

Securities code: 3156

June 10, 2019

To our shareholders:

Nobuki Kurita  
President  
**Restar Holdings Corporation**  
6-5, Higashi Shinagawa 3-chome, Shinagawa-ku, Tokyo

## **Notice of Convocation of the 10th Ordinary General Meeting of Shareholders**

Restar Holdings Corporation (hereinafter referred to as “the Company”) will hold its 10th Ordinary General Meeting of Shareholders as explained below, and we respectfully request your attendance at the meeting.

If you are unable to attend the meeting in person on the day, you may exercise your voting rights by one of the methods below. Please review the accompanying Reference Materials for the General Meeting of Shareholders and exercise your voting rights.

### **[Exercising voting rights in writing]**

Please indicate your approval or disapproval for each of the proposals on the enclosed form and return it to the Company no later than 5:30 PM on Monday, June 24, 2019 (JST).

### **[Exercising voting rights via the Internet]**

Please access our designated voting website (<https://evote.tr.mufg.jp/>) by entering the login ID and temporary password printed on the enclosed form for exercising voting rights and follow the on-screen instructions to enter your approval or disapproval for each of the proposals no later than 5:30 PM on Monday, June 24, 2019 (JST).

In addition, if using the Internet to exercise your voting rights, we request that you kindly check “Instructions on Exercising your Voting Rights via the Internet” in “Instructions on Exercising your Voting Rights” (Japanese only).

**1. Date and Time:** 10:00 AM on Tuesday, June 25, 2019 (JST) (Reception desk is scheduled to open at 9:00 AM)

**2. Venue:** Shinagawa Prince Hotel Main Tower, 10F, Moon Stone 10  
4-10-30 Takanawa, Minato-ku, Tokyo

**3. Agenda:**

**Matters to be reported:**

1. Business Report for the 10th fiscal year (April 1, 2018 to March 31, 2019), Consolidated Financial Statements and audit reports on the Consolidated Financial Statements from the Financial Auditor and the Audit and Supervisory Committee
2. Report on Non-consolidated Financial Statements for the 10th fiscal year (April 1, 2018 to March 31, 2019)

**Matters to be resolved:**

**Proposal No. 1:** Partial Amendments to the Articles of Incorporation

**Proposal No. 2:** Election of Six Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

**Proposal No. 3:** Election of Financial Auditor

**4. Instructions on Exercising Voting Rights**

Please refer to the “Instructions on Exercising your Voting Rights” (Japanese only).

- We ask that those attending in person on the day to present their form for exercising voting rights at the reception desk of the meeting.
- In the event of revisions to the Reference Materials for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, the revised documents will be made available on the Company's website.

The Company's website (<https://www.restargp.com/>)

## Reference Materials for the General Meeting of Shareholders

### Proposals and reference matters

#### Proposal No. 1: Partial Amendments to the Articles of Incorporation

##### 1. Reasons for the proposal

The Company proposes to change Article 19 (Number of Members) of the current Articles of Incorporation because through abolishing the upper limit on the number of Directors and Directors who are Audit and Supervisory Committee Members, the Company wishes to enable the establishment of a management system capable of responding to the expansion of its business fields in line with the Group's long-term strategies and also strengthen corporate governance and further improve corporate value and management transparency. In addition, the Company proposes to change parts of the method of presentation for the sake of consistency of phrasing.

##### 2. Details of amendments

The details of the amendment are as follows.

(Amendments are underlined)

