

*[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, 2017

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 174th Ordinary General Meeting of Shareholders held on June 29, 2017 (“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 Affairs, etc.

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

(1) Date on which the General Meeting of Shareholders was held: June 29, 2017

(2) Matters Resolved

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

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

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

Third Item of Business: Election of one (1) Audit & Supervisory Board Member

Mr. Shiro Manabe was elected as Audit & Supervisory Board Member.

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

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

Fifth Item of Business: Appointment of the Accounting Auditor

Deloitte Touche Tohmatsu LLC was additionally appointed as Accounting Auditor.

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

Seventh 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	1,317,695	800	863	99.57	Approved
Second Item of Business					
Masaya Kawata	1,128,213	190,272	863	85.25	Approved
Masahiro Murakami	1,251,513	66,973	863	94.57	Approved
Kenji Ara	1,308,750	9,736	863	98.89	Approved
Koji Nishihara	1,252,258	66,228	863	94.62	Approved
Ryo Ogura	1,304,807	13,679	863	98.59	Approved
Takayoshi Okugawa	1,251,353	67,133	863	94.56	Approved
Tomofumi Akiyama	1,126,605	191,881	863	85.13	Approved
Noboru Matsuda	1,307,382	11,104	863	98.79	Approved
Yoshinori Shimizu	1,308,730	9,756	863	98.89	Approved
Shinobu Fujino	1,309,875	8,611	863	98.98	Approved
Third Item of Business					
Shiro Manabe	968,780	349,714	863	73.20	Approved
Fourth Item of Business					
Atsushi Yamashita	1,317,560	932	863	99.56	Approved
Fifth Item of Business	1,317,084	1,410	863	99.52	Approved
Sixth Item of Business	1,311,420	7,074	863	99.09	Approved
Seventh Item of Business	1,312,857	5,637	863	99.20	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 Seventh 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 the 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 and the Sixth Item of Business are 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 the number 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.

END