

This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this document and the Japanese original, the Japanese original shall prevail.

Securities code: 2433

June 5, 2018

To our shareholders:

Hirokazu Toda
Representative Director & President
Hakuhodo DY Holdings Inc.
5-3-1 Akasaka, Minato-ku, Tokyo

NOTICE OF THE 15th ANNUAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 15th Annual Meeting of Shareholders of Hakuhodo DY Holdings Inc. (the “Company”) on June 28, 2018, which will be held as described hereunder. If you are unable to attend the meeting in person, we ask you to review the attached Reference Documents for the Annual Meeting of Shareholders and exercise your voting rights by either in writing or via the Internet by Wednesday, June 27, 2018 at 5:30 p.m. (Japan Standard Time).

Meeting Details

1. Date and Time: Thursday, June 28, 2018 at 10:00 a.m. (Japan Standard Time)

2. Place: Tokyo Prince Hotel
“Providence Hall” (2nd floor)
3-3-1 Shiba-koen, Minato-ku, Tokyo

3. Purposes:

Items to be reported:

The Business Report, Non-Consolidated Financial Statements, Consolidated Financial Statements, and report on the auditing results of the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Board for the 15th fiscal year (from April 1, 2017 to March 31, 2018)

Items to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Thirteen (13) Directors

Proposal 3: Election of Two (2) Audit & Supervisory Board Members

4. Matters related to exercise of voting rights:

- (1) In the event that you vote by postal mail using the voting form, and if there is no indication of approval or disapproval with a proposal, it shall be handled as an indication of approval for that proposal.
- (2) In the event of multiple voting via the Internet, your last vote shall be handled as the valid exercise of your voting rights.
- (3) In the event that you vote via the Internet, the vote exercised via the Internet shall be handled as the valid exercise of your voting rights, although you return the voting form.

* Pursuant to the relevant laws and regulations and Article 15 of the Company's Articles of Incorporation, the documents listed below that are required to be attached to the notice of the annual meeting of shareholders are posted on the Company's website (<http://www.hakuhodody-holdings.co.jp/ir/stock/meeting/>) (Japanese only).

1) Matters related to The Business Report

"5. Major Businesses," "6. Major Offices," "7. Status of Employees" of "I. Status of the Hakuhodo Group," "II. Status of Shares," "2. Summary of Details of Agreements Limiting Liability" of "IV. Status of Officers," "V. Status of Accounting Auditors" and "VI. System for Assuring the Appropriateness of Operations and Operational Status of the System"

2) Matters related to the Consolidated Financial Statement

"The Consolidated Statement of Changes in Net Assets" and "the Notes to Consolidated Financial Statements"

3) Matters related to the Non-Consolidated Financial Statement

"The Non-Consolidated Statement of Changes in Net Assets" and "the Notes to Non-Consolidated Financial Statements"

The Business Report audited by the Audit & Supervisory Board Members, the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by Accounting Auditors and the Audit & Supervisory Board Members include the attached documents of the notice of the annual meeting of shareholders (excluding "(Reference)") and matters posted on the Company's website.

* If any amendments are made to the Reference Documents for the Annual Meeting of Shareholders, the Business Report, Non-Consolidated Financial Statements or Consolidated Financial Statements, such amendments will be posted on the Company's website (<http://www.hakuhodody-holdings.co.jp/ir/stock/meeting/>).

Information on Exercise of Voting Rights

Methods to exercising your voting rights are described below. Please review the attached Reference Documents for the Annual Meeting of Shareholders and exercise your voting rights.

Attend the Meeting in Person

Please submit the enclosed voting form to the receptionist when you attend the meeting. Also, please be sure to bring this notice of the annual meeting of shareholders to the meeting.

Date and Time: Thursday, June 28, 2018 at 10:00 a.m. (Japan Standard Time)

Voting by postal mail

Please indicate your approval or disapproval in respect of each proposal on the enclosed voting form, and return it by postal mail.

Deadline for exercising voting rights : Your voting form must be received by
Wednesday, June 27, 2018 at 5:30 p.m.
(Japan Standard Time)

Voting via the Internet

Please access the website for exercising voting rights designated by the Company. (<https://soukai.mizuho-tb.co.jp/>), which is in Japanese only. Please enter your “voting right exercise code” and the “password,” which are indicated at the lower right of your enclosed voting form, and enter your approval or disapproval in respect of each proposal by following the instructions on the screen.

For security reasons, please change your “password” when you log-in the first time.