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                  | Proposed amendments                                                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 1 - Article 14 (Omitted)<br>(Convener and Chairmanship of General Meeting of Shareholders)                                                                                                                                                                                                                                                 | Article 1 - Article 14 (Unchanged)<br>(Convener and Chairmanship of General Meeting of Shareholders)                                                                                                                                                                                                                                                                                               |
| Article 15                                                                                                                                                                                                                                                                                                                                         | Article 15                                                                                                                                                                                                                                                                                                                                                                                         |
| 1 Unless otherwise provided for by laws and regulations, the Director who is designated in advance by the Board of Directors shall convene General Meeting of Shareholders.                                                                                                                                                                        | 1 Unless otherwise provided for by laws and regulations, the Director who is designated in advance by the Board of Directors shall convene General Meeting of Shareholders.                                                                                                                                                                                                                        |
| 2 The Director who is designated in advance by the Board of Directors shall chair a General Meeting of Shareholders. Provided, however, in cases where the Director is prevented from so acting, another person who is designated in accordance with an order of priority determined in advance by the Board of Directors shall chair the meeting. | 2 The Director who is designated in advance by the Board of Directors shall chair a General Meeting of Shareholders. Provided, however, in cases where the Director is prevented from so acting, another person who is designated in accordance with an order of priority determined in advance by the Board of Directors shall chair the meeting.<br>(Change in Japanese only; English unchanged) |
| Article 16 - Article 18 (Omitted)<br>(Number of Members)                                                                                                                                                                                                                                                                                           | Article 16 - Article 18 (Unchanged)<br>(Number of Members)                                                                                                                                                                                                                                                                                                                                         |
| Article 19                                                                                                                                                                                                                                                                                                                                         | Article 19                                                                                                                                                                                                                                                                                                                                                                                         |
| 1 The Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) shall have <u>no more than ten members</u> .                                                                                                                                                                                                       | 1 The Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) shall have <u>at least one member</u> .                                                                                                                                                                                                                                                            |
| 2 The Company's Directors who are Audit and Supervisory Committee Members shall have <u>no more than ten</u> members.                                                                                                                                                                                                                              | 2 The Company's Directors who are Audit and Supervisory Committee Members shall have <u>at least three</u> members.                                                                                                                                                                                                                                                                                |
| Article 20 (Omitted)<br>(Term of Office)                                                                                                                                                                                                                                                                                                           | Article 20 (Unchanged)<br>(Term of Office)                                                                                                                                                                                                                                                                                                                                                         |
| Article 21                                                                                                                                                                                                                                                                                                                                         | Article 21                                                                                                                                                                                                                                                                                                                                                                                         |
| 1 The term of office of a Director (excluding Directors who are Audit and Supervisory Committee Members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within one year after the election of the Director.                                       | 1 The term of office of a Director (excluding Directors who are Audit and Supervisory Committee Members) shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within one year after the election of the Director. (Change in Japanese only; English unchanged)                                          |
| 2 The term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within two years after the election of the Director.                                                           | 2 The term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within two years after the election of the Director.                                                                                                           |

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Proposed amendments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>3 The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute of a Director who is an Audit and Supervisory Committee Member and who retired from office before the expiration of the term of office shall continue until the time the term of office of the retired Director who is an Audit and Supervisory Committee Member is to expire.</p> <p>4 The valid period of a resolution to elect a Director who is an Audit and Supervisory Committee Member elected as a substitute pursuant to Article 329, Paragraph 3 of the Companies Act shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within two years after the election of the Director.</p> <p>Article 22 - Article 38 (Omitted)<br/>Supplementary Provisions (Omitted)</p> | <p>3 The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute of a Director who is an Audit and Supervisory Committee Member and who retired from office before the expiration of the term of office shall continue until the time the term of office of the retired Director who is an Audit and Supervisory Committee Member is to expire.</p> <p>4 The valid period of a resolution to elect a Director who is an Audit and Supervisory Committee Member elected as a substitute pursuant to Article 329, Paragraph 3 of the Companies Act shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year out of the business years terminating within two years after the election of the Director.</p> <p>Article 22 - Article 38 (Unchanged)<br/>Supplementary Provisions (Unchanged)</p> |

**Proposal No. 2:** Election of Six Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

At the conclusion of this General Meeting of Shareholders, the terms of office of Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) Kunihiro Konno, Nobuki Kurita, Rintaro Miyoshi, Yoshimi Harada, Hiroshi Yajima, and Toshihiko Inaba will expire.

Therefore, the Company proposes that six Directors be elected.

This proposal has been reviewed by the Audit & Supervisory Committee and the candidates for Director herein proposed have been deemed to be suitable.

