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(Stock Code 6513)  
June 8, 2018

**To Shareholders with Voting Rights:**

Kazuhiro Seo, President  
Origin Electric Company, Limited.  
3-3-27 Sakawa, Sakura-ku, Saitama-shi,  
Saitama

**NOTICE OF  
THE 117th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 117th Annual General Meeting of Shareholders of Origin Electric Company, Limited. (the “Company”). The meeting will be held for the purposes as described below.

If it is difficult for you to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:00 p.m. on Wednesday, June 27, 2018, Japan time.

**1. Date and Time:** Thursday, June 28, 2018 at 10:00 a.m. Japan time

**2. Place:** 4F, TOIRO, Saitama Super Arena located at  
8 Shintoshin, Chuo-ku, Saitama-shi, Saitama, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 117th Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 117th Fiscal Year (April 1, 2017 - March 31, 2018)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of 7 Directors (excluding Directors who are Audit and Supervisory Committee Members)  
**Proposal 4:** Election of 4 Directors who are Audit and Supervisory Committee Members  
**Proposal 5:** Revision of Amount of Remuneration, etc. for Directors who are Audit and Supervisory Committee Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Among the documents that should be provided with this Notice, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (<https://www.origin.co.jp/>) in accordance with provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation and therefore are not attached to this Notice.
- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.origin.co.jp/>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company views returns to shareholders as an important managerial issue, with a basic policy of paying stable and continuous dividends in accordance with performance, while striving for the stable growth of internal reserves and funds for the allocation of profit per share.

Comprehensively considering the above dividend policy and the Company's performance, etc., an ordinary dividend of 17.5 yen per share and a special dividend of 7.5 yen per share are proposed, for a total of 25 yen per share for the year-end dividend.

On October 1, 2017, the Company conducted a 1-for-5 share consolidation of its common shares. As the Company has paid an interim dividend of 3.5 yen per share, which translates to 17.5 yen per share after the implementation of the share consolidation, the annual dividend for the current fiscal year will be 42.5 yen per share.

1. Type of dividend property  
Cash
2. Matters regarding allotment of dividend property to shareholders and total amount thereof  
Amount per common share of the Company: 25 yen  
(Ordinary dividend: 17.5 yen; Special dividend: 7.5 yen)  
Total amount: 166,842,600 yen
3. Effective date of dividends of surplus  
June 29, 2018

**Proposal 2:** Partial Amendments to the Articles of Incorporation

(1) Reasons for Partial Amendments to the Articles of Incorporation

As the business of the Company has significantly evolved and expanded beyond the original domains of power supply equipment and semiconductor manufacturing, it is proposed that the company name be changed from “Origin Electric Company, Limited.” to “Origin Company, Limited,” and that Article 1 (Company name) of the current Articles of Incorporation be amended accordingly.

The effective date of these amendments to the Articles of Incorporation shall be April 1, 2019.

(2) Contents of the Partial Amendments to the Articles of Incorporation

The contents of the amendments are as follows.

(Amendments are underlined.)

| Current Articles of Incorporation   | Proposed Amendments   |
|---|---|
| <p style="text-align: center;">Chapter 1: General Provisions</p> <p>Article 1 (Company name)<br/>The Company shall be named <u>Origin Denki Kabushiki Gaisha</u>, written in English as <u>Origin Electric Company, Limited</u>.</p> <p>(Newly established)</p> | <p style="text-align: center;">Chapter 1: General Provisions</p> <p>Article 1 (Company name)<br/>The Company shall be named <u>Kabushiki Gaisha Origin</u>, written in English as <u>Origin Company, Limited</u>.</p> <p style="text-align: center;"><u>Supplementary Provision</u><br/><u>(Effective date of partial amendments to the Articles of Incorporation)</u><br/><u>The effective date of the amendments to Article 1 shall be April 1, 2019. This supplementary provision shall be deleted after the effective date of the amendment to Article 1.</u></p> |

**Proposal 3:** Election of 7 Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all 9 Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 7 Directors is proposed.