Deadline for exercising voting rights : Online votes must be entered by
Wednesday, June 27, 2018 at 5:30 p.m.
(Japan Standard Time)

Inquiries regarding the exercise of voting rights via the Internet	Mizuho Trust & Banking Co., Ltd. Securities Agent Department Internet Help Dial Telephone: 0120-768-524 (toll free) Operating hours: 9:00 - 21:00 (excluding weekends and holidays)
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Reference Documents for the Annual Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Appropriation of Surplus

The Company considers the profit to shareholders to be an important management issue of the Company. The Company has adopted a policy of determining dividend payments by taking into account stable dividends, future funding needs, and business performance while securing sufficient retained earnings for strengthening our competitive edges.

Based on this policy, the Company, considering comprehensively about business performance trends and conditions, proposes the year-end dividend payment of ¥13 per share. Combined with interim dividend of ¥13 per share paid in last December, the annual dividends per share for the current fiscal year will amount to ¥26, an increase of ¥2 per share compared to the previous fiscal year.

- (1) Type of dividend asset:
Cash
- (2) Allocation of dividend assets to be paid to shareholders and total dividend amount:
¥13 per share of common stock of the Company
Total amount: ¥4,847,044,085
- (3) Effective date of dividends from surplus:
June 29, 2018

Proposal 2: Election of Thirteen (13) Directors

Upon the conclusion of this Annual Meeting of Shareholders, the terms of office of all Fourteen (14) Directors will expire.

In that regard, as part of revamping the corporate management structure, the Company proposes to elect thirteen (13) Directors, reducing the number of Directors by one (1).

The candidates were deliberated by the Compensation and Nomination Committee and decided by the Board of Directors.

The candidates for Directors are as follows:

Candidate No.	Name		Current positions and areas of responsibility in the Company
1	Junji Narita	Reelection	Director & Chairman
2	Hirokazu Toda	Reelection	Representative Director & President
3	Kunihiko Sawada	Reelection	Representative Director & Executive Vice President in charge of General Management
4	Mitsumasa Matsuzaki	Reelection	Director & Senior Executive Corporate Officer in charge of Group Corporate Strategy
5	Tomoyuki Imaizumi	Reelection	Director & Senior Executive Corporate Officer, Senior Advisor to General Management (in charge of Group Human Resource Management Division)
6	Yoshitaka Nakatani	Reelection	Director & Senior Corporate Officer, Advisor in charge of Group Corporate Strategy (in charge of Marketing Technology Development Division, Group Information System Division)
7	Masayuki Mizushima	Reelection	Director
8	Hiroshi Ochiai	Reelection	Director
9	Daisuke Fujinuma	Reelection	Director
10	Hirotake Yajima	Reelection	Director
11	Noboru Matsuda	Outside Director/ Independent Director/Reelection	Director
12	Nobumichi Hattori	Outside Director/ Independent Director/Reelection	Director
13	Toru Yamashita	Outside Director/ Independent Director/New election	—

Candidate No. 1	Junji Narita (November 18, 1940)	Number of the Company's shares held 102,536	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

August 1965	Joined Hakuhold Inc.	June 2015	Chairman, Hakuhold DY Holdings Inc. (to present)
February 1995	Director, Hakuhold Inc.		Director & Chairman, Hakuhold Inc.
December 1998	Managing Director, Hakuhold Inc.		Director & Senior Advisor, Hakuhold Inc. (to present)
June 2002	Director & Senior Executive Corporate Officer, Hakuhold Inc.	April 2017	
October 2003	Director, Hakuhold DY Holdings Inc. Representative Director & President, Hakuhold Inc.	May 2017	President, JAPAN ADVERTISING AGENCIES ASSOCIATION (to present)
June 2010	Representative Director & Chairman, Hakuhold DY Holdings Inc. Representative Director & Chairman, Hakuhold Inc.		
March 2012	Representative Director & Chairman, Hakuhold DY Holdings Inc. Representative Director & Chairman, Hakuhold Inc. Chairman, Hakuho Foundation (Public Interest Incorporated Foundation) (to present)		

<Significant concurrent positions>

Director & Senior Advisor, Hakuhold Inc.

Chairman, Hakuho Foundation (Public Interest Incorporated Foundation)

President, JAPAN ADVERTISING AGENCIES ASSOCIATION

Reasons for nominating as candidate for Director

Mr. Junji Narita has abundant experience and broad insight, having worked in the Group in the fields of sales, media and so forth. He assumed office as Representative Director & Chairman of the Company in June 2010, and has served as Chairman of the Company from June 2015. The Company therefore judges that he is an appropriate person for powerfully driving further increase in the Group's corporate value, and has continued to nominate him as a candidate for Director.