The candidates for Director are as follows.

| Candidate No. | Name            | Positions and responsibilities within the Company |            |
|---------------|-----------------|---------------------------------------------------|------------|
| 1             | Kunihiro Konno  | Chairman and CEO                                  | Reelection |
| 2             | Nobuki Kurita   | President and COO                                 | Reelection |
| 3             | Rintaro Miyoshi | Senior Managing Director, Executive Officer       | Reelection |
| 4             | Yoshimi Harada  | Senior Managing Director, Executive Officer       | Reelection |
| 5             | Hiroshi Yajima  | Senior Managing Director, Executive Officer       | Reelection |
| 6             | Toshihiko Inaba | Senior Managing Director, Executive Officer       | Reelection |

Reelection: Candidate for reelection as Director

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Name<br>(Date of birth)                         | Career summary, positions and responsibilities within the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Number of shares of the Company owned |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Kunihiro Konno<br>(July 15, 1940)<br>Reelection | <p>Apr. 1987 Established VITEC CO., LTD. (VITEC HOLDINGS CO., LTD.)<br/>President, VITEC CO., LTD.</p> <p>Nov. 1996 Senior Vice President, Member of the Board and Counselor (<i>soudanyaku</i>), VITEC CO., LTD.</p> <p>June 2003 Special Advisor (<i>tokubetsu komon</i>), VITEC CO., LTD.</p> <p>June 2012 Chairman, VITEC CO., LTD.</p> <p>Apr. 2013 Chairman &amp; President, VITEC CO., LTD.</p> <p>Jan. 2018 President, VITEC GLOBAL ELECTRONICS CO., LTD.</p> <p>Apr. 2018 Chairman &amp; Representative Director, Vitec Vegetable Factory Co., Ltd.</p> <p>Aug. 2018 Chairman &amp; Member of the Board, Vitec Vegetable Factory Co., Ltd. (present post)</p> <p>Apr. 2019 Chairman and CEO, the Company (present post)</p> <p>[Significant concurrent positions outside the Company]<br/>None.</p> | 3,225                                 |
| <p>[Reasons for nomination]<br/>Mr. Kunihiro Konno has worked in the electronics industry for many years and possesses a wealth of managerial experience as a manager as the Chairman &amp; President of VITEC HOLDINGS. CO., LTD., and the Company believes that he will be able to continue to appropriately perform his duties as a Member of the Board of the Company group after the business integration with VITEC HOLDINGS. CO., LTD.</p> <p>[Special interest between the candidate and the Company]<br/>There is no special interest.</p> |                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                       |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Name<br>(Date of birth)                        | Career summary, positions and responsibilities within the Company |                                                                                                           | Number of shares of the Company owned |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|---------------------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Nobuki Kurita<br>(May 6, 1955)<br>Reelection   | Apr. 1979                                                         | Joined Sony Corporation                                                                                   | 1,638                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | May 1999                                                          | President, Sony de Mexico S.A. de C.V.                                                                    |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Apr. 2003                                                         | President, e-Vehicle Company, IT & Mobile Solutions Network Company, Sony Corporation                     |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | July 2009                                                         | Representative Director, Executive President, Sony Marketing Inc.<br>Group Executive, Sony Corporation    |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Apr. 2012                                                         | President, Sony (China) Limited                                                                           |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Sept. 2017                                                        | President, the Company                                                                                    |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Oct. 2017                                                         | President, the Company (in charge of Administration)                                                      |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | June 2018                                                         | President, the Company                                                                                    |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Apr. 2019                                                         | President and COO, the Company (present post)                                                             |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | [Significant concurrent positions outside the Company]<br>None.   |                                                                                                           |                                       |
| [Reasons for nomination]<br>Mr. Nobuki Kurita has been nominated due to his abundant management experience and wide-ranging knowledge of businesses both in Japan and overseas. In addition to long years involved in the electronics industry, he has held positions such as Representative Director, Executive President of Sony Marketing Inc. and Chairman and President of Sony (China) Limited, and is expected to continue fulfilling his duties as a Director of the Company.<br>[Significant conflicts of interest between the candidate and the Company]<br>There are no significant conflicts of interest. |                                                |                                                                   |                                                                                                           |                                       |
