

*[NOTICE: The Results of Exercise of Voting Rights is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.]*

June 29, 2015

To whom it may concern:

**Nisshinbo Holdings Inc.**

## Filing of Extraordinary Report

### **1 [Reason for Filing]**

Nisshinbo Holdings Inc. (“the Company”) announces that the Matters to be Resolved were approved as originally proposed at the 172nd Ordinary General Meeting of Shareholders held on June 26, 2015. The Company files the extraordinary report pursuant to the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on the Disclosure of Corporate Information, etc.

### **2 [Description of Report]**

(1) Date on which the General Meeting of Shareholders was held: June 26, 2015

(2) Matters Resolved

First Item of Business: Partial Amendment to the Articles of Incorporation

Second Item of Business: Election of Thirteen (13) Directors

Thirteen (13) members, namely, Mr. Shizuka Uzawa, Mr. Masaya Kawata, Mr. Masahiro Murakami, Mr. Takayoshi Tsuchida, Mr. Nobuyuki Hagiwara, Mr. Koji Nishihara, Mr. Toshihiro Kijima, Mr. Takayoshi Okugawa, Mr. Kazunori Baba, Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino were elected as Directors.

Third Item of Business: Election of Four (4) Audit & Supervisory Board Members

Four (4) members, namely, Mr. Yoichi Fujiwara, Mr. Takumi Ohmoto, Mr. Yo Kawakami and Mr. Toshihiko Tomita were elected as Audit & Supervisory Board Members.

Fourth Item of Business: Election of One (1) Substitute Audit & Supervisory Board Member

Mr. Satoru Iijima was elected as Substitute Audit & Supervisory Board Member.

Fifth Item of Business: Determination of Amounts of Remuneration for Directors by Stock Acquisition Rights as Stock Compensation-Type Stock Options and the Details thereof

Sixth Item of Business: Issue of Stock Acquisition Rights as Stock Options

(3) Number of voting rights exercised as the manifestation of the intention of approval, disapproval or abstention for matters resolved; requirement for adoption thereof; and resolution results thereof

Matters Resolved	Number of Approval Votes	Number of Disapproval Votes	Number of Abstentions	Approval Ratio (%)	Resolution Result
First Item of Business	127,263	83	0	99.70%	Approved
Second Item of Business					
Shizuka Uzawa	123,472	3,876	0	96.73%	Approved
Masaya Kawata	123,618	3,730	0	96.84%	Approved
Masahiro Murakami	123,586	3,762	0	96.82%	Approved
Takayoshi Tsuchida	127,024	324	0	99.51%	Approved
Nobuyuki Hagiwara	123,586	3,762	0	96.82%	Approved
Koji Nishihara	123,587	3,761	0	96.82%	Approved
Toshihiro Kijima	127,036	312	0	99.52%	Approved
Takayoshi Okugawa	127,035	313	0	99.52%	Approved
Kazunori Baba	127,034	314	0	99.52%	Approved
Tomofumi Akiyama	115,709	11,639	0	90.64%	Approved
Noboru Matsuda	123,380	3,968	0	96.65%	Approved
Yoshinori Shimizu	123,630	3,718	0	96.85%	Approved
Shinobu Fujino	127,226	122	0	99.67%	Approved
Third Item of Business					
Yoichi Fujiwara	124,686	2,662	0	97.68%	Approved
Takumi Ohmoto	123,718	3,630	0	96.92%	Approved
Yo Kawakami	102,028	25,320	0	79.93%	Approved
Toshihiko Tomita	95,165	32,183	0	74.55%	Approved
Fourth Item of Business					
Satoru Iijima	127,236	112	0	99.68%	Approved
Fifth Item of Business	126,716	632	0	99.27%	Approved
Sixth Item of Business	126,842	506	0	99.37%	Approved

(Notes) 1. The requirements for adoption of each item of business are as follows:

- ① The requirements for adoption of the First Item of Business and the Sixth Item of Business are approval by two-thirds (2/3) or more of the votes of shareholders present at the Meeting where the shareholders holding one-third (1/3) or more of the voting rights of the shareholders entitled to exercise voting rights are present.
  - ② The requirements for adoption of the Second Item of Business, the Third Item of Business and the Fourth Item of Business are approval by a majority of the votes of shareholders present at the Meeting where the shareholders holding one-third (1/3) or more of the voting rights of the shareholders entitled to exercise voting rights are present.
  - ③ The requirement for adoption of the Fifth Item of Business is approval by a majority of the votes of shareholders present who are entitled to exercise voting rights.
2. The approval ratio represents the ratio of approval votes to the number of voting rights of shareholders present at the Meeting (inclusive of approval votes exercised up to the day prior to the Meeting and the number of approval votes exercised by certain shareholders present at the Meeting, but exclusive of voting rights of shareholders who left in the middle of the Meeting).

(4)The reason why a portion of the number of voting rights of shareholders present at the meeting was not included

As the sum of the number of voting rights exercised up to the day prior to the Meeting and the number of voting rights of a part of the shareholders present at the Meeting whose intention of approval, disapproval or abstentions for all items of business was confirmed satisfied the requirement for adoption of all matters resolved and as the items of business were thus resolved lawfully under the Companies Act, the number of voting rights of the shareholders present at the Meeting whose intention of approval, disapproval or abstention was not confirmed has not been included.