Based on the status of duty execution and performance of each candidate in the current fiscal year, the Audit and Supervisory Committee has expressed the opinion that all candidates are suitable for Directors of the Company.

The candidates are as follows:

| No.   | Name<br>(Date of birth)   | Past experience, positions and responsibilities in the Company,<br>and significant concurrent positions   | Number of<br>shares of the<br>Company held |
|---|---|---|--|
| 1   | Kazuhiro Seo<br><br>March 28, 1955<br>(63 years old)<br><br>[Reappointment] | <p>April 1978      Joined the Company</p> <p>May 2002      Head of Technology Department, Equipment Division</p> <p>June 2003      Supervisor, Electronics Division</p> <p>April 2006      Head of General Affairs Department, Administration Division</p> <p>July 2007      Deputy General Manager and Head of General Affairs<br/>Department, Administration Division</p> <p>June 2008      Director</p> <p>April 2009      General Manager, Electronics Division</p> <p>May 2010      General Manager, Electronics Division; Head of Eco-Eco<br/>Promotion Office</p> <p>June 2010      Executive Officer; General Manager, Electronics Division; Head<br/>of Eco-Eco Promotion Office</p> <p>June 2012      President (to present)</p> <p>[Significant concurrent positions]<br/>None</p> | 14,200                                     |
| <p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]<br/>After engaging in operations of the technology development department for power equipment of the Company, Mr. Kazuhiro Seo has served as President of Saitama Origin Co., Ltd. and Head of the General Affairs Department, Administration Division of the Company. With extensive experience in a management position, he has been serving as President of the Company since June 2012. As we deemed that he is qualified to be the leader of the Group's development, we have nominated him as a candidate for Director.</p> |   |   |  |

| No.   | Name<br>(Date of birth)  | Past experience, positions and responsibilities in the Company,<br>and significant concurrent positions   | Number of<br>shares of the<br>Company held |
|---|--|---|--|
| 2   | Shinichi Shinohara<br><br>December 17, 1956<br>(61 years old)<br><br>[Reappointment] | <p>April 1979      Joined the Company</p> <p>April 2003      Head of R&amp;D Office, R&amp;D Division</p> <p>June 2005      General Manager, R&amp;D Division</p> <p>June 2007      Director (to present)</p> <p>June 2007      General Manager, R&amp;D Division</p> <p>June 2009      General Manager, Mechatronics Division</p> <p>June 2010      Executive Officer; General Manager, Mechatronics Division</p> <p>January 2012    Executive Officer; General Manager, Mechatronics Division;<br/>Head of System Sales Department; Head of Quality Control<br/>Office</p> <p>June 2012      Senior Executive Officer; General Manager, Mechatronics<br/>Division; In charge of Quality Control Office</p> <p>June 2013      Senior Executive Officer; General Manager, R&amp;D Division;<br/>General Manager, Mechatronics Division</p> <p>June 2014      Managing Executive Officer; General Manager, R&amp;D Division;<br/>General Manager, Mechatronics Division</p> <p>June 2015      Managing Executive Officer; General Manager, R&amp;D Division;<br/>Supervisor of Displays Business</p> <p>June 2017      Managing Executive Officer; General Manager, R&amp;D Division</p> <p>April 2018      Managing Executive Officer; Chief of R&amp;D; In charge of New<br/>Business Planning Promotion (to present)</p> <p>[Significant concurrent positions]<br/>None</p> | 8,200                                      |
| <p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]</p> <p>After engaging in operations of the R&amp;D department and Mechatronics Division of the Company, Mr. Shinichi Shinohara has made various contributions. He has been serving as Managing Executive Officer and General Manager of the R&amp;D Division since June 2014. As we deemed that he can continue contributing to raising R&amp;D productivity, corporate value, and quality in the Company, as well as to new business development, we have nominated him as a candidate for Director.</p> |  |   |  |