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Rintaro Miyoshi<br>(May 4, 1957)<br>Reelection | Apr. 1981                                                         | Joined Sony Corporation                                                                                   | 189                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Apr. 2003                                                         | General Manager, Corporate Planning Division, Headquarters, Sony Corporation                              |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | June 2004                                                         | EVP and CFO, Sony Electronics Inc. (United States)                                                        |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Sept. 2010                                                        | VP, General Manager, Transformation Management Office, Sony Corporation                                   |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Apr. 2012                                                         | VP, General Manager, Corporate Planning Division, Digital Imaging Business Headquarters, Sony Corporation |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Apr. 2014                                                         | VP, Sony Corporation, and Director and CFO, Sony (China) Limited                                          |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Sept. 2017                                                        | Special Advisor, the Company                                                                              |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Oct. 2017                                                         | Group Senior Executive Officer, CFO, in charge of Administrative Divisions, the Group                     |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | June 2018                                                         | Director (in charge of Administration), CFO, the Company                                                  |                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                | Apr. 2019                                                         | Senior Managing Director, Executive Officer, the Company (present post)                                   |                                       |
| [Significant concurrent positions outside the Company]<br>None.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                |                                                                   |                                                                                                           |                                       |
| [Reasons for nomination]<br>Mr. Rintaro Miyoshi has been nominated due to the Company's belief that the participation in management of the candidate with such abundant experience and insights through a career including important posts relating to corporate planning and CFO at a global electronics company will contribute to the strengthening of the Group's management strategy and financial strategy.<br>[Significant conflicts of interest between the candidate and the Company]<br>There are no significant conflicts of interest.                                                                     |                                                |                                                                   |                                                                                                           |                                       |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Name<br>(Date of birth)                             | Career summary, positions and responsibilities within the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Number of shares of the Company owned |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Yoshimi Harada<br>(November 20, 1962)<br>Reelection | <p>Apr. 1986      Joined Matsushita Electric Trading Co., Ltd.<br/>                         (currently Panasonic Corporation)</p> <p>Jan. 2013      Joined VITEC CO., LTD. (VITEC HOLDINGS CO., LTD.)</p> <p>Apr. 2014      Vice President, VITEC CO., LTD.</p> <p>Oct. 2014      President, VITEC SYSTEM ENGINEERING INC. (currently VSE Inc.)</p> <p>Oct. 2015      Senior Vice President, Member of the Board, VITEC GLOBAL ELECTRONICS CO., LTD.</p> <p>June 2016      Senior Vice President, Member of the Board, VITEC HOLDINGS CO., LTD.</p> <p>Feb. 2017      President, VITEC GREEN ENERGY CO., LTD.</p> <p>                         President, Vitec Vegetable Factory Co., Ltd. (present post)</p> <p>Apr. 2019      Senior Managing Director, Executive Officer, the Company (present post)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President, Vitec Vegetable Factory Co., Ltd.</p> | 7,326                                 |
| <p>[Reasons for nomination]<br/>Mr. Yoshimi Harada has worked in the electronics industry for many years, and as Director of VITEC HOLDINGS CO., LTD. he possesses a wealth of managerial experience and broad knowledge about the environmental business which will become a new segment of the Company group, and the Company believes that he will be able to continue to appropriately perform his duties as a Member of the Board of the Company group after the business integration with VITEC HOLDINGS. CO., LTD.</p> <p>[Special interest between the candidate and the Company]<br/>There is no special interest.</p> |                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                       |

