s shares through the stock markets or disposal of treasury stock using the additional contribution by the Company as the source and will not issue new shares. Detailed information concerning the acquisition of the Company’s shares by the Trust will be appropriately disclosed in a timely manner.

The maximum number of shares to be additionally acquired by the Trust during the Applicable Period will be 40,000 shares.



(3) Calculation Method of the Number of the Company's Shares to Be Delivered to Directors

In each fiscal year, points are awarded to each Director based on the Officer Stock Benefit Procedure. The calculation formula for points is as follows.

(The calculation formula for points)

Basic points for each position x Performance-linked coefficient

Basic points for each position shall be determined based on position of each Director in the fiscal year. The performance-linked coefficient shall be determined within a range of 0 to 135% based on the degree of attainment of the target performance of the Company set for a relevant fiscal year and the medium-term business plan OYO Jump 18. As for the points awarded to Directors according to the calculation formula above, one point equates to one share of the Company's common stock on the granting of shares, as described in (4) below. Note that when the number of shares changes after this proposal is approved due to stock split, gratis allotment, reverse stock split, etc., the Company shall reasonably adjust the number of points already awarded or the exchange ratio to reflect the change.

The number of points of each Director, which is the criteria for calculation of the number of shares to grant, in principle, is calculated by multiplying the total points granted to a Director by the time of his retirement by the coefficient (not to exceed 1) determined depending on reasons for retirement. As an exception, if the Trust is terminated, the number of points used for the calculation shall be the total points granted by the time of the Trust's termination to a Director who is in his term of office at the time of the Trust's termination (hereinafter, the points calculated as described above shall be referred to as the "Determined Points").

(4) Grant of Shares to Directors

If a Director of the Company retires, he may receive the Company's shares in proportion to the Determined Points by taking the prescribed procedures to confirm the beneficiary.

As an exception, if the Trust is terminated, a number of the Company's shares corresponding to the Determined Points shall be granted by the Trust upon termination of the Trust to a Director who is in his term of office at the time of the Trust's termination, based on the Officer Stock Benefit procedure.

[Reference] Disclosed by the Company through Tokyo Stock Exchange (TSE) on February 14, 2018

February 14, 2018

To whom it may concern:

Company Name	OYO Corporation
Representative	Masaru Narita, President (Stock Exchange Code 9755, TSE First Section)
Contact	Senior Managing Executive Officer Head of Administration Headquarters Yuichi Hirashima
Phone Number	+81-3-5577-4501

Notice Regarding the Continuation of and Partial Changes to the Board Benefit Trust (BBT)

At the Meeting of the Board of Directors held today, the Company resolved the submission of a proposal (hereinafter the “Proposal”) regarding the continuation of and partial changes to the stock compensation plan for Directors of the Company, the “Board Benefit Trust (BBT)” (hereinafter the “Plan”) at the 61st Annual General Meeting of Shareholders on March 27, 2018 (hereinafter the “Meeting”), as shown below.

In addition, the Company has introduced the “Employee Stock Ownership Plan (J-ESOP),” an incentive plan for employees of the Company’s and directors and employees of its subsidiaries. The company will change partially and continue the plan and make additional contribution to the trust set up under J-ESOP. Further information regarding additional contribution to J-ESOP shall be disclosed as soon as they are determined.

1. Continuation of the Plan

The Company established the “OYO 2020 (Long-Term Management Plan of OYO Group),” which clearly sets out the vision the Group will pursue towards 2020. The Company’s activities have been divided into the four phases of Plan: Approach, Trial: Hop, Develop: Step and Evolve: Jump under OYO 2020, and the fourth phase of the medium-term business plan OYO Jump 18 started in 2018. Under OYO Jump 18, the Company aims to achieve sustainable growth by expanding the results of the previous medium-term business plan, OYO Step 14, and providing solutions services that will resolve social issues.

Subject to the approval of the shareholders at the Meeting, the Board of Directors of the Company resolved to partially change and continue the Plan which has been implemented with the objective of clearly linking compensation of Directors (excluding Outside Directors; the same applies hereinafter unless otherwise stated) to the Company’s results of operations and share value and thereby increasing Directors’ motivation to make contributions to achieve the medium-term business plan and increase the Company’s mid-term and long-term corporate value as the Directors share risks of fluctuations in stock price with shareholders. Accordingly, the Board of Directors of the Company has resolved the submission of the proposal at the Meeting regarding the continuation of and partial changes to the Plan.

