

*Translation: Please note that the following purports to be an accurately translated excerpt of the original Japanese version prepared for the convenience of investors outside Japan. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.*

Stock Exchange Code: 3105  
March 5, 2020

Dear Shareholders:

**Nisshinbo Holdings Inc.**  
2-31-11, Nihonbashi Ningyo-cho, Chuo-ku, Tokyo  
Masahiro Murakami  
President and Director

## **Notice of Convocation of The 177th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 177th Ordinary General Meeting of Shareholders of Nisshinbo Holdings Inc. (the “Company”).

**If you are unable to attend the aforesaid meeting, you can exercise your votes through either of the methods stated below. The Company respectfully requests you to study the “Reference Document Concerning the General Meeting of Shareholders” below and exercise your voting rights on or before 5:00 p.m. (JST) March 26, 2020 (Thursday):**

**[In case of exercising voting rights by mail]**

Please indicate on the Voting Rights Exercise Form enclosed herewith your approval or disapproval to the items on the agenda, and return the form to be received by the Company by mail on or before the time limit stated above.

**[In case of exercising voting rights via the Internet]**

Please log in and indicate whether you approve or disapprove the items on the agenda on or before the time limit stated above upon making reference to “Information for exercising voting rights by the Internet” (though available for Japanese resident shareholders only).

### **PARTICULARS**

**1. Date and Time of the Meeting:**

Friday, March 27, 2020 at 10:00 a.m. (start accepting at 9:00 a.m.)

**2. Place of the Meeting:**

Ariake Room, 2nd Floor, Royal Park Hotel at 2-1-1 Nihonbashi Kakigara-cho, Chuo-ku, Tokyo, Japan

**3. Matters to be dealt with at the Meeting:**

**Matters to be Reported:**

1. Report on the Business Report, the Consolidated Financial Statements for the 177th Fiscal Year (from January 1, 2019 to December 31, 2019) and the Results on the Audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. Report on the Non-Consolidated Financial Statements for the 177th Fiscal Year (January 1, 2019 to December 31, 2019).

**Matters to be Resolved:**

**First Item of Business:** Election of Eleven (11) Directors

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

**4. Matters related to Exercise of Voting Rights:**

- (1) In the event that a shareholder exercises voting rights both via return mail (Voting Rights Exercise Form) and the Internet, the Company will consider the exercise of voting rights via the Internet to be valid.
- (2) In the event that a shareholder exercises voting rights via the Internet more than once, the Company will consider the last exercise of voting rights to be valid.
- (3) In the event that a shareholder exercises voting rights through an agent, the agent shall be a shareholder having a voting right. Furthermore, a document verifying the power of attorney shall be submitted to the Company.

**5. Matters related to document attached to the Notice of Convocation and Reference Document Concerning the General Meeting of Shareholders**

- (1) Among documents to be attached to the Notice of Convocation, following matters are made available on the Company's website pursuant to the relevant laws and regulations, and the Articles of Incorporation of the Company, but are not stated in the documents attached to the Notice of Convocation.
  - (i) Status of Stock Acquisition Rights
  - (ii) Notes to Consolidated Statements of Changes in Net Assets
  - (iii) Notes to Consolidated Financial Statements
  - (iv) Notes to Non-Consolidated Statement of Changes in Net Assets
  - (v) Notes to Non-Consolidated Financial Statements
- (2) If there is any amendment to the contents of the Reference Document Concerning the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, the Non-Consolidated Financial Statements, the Company will announce such amendment on the Company's website (in only Japanese).

The Company's website: <http://www.nisshinbo.co.jp/>

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**[To Institutional Investors]**

You may use the "electronic proxy-voting platform" for electromagnetic voting for the General Shareholders Meeting of the Company.

## Reference Document Concerning the General Meeting of Shareholders

### First Item of Business: Election of Eleven (11) Directors

The term of office of all of the Eleven (11) Directors will expire at the conclusion of this General Meeting. Accordingly, eleven (11) Directors including four (4) Outside Directors are proposed to be elected.