| Candidate No. | Name<br>(Date of birth)                           | Career summary, positions and responsibilities within the Company                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                               | Number of shares of the Company owned |  |  |
|---------------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--|--|
| 5             | Hiroshi Yajima<br>(August 24, 1957)<br>Reelection | Apr. 1981                                                                                                                                                                                                                                                                                                                                                                                                                                              | Joined Ryoyo Electronics Corporation (currently Ryoyo Electro Corporation)                                                                                                                    | 413                                   |  |  |
|               |                                                   | Feb. 1987                                                                                                                                                                                                                                                                                                                                                                                                                                              | Joined Sony Corporation                                                                                                                                                                       |                                       |  |  |
|               |                                                   | Apr. 2001                                                                                                                                                                                                                                                                                                                                                                                                                                              | General Manager, SoC Marketing Department, Component Headquarters, Sony Corporation                                                                                                           |                                       |  |  |
|               |                                                   | June 2005                                                                                                                                                                                                                                                                                                                                                                                                                                              | Vice President, Device Marketing, Sony Taiwan Limited.                                                                                                                                        |                                       |  |  |
|               |                                                   | Oct. 2006                                                                                                                                                                                                                                                                                                                                                                                                                                              | President, Device Marketing, Sony Taiwan Limited.                                                                                                                                             |                                       |  |  |
|               |                                                   | Mar. 2010                                                                                                                                                                                                                                                                                                                                                                                                                                              | President, Device Marketing Department, Sony Korea Corporation                                                                                                                                |                                       |  |  |
|               |                                                   | July 2014                                                                                                                                                                                                                                                                                                                                                                                                                                              | President, Device Marketing Department, Sony (China) Limited and Sony Corporation of Hong Kong Ltd.                                                                                           |                                       |  |  |
|               |                                                   | Sept. 2017                                                                                                                                                                                                                                                                                                                                                                                                                                             | Director, the Company (in charge of Sales and Marketing)                                                                                                                                      |                                       |  |  |
|               |                                                   | Apr. 2019                                                                                                                                                                                                                                                                                                                                                                                                                                              | Senior Managing Director, Executive Officer, the Company (present post)<br>President, Restar Electronics Corporation (present post)<br>President, Restar Marketing Corporation (present post) |                                       |  |  |
|               |                                                   | [Significant concurrent positions outside the Company]<br>President, Restar Electronics Corporation<br>President, Restar Marketing Corporation                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                               |                                       |  |  |
|               |                                                   | [Reasons for nomination]<br>Mr. Hiroshi Yajima has been nominated due to the Company's belief that his continued participation in management as a Director, with his abundant experience and insights in device marketing and in overseas business, will contribute to the realization of the Group's growth strategy.<br>[Significant conflicts of interest between the candidate and the Company]<br>There are no significant conflicts of interest. |                                                                                                                                                                                               |                                       |  |  |
| 6             | Toshihiko Inaba<br>(May 6, 1954)<br>Reelection    | Jan. 1982                                                                                                                                                                                                                                                                                                                                                                                                                                              | Joined Sony Corporation                                                                                                                                                                       | 8,219                                 |  |  |
|               |                                                   | Oct. 2009                                                                                                                                                                                                                                                                                                                                                                                                                                              | Joined VITEC CO., LTD. (VITEC HOLDINGS CO., LTD.)                                                                                                                                             |                                       |  |  |
|               |                                                   | Apr. 2010                                                                                                                                                                                                                                                                                                                                                                                                                                              | Vice President, VITEC CO., LTD.                                                                                                                                                               |                                       |  |  |
|               |                                                   | Apr. 2012                                                                                                                                                                                                                                                                                                                                                                                                                                              | Corporate Executive Vice President, VITEC CO., LTD.                                                                                                                                           |                                       |  |  |
|               |                                                   | Apr. 2015                                                                                                                                                                                                                                                                                                                                                                                                                                              | Vice President, VITEC CO., LTD.                                                                                                                                                               |                                       |  |  |
|               |                                                   | Apr. 2017                                                                                                                                                                                                                                                                                                                                                                                                                                              | Corporate Executive Vice President, VITEC CO., LTD.                                                                                                                                           |                                       |  |  |
|               |                                                   | June 2018                                                                                                                                                                                                                                                                                                                                                                                                                                              | Corporate Senior Executive Vice President, VITEC HOLDINGS CO., LTD. ( <i>shikkouyakuin senmu</i> )                                                                                            |                                       |  |  |
|               |                                                   | Apr. 2019                                                                                                                                                                                                                                                                                                                                                                                                                                              | Senior Managing Director, Executive Officer, the Company (present post)                                                                                                                       |                                       |  |  |
|               |                                                   | [Significant concurrent positions outside the Company]<br>None.                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                               |                                       |  |  |
|               |                                                   | [Reasons for nomination]<br>Mr. Toshihiko Inaba has served in various key posts pertaining to business management in electronics companies and possesses a wealth of experience and insight, and the Company believes that his participation in management will strengthen the management strategies and staff strategies of the Company group.<br>[Special interest between the candidate and the Company]<br>There is no special interest.           |                                                                                                                                                                                               |                                       |  |  |