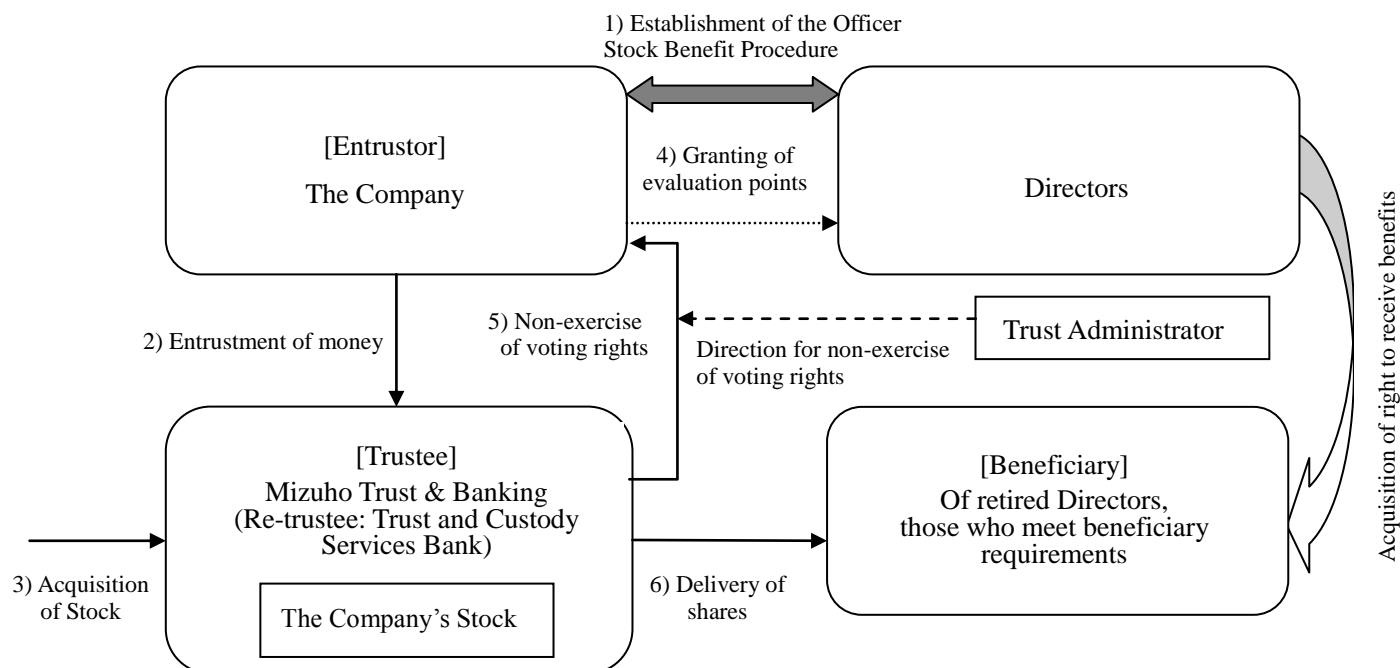
2. Outline of the Plan

In continuation of the Plan, the Company proposes partial changes to the current Plan. (The major changes from the original plan are underlined. For the current Plan, please refer to “Notice Regarding the Introduction of the Board Benefit Trust (BBT)” announced on February 13, 2014 and “Notice Regarding the Introduction of the Board Benefit Trust (BBT) (Detailed Information)” announced on May 9, 2014.).

(1) Outline of the Plan

The Plan is a performance-linked stock compensation plan under which the Company’s shares will be acquired through a trust (the trust set up based on the Plan shall be hereinafter referred to as the “Trust”) using funds contributed by the Company as the source and the Company’s shares will be delivered to Directors through the Trust based on the degree of attainment of target performance according to the Officer Stock Benefit Procedure. Directors will receive the Company’s shares, in principle, upon their retirement from office.

# <Structure of the Plan>



- 1) The Officer Stock Benefit Procedure shall be established within the framework of approval at the General Meeting of Shareholders.
- 2) The Company entrusts money in the range of the amount approved at the General Meeting of Shareholders as outlined in 1) above.
- 3) The Trust uses the funded amount as outlined in 2) above to acquire the Company's shares through the stock markets or disposals of treasury stock.
- 4) The Company awards points to Directors based on the Officer Stock Benefit Procedure.
- 5) Voting rights for the Company's shares held by the Trust account will not be exercised based on direction from the trust administrator, who is independent from the Company.
- 6) The Trust grants the Company's shares to retired Directors who also meet the beneficiary requirements set under the "Officer Stock Benefit Procedure" (hereinafter the "Beneficiaries") based on the number of points they have been granted.

(2) Individuals Subject to the Plan  
Directors of the Company (excluding Outside Directors).

(3) Period of the Trust

The period from June 2, 2014 until the end of the Trust (The Trust shall continue without determining a specific timeline as long as the Plan exists. The Plan shall be terminated when the Company's stock is delisted or the Officer Stock Benefit -Procedure are abolished, etc.).