The candidates are as follows:

No.	Name	Attribute of Candidate of Director	Current Positions and Responsibilities at the Company	Attendance at the Board of Directors' meetings
1	Masaya Kawata	Re-Nominated	Chairman and Representative Director	100% (All 16 meetings)
2	Masahiro Murakami	Re-Nominated	President and Representative Director	100% (All 16 meetings)
3	Kenji Ara	Re-Nominated	Director and Senior Executive Managing Officer	100% (All 16 meetings)
4	Ryo Ogura	Re-Nominated	Director and Executive Managing Officer	100% (All 16 meetings)
5	Kazunori Baba	Re-Nominated	Director and Executive Managing Officer Chief of Corporate Strategy Center	100% (All 13 meetings *)
6	Yasuji Ishii	Re-Nominated	Director and Managing Officer	100% (All 13 meetings *)
7	Shuji Tsukatani	Newly Nominated	Managing Officer Senior Manager of Finance, Accounting & IT Service Department of Business Support Center	-
8	Keiji Taga	Re-Nominated	Director	92% (12 out of 13 meetings)
		Outside Director		
		Independent Director		
9	Shinobu Fujino (Female)	Re-Nominated	Director	100% (All 16 meetings)
		Outside Director		
		Independent Director		
10	Hiroaki Yagi	Newly Nominated		-
		Outside Director		
		Independent Director		
11	Hiroyuki Chuma	Newly Nominated		-
		Outside Director		
		Independent Director		

Independent Director

Director designated as Independent Officer and filed with the stock exchange

\* After assumption as a Director

# 1 Masaya Kawata (Date of birth: April 20, 1952 Age: 67)



## ■ Brief personal profile, title and responsibilities

April 1975	Joined the Company
June 2006	Managing Officer and General Manager of Human Resources Division of the Company
April 2007	Deputy General Manager of Accounting and Finance Division of the Company (served concurrently)
June 2007	Director of the Company
April 2008	Deputy Chief of Business Support Center of the Company
April 2009	President and Representative Director of Nisshinbo Brake Inc.
June 2010	Director and Executive Managing Officer of the Company
June 2011	Deputy Chief of Corporate Strategy Center and General Manager of Business Development Division of the Company (served concurrently) President and Representative Director of Nisshinbo Chemical Inc.
June 2012	Director and Senior Executive Managing Officer of the Company President and Representative Director of Nisshinbo Mechatronics Inc.
June 2013	President and Representative Director of the Company
March 2019	Chairman and Representative Director of the Company (to the present)

■ **Number of Years of Board of Director**  
12 years and 9 months  
(after this AGM)

■ **Attendance at the Board of Directors' meetings**  
100%  
(All 16 meetings)

■ **Number of Company's shares held**  
110,687 shares

## ■ Significant concurrent positions at companies other than the Company

None

## ■ Reason for election of candidate for Director

After his assumption of office as a Director of the Company in June 2007, Mr. Masaya Kawata served as President and Representative Director of three consolidated subsidiaries. He managed the Company and the Group as President and Representative Director since June 2013 until March 2019, and serves as Chairman and Representative Director of the Company at present. The Company has judged that he would be fully able to perform his duties as Director in light of his substantial management experience and performance, and high expertise. Accordingly, he has been proposed as a candidate.