### Proposal No. 3: Election of Financial Auditor

The term of office of KPMG AZSA LLC, which is the Financial Auditor of the Company, will expire at the conclusion of this General Meeting of Shareholders, and the Company proposes that Deloitte Touche Tohmatsu LLC be elected as Financial Auditor, based on the decision of the Audit and Supervisory Committee.

#### 1. Reasons for nomination of Deloitte Touche Tohmatsu LLC for Financial Auditor

The term of office of KPMG AZSA LLC, which is the Financial Auditor of the Company, will expire at the conclusion of the 10th Ordinary General Meeting of Shareholders, scheduled to be held on June 25, 2019.

Accordingly, the Audit & Supervisory Committee heard an explanation of the proposals for audits presented by KPMG AZSA LLC and Deloitte Touche Tohmatsu LLC, and as a result of making a comprehensive review of the quality management system for audits and the global audit structure, etc., deemed Deloitte Touche Tohmatsu LLC, which can be expected to provide audits from new perspectives, as being appropriate for Financial Auditor.

#### 2. Name, main office, and history, etc., of the candidate for Financial Auditor

|            |                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                       |
|------------|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Trade name | Deloitte Touche Tohmatsu LLC                                                                     |                                                                                                                                                                                                                                                                                                                                                                       |
| Office     | Main Office                                                                                      | Marunouchi Nijubashi Building, 3-2-3, Marunouchi, Chiyoda-ku, Tokyo                                                                                                                                                                                                                                                                                                   |
|            | Other Offices                                                                                    | (Japan)<br>Sapporo, Sendai, Morioka, Niigata, Saitama, Chiba, Yokohama, Nagano, Kanazawa, Toyama, Shizuoka, Nagoya, Gifu, Kyoto, Osaka, Nara, Wakayama, Kobe, Okayama, Hiroshima, Takamatsu, Matsuyama, Fukuoka, Oita, Kumamoto, Kagoshima, Naha<br>(Overseas)<br>Expat staff dispatched to approx. 50 cities <Deloitte Touche Tohmatsu Limited and its member firms> |
| History    | May 1968                                                                                         | Established as Tohmatsu Awoki Tsuda Tsukada Awoki Uno Kasukabe & Co.                                                                                                                                                                                                                                                                                                  |
|            | May 1975                                                                                         | Joined Touche Ross International Alliance <TRI> (currently Deloitte Touche Tohmatsu Limited <DTTL>)                                                                                                                                                                                                                                                                   |
|            | Feb. 1990                                                                                        | Changed trade name to Tohmatsu & Co.                                                                                                                                                                                                                                                                                                                                  |
|            | July 2009                                                                                        | In conjunction with the transition to a limited liability audit corporation, changed trade name to Deloitte Touche Tohmatsu LLC                                                                                                                                                                                                                                       |
| Outline    | Amount of capital                                                                                | 1,007 million yen (as of February 28, 2019)                                                                                                                                                                                                                                                                                                                           |
|            | Employees                                                                                        | 6,817 (as of February 28, 2019)                                                                                                                                                                                                                                                                                                                                       |
|            | Personnel (certified public accountants)                                                         | 532                                                                                                                                                                                                                                                                                                                                                                   |
|            | Specified Partners:                                                                              | 54                                                                                                                                                                                                                                                                                                                                                                    |
|            | Staff Certified public accountants:                                                              | 2,797                                                                                                                                                                                                                                                                                                                                                                 |
|            | Qualified certified public accountants, etc. (including assistant certified public accountants): | 1,143                                                                                                                                                                                                                                                                                                                                                                 |
|            | Other professional staff:                                                                        | 2,125                                                                                                                                                                                                                                                                                                                                                                 |
|            | Administrative personnel:                                                                        | 166                                                                                                                                                                                                                                                                                                                                                                   |
|            | Total:                                                                                           | 6,817                                                                                                                                                                                                                                                                                                                                                                 |
|            | Audit Client Companies                                                                           | 3,339 (as of May 31, 2018)                                                                                                                                                                                                                                                                                                                                            |
|            |                                                                                                  | Financial Instruments and Exchange Act and Companies Act audits: 964                                                                                                                                                                                                                                                                                                  |
|            |                                                                                                  | Financial Instruments and Exchange Act audits: 11                                                                                                                                                                                                                                                                                                                     |
|            |                                                                                                  | Companies Act audits: 1,073                                                                                                                                                                                                                                                                                                                                           |
|            |                                                                                                  | Academic corporation audits: 74                                                                                                                                                                                                                                                                                                                                       |
|            |                                                                                                  | Labor union audits: 39                                                                                                                                                                                                                                                                                                                                                |
|            |                                                                                                  | Other legal audits: 448                                                                                                                                                                                                                                                                                                                                               |
|            |                                                                                                  | Other voluntary audits: 730                                                                                                                                                                                                                                                                                                                                           |