(4) Amount of the Trust and the Number of Shares Acquired

Subject to the approval of the shareholders at the Meeting of the continuation of and partial changes to the Plan, the Company will continue the Plan to cover the three fiscal years which fall into the target phase of medium-term business plan OYO Jump 18, from the fiscal year ending December 31, 2018 to the fiscal year ending December 31, 2020 (hereinafter referred to as the "Applicable Period"). The Company will make additional contributions to the Trust with 80 million yen as the upper limit for the source of funds to acquire the Company's shares, the amount of which would be deemed reasonably necessary during the Applicable Period to ensure the delivery of such shares to the Directors under the Plan, as described in (6) below. During the Applicable Period, the Company may make contributions to the Trust multiple times to the extent that the amount of additional contributions is within the maximum amount set out above. The information will be appropriately disclosed in a timely manner when the Company decides on additional contributions.

Further, as the Company's shares (excluding any undelivered portion of the Company's shares

corresponding to the number of points granted to Directors with regard to the 4 fiscal years ended December 31, 2017; approximately 4,000 shares) and money (approximately 0.1 million yen) have remained within the trust assets as of December 31, 2017, the Company will allocate these remaining shares and money to the source of benefits during the Applicable Period under the Plan.

The maximum number of shares additionally acquired by the Trust during the Applicable Period will be 40,000 shares.

(5) Method of Acquiring the Company's Shares by the Trust

The Trust will acquire the Company's shares through the stock markets or disposal of treasury stock within the funding range specified in (4) above and will not issue new shares.

Detailed information concerning the acquisition of the Company's shares by the Trust will be appropriately disclosed in a timely manner.

(6) Calculation Method of the Number of the Company's Shares to Be Delivered to Directors

In each fiscal year, points are awarded to each Director based on the Officer Stock Benefit Procedure. The calculation formula for points is as follows.

(The calculation formula for points)

Basic points for each position x Performance-linked coefficient

Basic points for each position shall be determined based on position of each Director in the fiscal year. The performance-linked coefficient shall be determined within a range of 0 to 135% based on the degree of attainment of the target performance of the Company set for a relevant fiscal year and the medium-term business plan OYO Jump 18. As for the points awarded to Directors according to the calculation formula above, one point equates to one share of the Company's common stock on the granting of shares, as described in (7) below. Note that when the number of shares changes after the resolution for approval by shareholders of the proposal due to stock split, gratis allotment, reverse stock split, etc., the Company shall reasonably adjust the number of points already awarded or the exchange ratio to reflect the change.

The number of points of each Director, which is the criteria for calculation of the number of shares to grant, in principle, is calculated by multiplying the total points granted to a Director by the time of his retirement by the coefficient (not to exceed 1) determined depending on reasons for retirement. As an exception, if the Trust is terminated the number of points used for the calculation shall be the total points granted by the time of the Trust's termination to a Director who is in his term of office at the time of the Trust's termination as specified in (10) below (hereinafter, the points calculated as described above shall be referred to as the "Determined Points").

(7) Time of Grant to Directors

If a Director of the Company retires and meets the beneficiary requirements prescribed in the Officer Stock Benefit Procedure, he may receive after retirement the Company's shares in proportion to the "Determined Points" calculated through the method described in (6) above, in principle, by taking the prescribed procedures to confirm the beneficiary.

As an exception, if the Trust is terminated as described in (10) below, a number of the Company's shares corresponding to the "Determined Points" calculated through the method described in (6) above shall be granted by the Trust upon termination of the Trust to a Director who is in his term of office at the time of the Trust's termination, based on the Officer Stock Benefit Procedure.

(8) Exercise of Voting Rights

Voting rights related to the Company's shares held by the Trust shall not be exercised pursuant to the instructions of the trust administrator. In this way, the Trust will be able to ensure its neutrality in the Company's management.

(9) Dividends

Dividends related to the Company's shares held by the Trust shall be received by the Trust to acquire the Company's shares or pay for the trustee's compensation, etc. Any remaining dividends, etc., upon termination of the Trust will be amortized and paid to the then current Directors who meet the beneficiary requirements according to the points they respectively possess based on the Officer Stock Benefit Procedure.

(10) Termination of the Trust

Of the residual assets in the Trust upon its termination, the Company's shares (excluding the shares granted to Directors as described in (7) above) will be entirely acquired by the Company free of charge and be canceled pursuant to resolution of the Board of Directors; money excluding the portion paid to Directors as described in (9) above will be received by the Company.

[Overview of the Trust]

- 1) Name of trust: Board Benefit Trust (BBT)
- 2) Entrustor: The Company
- 3) Trustee: Mizuho Trust & Banking Co., Ltd.
- 4) Beneficiaries: Retired Directors who meet the beneficiary requirements based on the Officer Stock Benefit -Procedure
- 5) Trust administrator: A third party having no conflicts of interest with the Company
- 6) Type of trust: Trust of money other than money trust (i.e., third-party benefit trust)
- 7) Date of trust agreement: June 1, 2014
- 8) Initial date of entrusting money: June 2, 2014
- 9) Time of trust: May 2018 (planned)
- 10) Period of trust: From June 2, 2014 until the end of the Trust  
(The Trust shall continue without determining a specific timeline as long as the Plan exists.)