Candidate No. 2	Hirokazu Toda (November 12, 1948)	Number of the Company's shares held 193,936	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1972	Joined Hakuhodo Inc.	April 2007	Representative Director & President in charge of Group Corporate Strategy, Hakuhodo DY Holdings Inc.
February 2001	Director, Hakuhodo Inc.		
June 2002	Director & Senior Corporate Officer, Hakuhodo Inc.	April 2009	Representative Director & President in charge of Group Corporate Strategy, in charge of Business Innovation, Hakuhodo DY Holdings Inc.
October 2003	Managing Director, Hakuhodo DY Holdings Inc.		
June 2005	Senior Executive Managing Director, Hakuhodo DY Holdings Inc.	April 2010	Representative Director & President, Hakuhodo DY Holdings Inc. (to present)
	Director, YOMIKO ADVERTISING INC.	June 2010	Representative Director & President, Hakuhodo Inc.
June 2006	Representative Director & President in charge of Integration (in charge of Corporate Strategy Division), Hakuhodo DY Holdings Inc.	April 2017	Director & Chairman, Hakuhodo Inc. (to present)

<Significant concurrent positions>

Director & Chairman, Hakuhodo Inc.

Reasons for nominating as candidate for Director

Mr. Hirokazu Toda has abundant experience and broad insight, having worked in the Group in the fields of creativity, corporate planning, and so forth. He has served as Representative Director & President of the Company from June 2006. The Company therefore judges that he is an appropriate person for powerfully driving further increase in the Group's corporate value, and has continued to nominate him as a candidate for Director.

Candidate No. 3	Kunihiko Sawada (September 2, 1947)	Number of the Company's shares held 70,245	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1971	Joined Hakuhold Inc.	June 2009	Representative Senior Executive Managing Director in charge of General Management, Hakuhold DY Holdings Inc.
June 2002	Corporate Officer, Hakuhold Inc.		
June 2003	Director & Corporate Officer, Hakuhold Inc.		Director & Senior Executive Corporate Officer, Hakuhold Inc.
April 2006	Director & Senior Corporate Officer, Hakuhold Inc.	April 2012	Representative Senior Executive Managing Director in charge of General Management, Hakuhold DY Holdings Inc.
June 2007	Managing Director in charge of General Management, Hakuhold DY Holdings Inc. Director & Senior Corporate Officer, Hakuhold Inc.		Director & Executive Vice President, Hakuhold Inc.
June 2008	Senior Executive Managing Director in charge of General Management, Hakuhold DY Holdings Inc. Director & Senior Executive Corporate Officer, Hakuhold Inc.	June 2012	Representative Director & Executive Vice President in charge of General Management, Hakuhold DY Holdings Inc. (to present)
		April 2016	Director, Hakuhold Inc. (to present)

<Significant concurrent positions>

Director, Hakuhold Inc.

Reasons for nominating as candidate for Director

Mr. Kunihiko Sawada has abundant experience and broad insight, having worked in the Group in accounting and finance and promoted finance and capital policies, as well as working in general management and administration and so forth. He has served as Representative Senior Executive Managing Director of the Company from June 2009. The Company therefore judges that he is an appropriate person to promote proper management and administration within the Group, and has continued to nominate him as a candidate for Director.

Candidate No.		Number of the Company's shares held	Reelection
4	Mitsumasa Matsuzaki (June 11, 1954)	57,194	

Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1977	Joined Hakuhold Inc.	June 2011	Managing Director in charge of Group Corporate Strategy, Hakuhold DY Holdings Inc.
April 2006	Corporate Officer, Hakuhold Inc.		
June 2008	Director, Advisor in charge of Group Corporate Strategy, General Manager, Corporate Strategy Division, Hakuhold DY Holdings Inc.	April 2014	Director & Senior Corporate Officer, Hakuhold Inc.
	Director, Hakuhold DY Media Partners Inc. (to present)		Director & Senior Executive Corporate Officer in charge of Group Corporate Strategy, Hakuhold DY Holdings Inc. (to present)
February 2009	Director, Advisor in charge of Group Corporate Strategy, General Manager, Corporate Strategy Division, Hakuhold DY Holdings Inc.	April 2016	Director, Hakuhold Inc.
	Outside Director, D.A.Consortium Inc.	April 2017	Director & Senior Executive Corporate Officer, Hakuhold Inc.
April 2010	Director in charge of Group Corporate Strategy, Hakuhold DY Holdings Inc.	April 2018	Director, Hakuhold Inc. (to present)
	Senior Corporate Officer, Hakuhold Inc.		
	Outside Director, D.A.Consortium Inc.		
June 2010	Managing Director in charge of Group Corporate Strategy, Hakuhold DY Holdings Inc.		
	Director & Senior Corporate Officer, Hakuhold Inc.		
	Outside Director, D.A.Consortium Inc.		

<Significant concurrent positions>

Director, Hakuhold Inc.

Director, Hakuhold DY Media Partners Inc.

Reasons for nominating as candidate for Director

Mr. Mitsumasa Matsuzaki has abundant experience and broad insight, having worked in the Group in sales, corporate planning, and so forth. He has served as Director of the Company from June 2008. The Company therefore judges that he is an appropriate person to develop and promote management strategies within the Group, and has continued to nominate him as a candidate for Director.