■ **Brief personal profile, title and responsibilities**

April 1982	Joined the Company
April 2008	Managing Officer, Senior Manager of Corporate Governance Department of Corporate Strategy Center, Senior Manager of Human Resources & Administration Service Department of Business Support Center (served concurrently) and General Manager of Property Management Department of the Company (served concurrently)
April 2009	Deputy Chief of Business Support Center (served concurrently), Senior Manager of Corporate Strategy Department of Corporate Strategy Center (served concurrently) and Senior Manager of Finance, Accounting & IT Service Department of Business Support Center of the Company (served concurrently)
June 2010	Director and Chief of Business Support Center of the Company (served concurrently)
January 2012	Responsible for Property Management Department of the Company
June 2012	Director, Executive Managing Officer and Deputy Chief of Corporate Strategy Center of the Company (served concurrently)
June 2014	Chief of Corporate Strategy Center of the Company (served concurrently)
June 2015	Director and Senior Executive Managing Officer of the Company
June 2016	Representative Director and Senior Executive Managing Officer of the Company
June 2018	Vice President and Representative Director of the Company
March 2019	President and Representative Director of the Company (to the present)

■ **Significant concurrent positions at companies other than the Company**

None

■ **Reason for election of candidate for Director**

After his assumption of office as a Director of the Company in June 2010, Mr. Masahiro Murakami held key senior positions in Chief of Business Support Center, Chief of Corporate Strategy Center, etc. Since March 2019, he has served as President and Representative Director of the Company and managed the Company and the Group. The Company has judged that he would be fully able to perform his duties as Director in light of his substantial perception and performance, and high expertise regarding business of the Group. Accordingly, he has been proposed as a candidate.

■ **Number of Years of Board of Director**  
9 years and 9 months  
(after this AGM)

■ **Attendance at the Board of Directors' meetings**  
100%  
(All 16 meetings)

■ **Number of Company's shares held**  
37,070 shares



■ **Number of Years of Board of Director**  
2 years and 9 months  
(after this AGM)

■ **Attendance at the Board of Directors' meetings**  
100%  
(All 16 meetings)

■ **Number of Company's shares held**  
11,638 shares

■ **Brief personal profile, title and responsibilities**

- April 1976      Joined Japan Radio Co., Ltd.
- April 2002      General Manager of Government Business Department of System Electronics Division of Japan Radio Co., Ltd.
- January 2006    Deputy General Manager of System Equipment Division and General Manager of Government Business Department of Japan Radio Co., Ltd.
- April 2006      General Manager of Solution Business Department of Sales & Marketing Headquarters of Japan Radio Co., Ltd.
- April 2008      Executive Officer and General Manager of Sales & Marketing Headquarters of Japan Radio Co., Ltd.
- April 2009      Executive Officer and General Manager of Solution Business Division of Japan Radio Co., Ltd.
- June 2011      Director, Executive Officer, and General Manager of Solution Business Division of Japan Radio Co., Ltd.
- June 2012      Director of JRC System Service Co., Ltd.
- April 2013      Executive Officer and Deputy General Manager of Business Operation Headquarters of Japan Radio Co., Ltd.
- April 2014      Executive Officer and General Manager of Business Operation Headquarters of Japan Radio Co., Ltd.
- June 2014      Director, Executive Officer, and General Manager of Business Operation Headquarters of Japan Radio Co., Ltd.
- June 2016      President and Representative Director of Japan Radio Co., Ltd. (to the present)
- June 2017      Director and Senior Executive Managing Officer of the Company (served concurrently, to the present)

■ **Significant concurrent positions at companies other than the Company**

President and Representative Director of Japan Radio Co., Ltd.

■ **Reason for election of candidate for Director**

Since June 2016, Mr. Kenji Ara has served as President and Representative Director of Japan Radio Co., Ltd., which is a consolidated subsidiary of the Company. Since June 2017, he also has served as Director of the Company. The Company has judged that he would be fully able to perform his duties as Director in light of his substantial management experience and performance, and high expertise in the radio and communication business of Japan Radio Co., Ltd. Accordingly, he has been proposed as a candidate.