| No.  | Name<br>(Date of birth)  | Past experience, positions and responsibilities in the Company,<br>and significant concurrent positions  | Number of<br>shares of the<br>Company held   |       |
|--|--|--|--|-------|
| 3  | Yasuhiro Genjima<br><br>May 12, 1957<br>(61 years old)<br><br>[Reappointment]  | April 1983<br>April 2001<br>October 2005<br>May 2009<br>June 2009<br>June 2009<br>September 2009   | Joined the Company<br>Head of Technology Department, Paints Division<br>Supervisor, Technology Department, Paints Division<br>Deputy General Manager, R&D Division<br>Director (to present)<br>General Manager, R&D Division<br>General Manager, R&D Division; Head of Intellectual Property Office  | 7,500 |
|  |  | April 2010<br>June 2010<br>June 2013<br>April 2014<br>June 2014<br>June 2015<br><br>April 2018<br>[Significant concurrent positions]<br>None   | General Manager, R&D Division<br>Executive Officer; General Manager, R&D Division<br>Executive Officer; General Manager, Electronics Division<br>Executive Officer; General Manager, Electronics Division; Head of New Business Planning Promotion Office<br>Executive Officer; General Manager, Electronics Division<br>Senior Executive Officer; General Manager, Components Division<br>Senior Executive Officer; Chief of Technology (to present)  |       |
| [Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]<br>In the R&D Division, Mr. Yasuhiro Genjima deepened his extensive knowledge and experience—cultivated from engaging in product R&D and global development of the Company—which he then displayed as managerial capabilities in the Electronics Division and the Components Division. As we deemed that he can continue contributing to the Company based on his extensive knowledge and track record as Chief of Technology, we have nominated him as a candidate for Director.                   |  |  |  |       |
| 4  | Katsuyuki Takagi<br><br>July 18, 1956<br>(61 years old)<br><br>[Reappointment] | April 1979<br>April 2003<br><br>April 2005<br>September 2006<br>June 2007<br>June 2007<br>June 2008<br><br>April 2009<br>June 2010<br>July 2011<br><br>June 2012<br><br>January 2013<br>June 2013<br><br>June 2017   | Joined The Fuji Bank, Limited<br>Head of Sapporo Sales Department, Mizuho Corporate Bank, Ltd.<br><br>Head of Kabutocho Securities Sales Department<br>Joined the Company<br>Director (to present)<br>Head of Management Control Department<br>Head of Management Control Department; Head of Internal Audit Office<br>General Manager, Administration Division<br>Executive Officer; General Manager, Administration Division<br>Executive Officer; General Manager, Administration Division; Plant Manager, Mamada Plant; Head of Information Systems Department<br>Senior Executive Officer; General Manager, Administration Division; Plant Manager, Mamada Plant; Head of Information Systems Department<br>Senior Executive Officer; General Manager, Administration Division<br>Senior Executive Officer; General Manager, Administration Division<br>Senior Executive Officer; General Manager, Chemitronics Division (to present) | 7,100 |
|  |  | [Significant concurrent positions]<br><ul style="list-style-type: none"> <li>• President, Shanghai Origin Donbon Paints Co., Ltd.</li> <li>• President, Origin Paints (Tianjin) Co., Ltd.</li> <li>• President, Origin Donbon Paints (Dongguan) Co., Ltd.</li> </ul> |  |       |
| [Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]<br>Mr. Katsuyuki Takagi utilized his extensive experience of working at financial institutions even after joining the Company, and has served in the management control department and as General Manager of the Administration Division. Currently, he is focusing on corporate management while being in command of the Chemitronics Division. As we deemed that he can continue contributing to the improvement of the Company's performance, we have nominated him as a candidate for Director. |  |  |  |       |