Candidate No. 5	Tomoyuki Imaizumi (August 25, 1957)	Number of the Company's shares held 37,043	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1982	Joined Hakuhold Inc.	April 2015	Senior Corporate Officer, Advisor to General Management (in charge of Group Human Resource Management Division), Hakuhold DY Holdings Inc.
February 2006	Outside Audit & Supervisory Board Member, D.A.Consortium Inc.		Senior Corporate Officer, Hakuhold Inc.
April 2010	Corporate Officer, Hakuhold DY Media Partners Inc.		Director & Senior Corporate Officer, Hakuhold DY Media Partners Inc.
	Outside Audit & Supervisory Board Member, D.A.Consortium Inc.		Outside Director, D.A.Consortium Inc.
June 2011	Director & Corporate Officer, Hakuhold DY Media Partners Inc.	June 2015	Director & Senior Corporate Officer, Advisor to General Management (in charge of Group Human Resource Management Division), Hakuhold DY Holdings Inc.
	Outside Audit & Supervisory Board Member, D.A.Consortium Inc.		Director & Senior Corporate Officer, Hakuhold Inc.
June 2012	Director & Corporate Officer, Hakuhold DY Media Partners Inc.		Director & Senior Corporate Officer, Hakuhold DY Media Partners Inc.
	Outside Director, D.A.Consortium Inc.		Director & Senior Executive Corporate Officer, Senior Advisor to General Management (in charge of Group Human Resource Management Division), Hakuhold DY Holdings Inc. (to present)
April 2014	Director & Senior Corporate Officer, Hakuhold DY Media Partners Inc.	April 2018	Director & Senior Executive Corporate Officer, Hakuhold Inc. (to present)
	Outside Director, D.A.Consortium Inc.		Director & Senior Executive Corporate Officer, Hakuhold DY Media Partners Inc. (to present)

<Significant concurrent positions>

Director & Senior Executive Corporate Officer, Hakuhold Inc.

Director & Senior Executive Corporate Officer, Hakuhold DY Media Partners Inc.

Reasons for nominating as candidate for Director

Mr. Tomoyuki Imaizumi has abundant experience and broad insight, having worked in the Group in corporate management fields such as human resource and corporate planning, and so forth. He has served as Director of the Company from June 2015. The Company therefore judges that he is an appropriate person to promote management and administration of human resource strategies, and so forth, within the Group, and has continued to nominate him as a candidate for Director.

Candidate No. 6	Yoshitaka Nakatani (March 9, 1958)	Number of the Company's shares held 33,353	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1981	Joined Hakuhold Inc.	April 2015	Director & Senior Corporate Officer, Advisor in charge of Group Corporate Strategy (in charge of Marketing Technology Development Division, Group Information System Division), General Manager, Marketing Technology Development Division, Hakuhold DY Holdings Inc.
April 2010	General Manager, Marketing Technology Development Division, Hakuhold DY Holdings Inc.		
April 2013	Advisor in charge of Group Corporate Strategy (in charge of Marketing Technology Development Division, Group Information System Division), General Manager, Marketing Technology Development Division, Hakuhold DY Holdings Inc.	April 2016	Director & Senior Corporate Officer, Advisor in charge of Group Corporate Strategy (in charge of Marketing Technology Development Division, Group Information System Division), Hakuhold DY Holdings Inc. (to present)
June 2013	Corporate Officer, Hakuhold Inc. Director, Advisor in charge of Group Corporate Strategy (in charge of Marketing Technology Development Division, Group Information System Division), General Manager, Marketing Technology Development Division, Hakuhold DY Holdings Inc.	June 2017	Senior Corporate Officer, Hakuhold Inc. Director & Senior Corporate Officer, Hakuhold Inc. (to present)
April 2014	Corporate Officer, Hakuhold Inc. Director & Corporate Officer, Advisor in charge of Group Corporate Strategy (in charge of Marketing Technology Development Division, Group Information System Division), General Manager, Marketing Technology Development Division, Hakuhold DY Holdings Inc. Corporate Officer, Hakuhold Inc.		

<Significant concurrent positions>

Director & Senior Corporate Officer, Hakuhold Inc.

Reasons for nominating as candidate for Director

Mr. Yoshitaka Nakatani has abundant experience and broad insight, having worked in the Group in research and development, marketing technology, and so forth. He has served as Director of the Company from June 2013. The Company therefore judges that he is an appropriate person to enhance and promote marketing solutions within the Group, and has continued to nominate him as a candidate for Director.

