

*[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 30, 2016

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 173rd Ordinary General Meeting of Shareholders held on June 29, 2016 (“the Meeting”). 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 29, 2016

(2) Matters Resolved

First Item of Business: Election of Ten (10) Directors

Ten (10) members, namely, Mr. Masaya Kawata, Mr. Masahiro Murakami, Mr. Koji Nishihara, Mr. Takayoshi Tsuchida, Mr. Ryo Ogura, Mr. Takayoshi Okugawa, Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino were elected as Directors.

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

Mr. Atsushi Yamashita was elected as Substitute Audit & Supervisory Board Member.

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

Fourth 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					
Masaya Kawata	1,170,741	126,571	1,006	90.00	Approved
Masahiro Murakami	1,267,876	30,363	80	97.47	Approved
Koji Nishihara	1,267,876	30,363	80	97.47	Approved
Takayoshi Tsuchida	1,267,813	30,426	80	97.46	Approved
Ryo Ogura	1,267,871	30,368	80	97.47	Approved
Takayoshi Okugawa	1,267,866	30,373	80	97.47	Approved
Tomofumi Akiyama	1,100,217	198,022	80	84.58	Approved
Noboru Matsuda	1,269,126	29,113	80	97.56	Approved
Yoshinori Shimizu	1,270,232	28,007	80	97.65	Approved
Shinobu Fujino	1,270,109	28,130	80	97.64	Approved
Second Item of Business					
Atsushi Yamashita	1,205,535	92,704	80	92.67	Approved
Third Item of Business					
	1,293,444	4,795	80	99.43	Approved
Fourth Item of Business					
	1,293,430	4,809	80	99.43	Approved

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

- ① The requirements for adoption of the Fourth 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 First Item of Business and the Second 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 Third Item of Business is approval by a majority of the votes of shareholders present who are entitled to exercise voting rights.

(Notes) 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.