[Reference: Criteria for determining independence]

In cases in which the Company determines that an Outside Director or a candidate for Outside Director does not fall into any of the following categories, it considers the Outside Director or candidate for Outside Director to have independence from the Company.

1. Person who is a business executive\*<sup>1</sup> of the Company or of an affiliate of the Company (collectively, “the Group”), or who has within the past 10 years been a business executive of the Group;
2. Major customer of the Group\*<sup>2</sup>, or business executive of the same;
3. Person for whom the Group is a major customer\*<sup>3</sup>, or business executive of the same;
4. Major lender of the Group\*<sup>4</sup>, or business executive of the same;
5. Shareholder, or business executive of the same, who hold 10% or more of the total voting rights of the Company, either directly or indirectly;
6. Business executive of companies of which 10% or more of the total voting rights are held by the Group, either directly or indirectly;
7. Person belonging to audit corporation that is a Financial Auditor to the Company or to consolidated subsidiaries of the Company;
8. Person such as consultant, certified public accountant, lawyer, etc. that offer specialist services and receive large sums\*<sup>5</sup> of money or other assets, excluding officer’s remuneration, from the Group (in cases where the person receiving said assets is a corporate, a union or other organization, a person belonging to said organization);
9. Person receiving large sums of money in donations or subsidies from the Group (in cases where the person receiving said donations or subsidies is a corporate, a union or other organization, operating officer belonging to said organization);
10. Business executive of companies at which business executive of the Group serve as Outside Director or Outside Auditor
11. Person falling into any of categories 2 to 8 within the past 3 years; and,
12. In cases where a person falling into any of categories 1 to 8 or 11 is a significant person\*<sup>6</sup>, the spouse of that person and their relatives up to the second degree of kinship.

\*1: “Business executive” shall mean an Executive Director, Operating Officer or Executive Officer, or any other person or employee, of a corporation or other organization.

\*2: “Major customer of the Group” shall mean a person who has paid an amount equivalent to 2% or more of the Company’s annual consolidated net sales to the Group in the most recent business year.

\*3: “Person for whom the Group is a major customer” shall mean a person that has received an amount equivalent to 2% or more of their annual consolidated net sales from the Group in the most recent business year.

\*4: “Major lender of the Group” shall mean a person who has provided financing equivalent to 2% or more of the consolidated total assets of the Group at the end of the most recent business year.

\*5: “Large sums” shall mean 10 million yen or more annually in the case of an individual, and 2% or more of annual consolidated net sales or total income in the case of an organization, such as a corporation or a union.

\*6: “Significant person” shall mean a member of upper management, such as an Executive Director, Operating Officer, Executive Officer or General Manager, and in the case of organizations other than companies, persons belonging to said organization.