Candidate No. 7	Masayuki Mizushima (March 8, 1960)	Number of the Company's shares held 28,495	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1982	Joined Hakuhold Inc.	April 2016	Director & Senior Corporate Officer, Hakuhold Inc.
April 2013	Corporate Officer, Hakuhold Inc.		
June 2015	Director & Corporate Officer, Hakuhold Inc.	April 2017	Representative Director & President, Hakuhold Inc. (to present)
		June 2017	Director, Hakuhold DY Holdings Inc. (to present)

<Significant concurrent positions>

Representative Director & President, Hakuhold Inc.

Reasons for nominating as candidate for Director

Mr. Masayuki Mizushima has abundant experience and broad insight in sales and corporate planning, and contributes to increasing the corporate value of the overall Group by promoting its business as the Representative Director & President of core operating company Hakuhold Inc. The Company therefore judges that he is an appropriate person to promote the Company's Group management and maintain closer cooperation between the Company and the core operating companies, and has continued to nominate him as a candidate for Director.

Candidate No. 8	Hiroshi Ochiai (November 18, 1950)	Number of the Company's shares held 49,000	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1975	Joined Hakuhold Inc.	April 2011	Director & Senior Executive Corporate Officer, Hakuhold Inc.
June 2003	Corporate Officer, Hakuhold Inc.		
June 2007	Director & Corporate Officer, Hakuhold Inc.	March 2014	Representative Director & President, Daiko Advertising Inc. (to present)
April 2010	Director & Senior Corporate Officer, Hakuhold Inc.	June 2014	Director, Hakuhold DY Holdings Inc. (to present)

<Significant concurrent positions>

Representative Director & President, Daiko Advertising Inc.

Reasons for nominating as candidate for Director

Mr. Hiroshi Ochiai has abundant experience and broad insight in sales, and management and administration, and contributes to increasing the corporate value of the overall Group by promoting its business as the Representative Director & President of core operating company Daiko Advertising Inc. The Company therefore judges that he is an appropriate person to promote the Company's Group management and maintain closer cooperation between the Company and the core operating companies, and has continued to nominate him as a candidate for Director.

Candidate No. 9	Daisuke Fujinuma (January 9, 1953)	Number of the Company's shares held 33,600	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

March 1984	Joined Hakuhodo Inc.	April 2015	Director & Senior Executive Corporate Officer, YOMIKO ADVERTISING INC.
April 2010	Corporate Officer, YOMIKO ADVERTISING INC.	April 2016	Representative Director & President, YOMIKO ADVERTISING INC. (to present)
June 2010	Director & Corporate Officer, YOMIKO ADVERTISING INC.	June 2016	Director, Hakuhodo DY Holdings Inc. (to present)
April 2012	Director & Senior Corporate Officer, YOMIKO ADVERTISING INC.		

<Significant concurrent positions>

Representative Director & President, YOMIKO ADVERTISING INC.

Reasons for nominating as candidate for Director

Mr. Daisuke Fujinuma has abundant experience and broad insight in sales and contributes to increasing the corporate value of the overall Group by promoting its business as the Representative Director & President of core operating company YOMIKO ADVERTISING INC. The Company therefore judges that he is an appropriate person to promote the Company's Group management and maintain closer cooperation between the Company and the core operating companies, and has continued to nominate him as a candidate for Director.

Candidate No. 10	Hirotake Yajima (March 9, 1961)	Number of the Company's shares held 10,295	Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1984	Joined Hakuhodo Inc.	October 2016	Director, Hakuhodo DY Media Partners Inc.
December 1996	President & Representative Director, D.A.Consortium Inc.		Representative Director & President, D.A.Consortium Holdings
February 2002	President & Representative Director, Corporate Officer, D.A.Consortium Inc.	June 2017	Chairman & CEO, D.A.Consortium Inc.
June 2011	Director, Hakuhodo DY Media Partners Inc. President & Representative Director, Corporate Officer, D.A.Consortium Inc.		Director, Hakuhodo DY Holdings Inc. (to present) Representative Director, President , Hakuhodo DY Media Partners Inc. (to present)
April 2014	Director, Hakuhodo DY Media Partners Inc. President & CEO, D.A.Consortium Inc.		Director, D.A.Consortium Holdings (to present)
June 2016	Director, Hakuhodo DY Media Partners Inc. Chairman & CEO, D.A.Consortium Inc.		

<Significant concurrent positions>

Representative Director, President, Hakuhodo DY Media Partners Inc.
Director, D.A.Consortium Holdings

Reasons for nominating as candidate for Director

Mr. Hirotake Yajima has abundant experience and broad insight in the media and digital fields. He has served as President & Representative Director of D.A.Consortium Inc. since its establishment and contributes to increasing the corporate value of the overall Group by promoting its business as Representative Director, President & CEO of core operating company Hakuhodo DY Media Partners Inc. The Company therefore judges that he is an appropriate person to promote the Company's Group management and maintain closer cooperation between the Company and the core operating companies, and has continued to nominate him as a candidate for Director.