**Ryo Ogura** (Date of birth: October 1, 1948 Age:71)

■ **Number of Years of Board of Director**  
3 years and 9 months  
(after this AGM)

■ **Attendance at the Board of Directors' meetings**  
100%  
(All 16 meetings)

■ **Number of Company's shares held**  
35,960 shares

■ **Brief personal profile, title and responsibilities**

- February 1985    Joined New Japan Radio Co., Ltd.
- June 1999        Director of New Japan Radio Co., Ltd.
- April 2001       General Manager of Standard IC Division of New Japan Radio Co., Ltd.
- June 2004        Managing Director of New Japan Radio Co., Ltd.
- April 2005       Executive of Semiconductor Business Divisions and General Manager of Semiconductor Technology Headquarters of New Japan Radio Co., Ltd.
- April 2006       General Manager of Semiconductor Production Headquarters of New Japan Radio Co., Ltd.
- June 2009       Representative Director and Executive Managing Director of NJR FUKUOKA CO., LTD.
- June 2011       President and Representative Director of New Japan Radio Co., Ltd.
- June 2016       Director and Executive Managing Officer of the Company (to the present)
- September 2018 Chairman and Representative Director of New Japan Radio Co., Ltd. (served concurrently, to the present)

■ **Significant concurrent positions at companies other than the Company**

Chairman and Representative Director of New Japan Radio Co., Ltd.

■ **Reason for election of candidate for Director**

During his assumption as President and Representative Director of New Japan Radio Co., Ltd., which is a consolidated subsidiary of the Company, Mr. Ryo Ogura also has served as Director of the Company since June 2016, and serves as Chairman and Representative Director of New Japan Radio Co., Ltd. since September 2018. The Company has judged that he would be fully able to perform his duties as Director in light of his substantial management experience and performance, and high expertise in the micro-device business of New Japan Radio Co., Ltd. Accordingly, he has been proposed as a candidate.





■ **Brief personal profile, title and responsibilities**

- |            |  |
|------------|--|
| April 1983 | Joined the Company   |
| April 2009 | Managing Officer, Senior Manager of Corporate Governance Department of Corporate Strategy Center and Senior Manager of Human Resources & Administration Service Department of Business Support Center of the Company (served concurrently) |
| June 2013  | Deputy Chief of Business Support Center of the Company   |
| June 2014  | Director and Managing Officer of the Company<br>President and Representative Director of Nisshinbo Textile Inc.  |
| June 2016  | Executive Managing Officer of the Company  |
| March 2019 | Director and Executive Managing Officer (to the present), and Chief of Corporate Strategy Center (to the present) of the Company   |

■ **Number of Years of Board of Director**  
1 year  
(after this AGM)

■ **Attendance at the Board of Directors' meetings**  
100%  
(All 13 meetings)

■ **Number of Company's shares held**  
10,495 shares

■ **Significant concurrent positions at companies other than the Company**

None

■ **Reason for election of candidate for Director**

After his assumption as President and Representative Director of Nisshinbo Textile Inc., which is a consolidated subsidiary of the Company, since June 2014 until March 2019, Mr. Kazunori Baba has served as Director of the Company since March 2019. He also serves as Chief of Corporate Strategy Center at present. The Company has judged that he would be fully able to perform his duties as Director in light of his substantial management experience and performance, and high expertise. Accordingly, he has been proposed as a candidate.



■ **Brief personal profile, title and responsibilities**

- April 1988      Joined the Company
- April 2011      Managing Officer and General Manager of Production of Friction Materials Division of Nisshinbo Brake Inc.
- April 2013      Executive Managing Officer, Senior Manager of Strategy Office (served concurrently) and, General Manager of Product Division (served concurrently) and Engineering Division (served concurrently) of Nisshinbo Brake Inc.
- June 2013      Director and Executive Managing Officer of Nisshinbo Brake Inc.
- January 2015     Director, Executive Managing Officer and Senior Manager of Brake R&D Division of Nisshinbo Brake Inc.
- April 2015      Vice President and Director of Nisshinbo Brake Inc.
- June 2015      Managing Officer of the Company
- June 2017      President and Representative Director of Nisshinbo Brake Inc. (to the present)
- March 2019     Director and Managing Officer of the Company (served concurrently, to the present)

■ **Significant concurrent positions at companies other than the Company**

President and Representative Director of Nisshinbo Brake Inc.