Candidate No. 11	Noboru Matsuda (December 13, 1933)	Number of the Company's shares held 0	Outside Director/ Independent Director/ Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1963	Prosecutor, Tokyo District Public Prosecutors Office	January 2005	Outside Audit & Supervisory Board Member, Hakuodo Inc.
January 1981	Director, Youth Division, Criminal Affairs Bureau, Ministry of Justice	June 2006	Outside Director, Japan Radio Co., Ltd.
August 1985	Director-General, Special Trial, Tokyo High Public Prosecutors Office	April 2007	Outside Director, Mitsubishi UFJ NICOS Co., Ltd. (to present)
August 1987	Director-General, Special Investigation, Tokyo District Public Prosecutors Office	June 2007	Outside Audit & Supervisory Board Member, The Yomiuri Shimbun, Osaka
September 1989	Prosecutor, Supreme Public Prosecutors Office	June 2012	Outside Director, Nisshinbo Holdings Inc. (to present)
December 1991	Chief Prosecutor, Mito District Public Prosecutors Office	June 2015	Outside Director, Hakuodo DY Holdings Inc. (to present)
July 1993	Director-General, Correction Bureau, Ministry of Justice	March 2016	Outside Director, Yomiuri Giants Co., Ltd. (to present)
July 1995	Director-General, Criminal Affairs Department, Supreme Public Prosecutors Office		
June 1996	Governor, Deposit Insurance Corporation of Japan		
June 2004	Advisor, Deposit Insurance Corporation of Japan		
September 2004	Certified as an attorney		

<Significant concurrent positions>

Attorney

Outside Director, Mitsubishi UFJ NICOS Co., Ltd.

Outside Director, Nisshinbo Holdings Inc.

Outside Director, Yomiuri Giants Co., Ltd.

Reasons for nominating as candidate for Outside Director

Mr. Noboru Matsuda has in-depth legal knowledge and abundant experience acquired as a public prosecutor and a lawyer as well as experience as outside director of other private companies. He provides accurate advice at the Company's Board of Directors meetings from an independent and neutral perspective, mainly concerning corporate governance and compliance, and the Company judges that he is an appropriate person to supervise the Company's Group management and strive for sustainable increase in corporate value. The Company has therefore continued to nominate him as a candidate for Outside Director. For this reason, the Company judges that he will appropriately perform his duties as an Outside Director.

Candidate No. 12	Nobumichi Hattori (December 25, 1957)	Number of the Company's shares held 0	Outside Director/ Independent Director/ Reelection
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1981	Joined Nissan Motor Co., Ltd.	November 2005	Outside Director, FAST RETAILING CO., LTD. (to present)
June 1989	Joined Goldman Sachs and Company (Headquarter in New York)	October 2006	Visiting Professor, Graduate School of International Corporate Strategy, Hitotsubashi University
September 1990	Goldman Sachs Japan Co., Ltd., Tokyo Branch	April 2009	Visiting Professor, Graduate School of Finance, Accounting and Law (currently Business and Finance), Waseda University (to present)
June 1993	Vice President, Goldman Sachs Japan Co., Ltd.	June 2015	Outside Director, Hakuhodo DY Holdings Inc. (to present)
November 1998	Managing Director, Goldman Sachs Japan Co., Ltd.	July 2016	Distinguished Guest Professor, Graduate School of Business Administration, Keio University
October 2003	Visiting Associate Professor, Graduate School of International Corporate Strategy, Hitotsubashi University	April 2017	Visiting Professor, Graduate School of Business Administration, Keio University (to present)
June 2005	Outside Director, Miraca Holdings Inc.		
July 2005	Advisor, Hakuhodo DY Holdings Inc.		

<Significant concurrent positions>

Outside Director, FAST RETAILING CO., LTD.

Visiting Professor, Waseda Business School (Graduate School of Business and Finance)

Visiting Professor, Graduate School of Business Administration, Keio University

Reasons for nominating as candidate for Outside Director

Mr. Nobumichi Hattori currently teaches international corporate strategy at graduate schools following experience in a US major investment bank. Also, he has experience as outside director of other private companies. He provides accurate advice at the Company's Board of Directors meetings from an independent and neutral perspective, mainly concerning corporate strategy and M&As, and the Company judges that he is an appropriate person to supervise the Company's Group management and strive for sustainable increase in corporate value. The Company has therefore continued to nominate him as a candidate for Outside Director. For this reason, the Company judges that he will appropriately perform his duties as an Outside Director.