■ **Reason for election of candidate for Director**

Since June 2017, Mr. Yasuji Ishii has served as President and Representative Director of Nisshinbo Brake Inc., which is a consolidated subsidiary of the Company. Since March 2019, he also has served as Director of the Company. The Company has judged that he would be fully able to perform his duties as Director in light of his management experience and performance, and substantial perception and high expertise for industrial technology of Nisshinbo Brake Inc. Accordingly, he has been proposed as a candidate.

■ **Number of Years of Board of Director**

1 year  
(after this AGM)

■ **Attendance at the Board of Directors' meetings**

100%  
(All 13 meetings)

■ **Number of Company's shares held**

5,425 shares

**Shuji Tsukatani** (Date of birth: September 6, 1962 Age:57)

- **Brief personal profile, title and responsibilities**

- April 1986      Joined the Company
- January 2014    Senior Manager of Finance and Accounting Group of Finance, Accounting & IT Service Department of Business Support Center of the Company
- June 2015      Senior Manager of Finance, Accounting & IT Service Department of Business Support Center of the Company
- April 2018      Managing Officer and Senior Manager of Finance, Accounting & IT Service Department of Business Support Center of the Company (to the present)

- **Number of Years of Board of Director**

-

- **Attendance at the Board of Directors' meetings**

-

- **Number of Company's shares held**

5,625 shares

- **Significant concurrent positions at companies other than the Company**

None

- **Reason for election of candidate for Director**

Since June 2015, Mr. Shuji Tsukatani has served as Senior Manager of Finance, Accounting & IT Service Department. Since April 2018, he also has served as Managing Officer of the Company. The Company has judged that he would be fully able to perform his duties as Director in light of his substantial perception and sophisticated business experience, and high expertise for finance and accounting. Accordingly, he has been proposed as a candidate.



■ **Brief personal profile, title and responsibilities**

- April 1973      Joined Japan Development Bank (currently Development Bank of Japan Inc.)
- October 1999    General Manager of Urban Development Department of Development Bank of Japan Inc.
- June 2002      General Manager of General Affairs Department of Development Bank of Japan Inc.
- June 2004      Executive Director of Development Bank of Japan Inc.
- October 2008    Director and Executive Managing Officer of Development Bank of Japan Inc.
- June 2009      Vice President and Representative Director of Tokyo Ryutsu Center Inc.  
President and Representative Director of TRC Service Co., Ltd.
- June 2013      President and Representative Director of Tokyo Ryutsu Center Inc.  
Director of TRC Service Co., Ltd.
- June 2017      Chairman and Director of DBJ Asset Management Co., Ltd.
- June 2018      Adviser of DBJ Asset Management Co., Ltd.
- March 2019     Outside Director of the Company (to the present)

■ **Significant concurrent positions at companies other than the Company**

Outside Director of Seiko PMC Corporation

■ **Reason for election of candidate for Director**

Mr. Keiji Taga served to manage companies as a director of Development Bank of Japan Inc. and president and representative director of Tokyo Ryutsu Center Inc. The Company has appointed him as a candidate for Outside Director in the hope that he would be able to utilize his substantial work experience and management experience of government-affiliated financial institution, and management performance and high expertise of business company in the supervision of the management of the Group.

■ **Number of Years of Board of Director**  
1 year  
(after this AGM)

■ **Attendance at the Board of Directors' meetings**  
92%  
(12 out of 13 meetings)

■ **Number of Company's shares held**  
0 shares

Re-Nominated

Outside Director

Independent Director



■ **Brief personal profile, title and responsibilities**

- April 1987      Joined Ryoka Systems Inc.  
 June 2003      Opened a counseling business office (to the present)  
 June 2015      Outside Director of the Company (to the present)

■ **Significant concurrent positions at companies other than the Company**  
 None

■ **Reason for election of candidate for Director**

Ms. Shinobu Fujino, as a career counselor, has professional knowledge and experience mainly about human resources development. The Company has appointed her as a candidate for Outside Director in the hope that she would be able to utilize her substantial knowledge and experience, as well as her female viewpoint and sensitivity in the supervision of the management of the Group and the promotion of diversity management.

■ **Number of Years of Board of Director**  
 4 years and 9 months  
 (after this AGM)

■ **Attendance at the Board of Directors' meetings**  
 100%  
 (All 16 meetings)

■ **Number of Company's shares held**  
 0 shares

Newly Nominated

Outside Director

Independent Director



■ **Brief personal profile, title and responsibilities**

- April 1981 Appointed as Public Prosecutor
- January 2007 Special Investigation Director of Tokyo District Court Public Prosecutors Office
- December 2015 Chief Prosecutor of Tokyo District Court Public Prosecutors Office
- September 2016 Deputy Prosecutor-General of Supreme Public Prosecutors Office
- July 2018 Superintending Prosecutor of Tokyo High Public Prosecutors Office
- March 2019 Registered as attorney-at-law (to the present)
- June 2019 President of Japan International Training Cooperation Organization (JITCO) (to the present)

■ **Number of Years of Board of Director**

-

■ **Attendance at the Board of Directors' meetings**

-

■ **Number of Company's shares held**

0 shares

■ **Significant concurrent positions at companies other than the Company**  
President of Japan International Training Cooperation Organization (JITCO)

■ **Reason for election of candidate for Director**

Mr. Hiroaki Yagi held important positions of Tokyo High Public Prosecutors Office etc. as public prosecutor. After retirement, he serves as attorney-at-law and also as president of Japan International Training Cooperation Organization (JITCO). The Company has appointed him as a candidate for Outside Director in the hope that he would be able to utilize his professional knowledge about laws, and substantial experience and high expertise of legal profession in the supervision of the management of the Group.

Newly Nominated

Outside Director

Independent Director



■ **Brief personal profile, title and responsibilities**

August 1984	Assistant Professor of Department of Economics, Southern Illinois University Carbondale
July 1985	Associate Professor of Faculty of Economics, Tokyo Metropolitan University
April 1992	Associate Professor of Graduate School of Economics/Faculty of Economics, Hitotsubashi University
April 1993	Professor of Graduate School of Economics/Faculty of Economics, Hitotsubashi University
April 1999	Professor of Institute of Innovation Research, Hitotsubashi University
January 2000	Visiting Professor of Department of Economics, Yale University
April 2000	Faculty Fellow, Research Institute of Economy, Trade and Industry (RIETI)
April 2004	Director of Research, National Institute of Science and Technology Policy (NISTEP)
April 2012	Professor of Graduate School of Commerce & Management/Faculty of Commerce & Management, and Institute of Innovation Research, Hitotsubashi University
April 2014	Professor of Faculty of Social Innovation/Graduate School of Innovation and Social Studies, Seijo University (to the present)
April 2015	Professor Emeritus of Hitotsubashi University
April 2015	Faculty Fellow, RIETI

■ **Number of Years of Board of Director**

-

■ **Attendance at the Board of Directors' meetings**

-

■ **Number of Company's shares held**

0 shares

■ **Significant concurrent positions at companies other than the Company**

None

■ **Reason for election of candidate for Director**

Dr. Hiroyuki Chuma had been engaged in research and education at Hitotsubashi University, RIETI, etc., and serves as the professor of Faculty of Social Innovation/Graduate School of Innovation and Social Studies, Seijo University at present. The Company has appointed him as a candidate for Outside Director in the hope that he would be able to utilize his professional knowledge about industrial economics and technology management, and substantial perception and high expertise regarding business innovations in the supervision of the management of the Group.