Candidate No. 13	Toru Yamashita (October 9, 1947)	Number of the Company's shares held 0	Outside Director/ Independent Director/ New election
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Career summary, positions and areas of responsibility in the Company, and significant concurrent positions

April 1971	Joined NIPPON TELEGRAPH AND TELEPHONE PUBLIC CORPORATION	June 2013	Outside Director, Mitsui Fudosan Co., Ltd. (to present)
June 1999	Director, NTT DATA Corporation	June 2014	Chief Corporate Advisor, NTT DATA Corporation (to present)
June 2003	Director and Executive Vice President, NTT DATA Corporation		Outside Director, Eisai Co., Ltd. (to present)
June 2005	Representative Director and Senior Executive Vice President, NTT DATA Corporation	July 2015	Outside Director, SUMITOMO LIFE INSURANCE COMPANY (to present)
June 2007	President and Chief Executive Officer, NTT DATA Corporation		
June 2012	Director and Chief Corporate Advisor, NTT DATA Corporation		
April 2013	Chairperson of Public Interest Corporation Commission (PICC), Cabinet Office (to present)		

<Significant concurrent positions>

Chief Corporate Advisor, NTT DATA Corporation

Chairperson of Public Interest Corporation Commission (PICC), Cabinet Office

Outside Director, Mitsui Fudosan Co., Ltd.

Outside Director, Eisai Co., Ltd.

Outside Director, SUMITOMO LIFE INSURANCE COMPANY

Reasons for nominating as candidate for Outside Director

Mr. Toru Yamashita has experience of serving as outside director at other listed companies, in addition to a wealth of knowledge, experience and insight in the area of managing a BtoB business enterprise he acquired serving as President and Chief Executive Officer of NTT DATA Corporation, which provides IT services around the world. The Company therefore judges that he is an appropriate person to supervise the Company's Group management and strive for sustainable increase in corporate value. For this reason, the Company judges that he will appropriately perform his duties as an Outside Director.

Note: Mr. Toru Yamashita is scheduled to retire from his position of Chief Corporate Advisor of NTT DATA Corporation and newly assume a position of Senior Corporate Advisor of the company on June 19, 2018. He is scheduled to retire from his position of Director of Eisai Co., Ltd. at the conclusion of the Annual Meeting of Shareholders of the company to be held in June 2018.

Notes:	<ol style="list-style-type: none"> There are no special interests between each candidate and the Company. Matters concerning the candidates for Outside Directors are as follows: <ol style="list-style-type: none"> Messrs. Noboru Matsuda, Nobumichi Hattori and Toru Yamashita are candidates for outside Directors. The term of office of Messrs. Noboru Matsuda and Nobumichi Hattori as outside Directors of the Company will have been three years at the conclusion of this Annual Meeting of Shareholders. The Company has registered Messrs. Noboru Matsuda and Nobumichi Hattori with Tokyo Stock Exchange Inc. as independent Directors pursuant to the regulations of the Exchange. In the event that this proposal is approved as proposed and Messrs. Noboru Matsuda, Nobumichi Hattori and Toru Yamashita are elected as Directors, the Company intends to register each of them with Tokyo Stock Exchange Inc. as independent Directors pursuant to the regulations of the Exchange. The Company has entered into agreements with Messrs. Noboru Matsuda and Nobumichi Hattori to limit their liability for damages prescribed in Article 423, paragraph 1 of the Companies Act. The limit of the liability under such agreements shall be the amount prescribed by laws and regulations. If Messrs. Noboru Matsuda, Nobumichi Hattori and Toru Yamashita are elected and assume office as Directors, the Company will enter into the said agreements with each of them.
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Proposal 3: Election of Two (2) Audit & Supervisory Board Members

Upon the conclusion of this Annual Meeting of Shareholders, the term of office of Audit & Supervisory Board Members Otoharu Hoshiko and Minoru Uchida will expire. Accordingly, the Company proposes to elect two (2) Audit & Supervisory Board Members.

This Proposal has already been approved by the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No. 1	Kazunori Kageyama (August 1, 1956)	Number of the Company's shares held 38,904	New election
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Career summary, positions in the Company, and significant concurrent positions

April 1979	Joined Hakuholdo Inc.	June 2011	Director & Senior Corporate Officer, Hakuholdo Inc.
April 2007	Corporate Officer, Hakuholdo Inc.		
April 2010	Senior Corporate Officer, Hakuholdo Inc.	April 2015	Director & Senior Executive Corporate Officer, Hakuholdo Inc.
		April 2018	Director, Hakuholdo Inc. (to present)

<Significant concurrent positions>

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Reasons for nominating as candidate for Audit & Supervisory Board Member

Mr. Kazunori Kageyama has experience of serving as Director & Senior Executive Corporate Officer in charge of Account Service Strategy & Management of Hakuholdo Inc. and abundant knowledge about day-to-day operations of core operating companies. The Company therefore judges that he will appropriately perform the Company's audit tasks. For this reason, the Company judges that he will appropriately carry out his duties as an Audit & Supervisory Board Member.

Note: Mr. Kazunori Kageyama is scheduled to retire from his position of Director of Hakuholdo Inc. at the conclusion of the Annual Meeting of Shareholders of the company to be held on June 25, 2018.