(Notes)

1. There is no special interest between each of the candidates and the Company.
2. Mr. Keiji Taga, Ms. Shinobu Fujino, Mr. Hiroaki Yagi and Mr. Hiroyuki Chuma are candidates for Outside Directors.
3. Mr. Keiji Taga and Ms. Shinobu Fujino have been designated as Independent Officers provided for by Tokyo Stock Exchange on which the Company's shares are listed and have been filed with the stock exchange. In the event that both of candidates assume approval as reelected, the Company is continuously scheduled to report Independent Officers. Furthermore, in the event that Mr. Hiroaki Yagi and Mr. Hiroyuki Chuma are elected as Outside Directors, they will be designated as Independent Officers and be filed with the aforesaid stock exchange.
4. The term of office of candidates for Outside Directors and other related information are as follows:
  - (1) The term of office of Mr. Keiji Taga as Outside Director of the Company will have been one year and at the conclusion of this General Meeting.
  - (2) The term of office of Ms. Shinobu Fujino as Outside Director of the Company will have been four years and nine months at the conclusion of this General Meeting. Furthermore, her name on the Family Registration is Ms. Shinobu Kato but her name on business is Ms. Shinobu Fujino.

5. The Company has entered into a liability limiting agreement with Mr. Keiji Taga and Ms. Shinobu Fujino under which the liability for damages set forth in Article 423, Paragraph 1 of the Companies Act shall be limited to the prescribed 5 million yen, or the amount provided for in laws and regulations, whichever is higher, on the assumption that he/she discharges his/her duties in good faith and without gross negligence. In the event that both of them are reelected, the agreement will be continued. Furthermore, in the event that Mr. Hiroaki Yagi and Mr. Hiroyuki Chuma are elected, the Company is scheduled to enter into a liability limiting agreement equivalent thereto with them.



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

In preparation for a case in which the number in the office of Audit & Supervisory Board Members becomes less than the minimum number provided for in laws and regulations, we would like to ask shareholders to elect one (1) Substitute Audit & Supervisory Board Member in advance.

The Board of Audit & Supervisory Board Members has consented to this Item of Business.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

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**Fumihiro Nagaya** (Date of birth: November 27, 1965 Age: 54)

Outside Auditor

Independent Auditor

■ Number of Company's shares held  
0 shares

■ **Brief personal profile, title and responsibilities**

April 1991	Assistant Judge
April 2000	Public Prosecutor
March 2003	Justice of Court
April 2004	Researcher in the Supreme Court
June 2009	Registered as an attorney-at-law (to the present)

■ **Significant concurrent positions at companies other than the Company**  
None

■ **Reason for election of candidate for Director**

Mr. Fumihiro Nagaya has work experience as a justice and attorney-at-law and professional knowledge about legal affairs. The Company has appointed him as a candidate for Substitute Outside Audit & Supervisory Board Member in the hope that he would be able to utilize his significant expert knowledge, substantial experience and expertise in the supervision of the management of the Group.

(Notes)

1. There is no special interest between the candidate and the Company.
2. Mr. Fumihiro Nagaya is a candidate for Substitute Outside Audit & Supervisory Board Member.
3. In the event that Mr. Fumihiro Nagaya assumes the office of Outside Audit & Supervisory Board Member, the Company is scheduled to report Independent Officers provided for by Tokyo Stock Exchange on which the Company's shares are listed.
4. In the event that Mr. Fumihiro Nagaya assumes the office of Outside Audit & Supervisory Board Member, the Company is scheduled to enter into a liability limiting agreement with him, under which the liability for damages set forth in Article 423, Paragraph 1 of the Companies Act shall be limited to the prescribed 5 million yen, or the amount provided for in laws and regulations, whichever is higher, on the assumption that he discharges his duties in good faith and without gross negligence.

- End -