Candidate No. 2	Minoru Uchida (April 10, 1948)	Number of the Company's shares held 0	Outside Audit & Supervisory Board Member/ Independent Audit & Supervisory Board Member/ Reelection
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career summary, positions in the Company, and significant concurrent positions

April 1974	Certified as an attorney	December 2013	Outside Audit & Supervisory Board Member, CRI Middleware Co., Ltd.
February 1998	Established South Toranomom Law Offices Partner, South Toranomom Law Offices (to present)	June 2014	Outside Audit & Supervisory Board Member, Hakuhodo DY Holdings Inc. (to present)
June 2008	Outside Audit & Supervisory Board Member, Net One Systems Co., Ltd.		Outside Audit & Supervisory Board Member, YOMIKO ADVERTISING INC.
May 2010	Outside Director, PARCO CO., LTD.	June 2016	Corporate Auditor, YOMIKO ADVERTISING INC. (to present)

<Significant concurrent positions>

Attorney
Corporate Auditor, YOMIKO ADVERTISING INC.

Reasons for nominating as candidate for Outside Audit & Supervisory Board Member

Mr. Minoru Uchida has in-depth legal knowledge and abundant experience acquired as a lawyer, and the Company believes that he will appropriately perform the Company's audit tasks from an independent and neutral perspective. The Company has therefore continued to nominate him as a candidate for Outside Audit & Supervisory Board Member. For this reason, the Company judges that he will appropriately carry out his duties as an Outside Audit & Supervisory Board Member.

Notes:	<ol style="list-style-type: none"> There are no special interests between each candidate and the Company. Matters concerning the candidates for Outside Audit & Supervisory Board Members are as follows: <ol style="list-style-type: none"> Mr. Minoru Uchida is a candidate for outside Audit & Supervisory Board Member. The term of office of Mr. Minoru Uchida as outside Audit & Supervisory Board Member of the Company will have been four years at the conclusion of this Annual Meeting of Shareholders. The Company intends to register Mr. Minoru Uchida with Tokyo Stock Exchange Inc. as independent Audit & Supervisory Board Member of the Company pursuant to the regulations of the Exchange. The Company has entered into an agreement with Mr. Minoru Uchida to limit his liability for damages prescribed in Article 423, paragraph 1 of the Companies Act. The limit of the liability under such agreement shall be the amount prescribed by laws and regulations. If Mr. Minoru Uchida is elected and assume office as Audit & Supervisory Board Member, the Company will continue the said agreement with him.
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(Reference)

Outside Director and Audit & Supervisory Board Member Independence Standards

The Company will judge to be independent any outside directors and outside Audit & Supervisory Board members who:

1. Are not currently and have not been in the past ten years^{*1} a director (excluding outside directors), corporate officer, or employee of the Company or any of its subsidiaries;
2. Do not currently fall under and have not fallen under in the past three years any of (i) to (iii):
 - (i) A director, corporate officer, or employee of a major business partner^(Note 1) of the Company;
 - (ii) An attorney, certified public accountant, consultant, or other such person^{*2} who receives a large amount of money^(Note 2) or other such economic benefits other than director or Audit & Supervisory Board member compensation from the Company; or
 - (iii) A major shareholder^(Note 3) of the Company or a director, corporate officer, or employee of such shareholder;
3. Are not directors, corporate officers, or employees of a corporation, partnership, or other such organization that exchanges dispatched directors, audit and supervisory board members, or corporate officers with the Company;
4. Are not directors, corporate officers, or employees of a corporation, partnership, or other such organization that receives a large amount of contributions^(Note 4) from the Company; and
5. Are not spouses or relatives within the second degree of kinship of material personnel^(Note 5) who fall under items 1 or 2.

*1 However, if the outside director or outside Audit & Supervisory Board member has been a non-executive director or Audit & Supervisory Board member of the Company or any of its subsidiaries at any time within the past ten years, then ten years prior to assuming such position.

*2 However, if a corporation, partnership, or other such organization receives such benefits, then any person belonging thereto.

(Note 1) "Major business partner" means a corporation whose transactions with the Company amount to 2% or more of the annual consolidated sales of either the Company or the business partner.

(Note 2) "Large amount of money" means ten million yen or more annually in the case of an individual or, in the case of an organization, 2% or more of the annual consolidated sales of the organization.

(Note 3) "Major shareholder" means a shareholder who holds (including both directly and indirectly) 10% or more of total voting rights.

(Note 4) "Large amount of contributions" means an amount exceeding the greater of (a) ten million yen annually or (b) 2% of the annual consolidated sales or total revenue of the recipient of the contributions.

(Note 5) "Material personnel" means directors (excluding outside directors), corporate officers, department chiefs, and employees in managerial positions equivalent to department chiefs.