| No. | Name<br>(Date of birth)  | Past experience, positions and responsibilities in the Company,<br>and significant concurrent positions  | Number of<br>shares of the<br>Company held  |       |
|-----|--|--|---|-------|
| 5   | Junichi Higuchi<br>March 27, 1959<br>(59 years old)<br>[Reappointment] | April 1982<br>April 2003<br>April 2006<br>August 2007<br>July 2009<br>June 2012<br>June 2013<br>June 2013<br>July 2013<br>June 2017<br>[Significant concurrent positions]<br>None  | Joined the Company<br>Vice-Head of Sales Department, Paints Division<br>Head of Sales Department (In charge of New Market Development), Paints Division<br>Head of Sales Department, Paints Division<br>General Manager, Paints Division<br>Executive Officer; Deputy General Manager (China Chief), Paints Division<br>Director (to present)<br>Executive Officer; General Manager, Paints Division<br>Executive Officer; General Manager, Chemitronics Division<br>Executive Officer; General Manager, Administration Division (to present)   | 3,400 |
|     |  | [Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]<br>Mr. Junichi Higuchi utilized his extensive knowledge and experience for technology in the Chemitronics Division and in the sales department, and has a track record of contributing significantly to the Company's globalization. As he has taken on the important role of managing the corporation as a whole as General Manager of the Administration Division since last year, we deemed that he can continue contributing to the corporation's new vitality, we have nominated him as a candidate for Director.                              |   |       |
| 6   | Takeo Ishida<br>April 17, 1958<br>(60 years old)<br>[Reappointment]    | March 1979<br>July 2002<br>July 2002<br>April 2007<br>April 2010<br>June 2012<br>June 2014<br>April 2016<br>December 2016<br>June 2017<br>January 2018<br>April 2018<br>[Significant concurrent positions]<br>None   | Joined Victor Company of Japan, Limited<br>Joined the Company<br>Acting Manager, Production Technology Section, Manufacturing Department, Electronic Devices Division<br>Head of PS Production Management Department, Electronics Division<br>Head of Production Management Department, Electronics Division<br>Head of Production Technology Department, Electronics Division; Head of Eco-Eco Promotion Office<br>Executive Officer; General Manager (Chief of Production), Electronics Division; Head of New Business Planning Promotion Office; Head of Eco-Eco Promotion Office<br>Executive Officer; Deputy General Manager, Electronics Division; Chief of New Business Development and Sales; Head of Environmental Enhancement Promotion Office<br>Executive Officer; Deputy General Manager, Electronics Division; Head of Sales Department; Head of Environmental Enhancement Promotion Office<br>Director (to present)<br>Executive Officer; Deputy General Manager, Electronics Division; Head of Sales Department<br>Executive Officer; General Manager, Components Division (to present) | 1,500 |
|     |  | [Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]<br>Utilizing his track record built from engaging in the electronic devices business, Mr. Takeo Ishida has accumulated experience across a wide range of areas in the Company, including production, technology, sales, new market development, and environment-related fields. As he has supported the Company from multiple facets, we deemed that he can contribute to the improvement of the Company's performance while being in command of the components business, his current position, and have nominated him as a candidate for Director. |   |       |



| No.   | Name<br>(Date of birth)                                     | Past experience, positions and responsibilities in the Company,<br>and significant concurrent positions   | Number of<br>shares of the<br>Company held |
|---|---|---|--|
| 7   | Masahiko Kotoyori<br><br>December 8, 1959<br>(58 years old) | <p>April 1982      Joined the Company</p> <p>October 2005    Head of System Technology Department, Mechatronics Division</p> <p>April 2010      Head of Intellectual Property Office, R&amp;D Division</p> <p>February 2012    Head of General Affairs Department, Administration Division</p> <p>August 2014     Head of General Affairs Department, Administration Division;<br/>Head of Legal Affairs and Intellectual Property Office</p> <p>June 2015      Executive Officer; Head of General Affairs Department,<br/>Administration Division; Head of Legal Affairs and Intellectual<br/>Property Office</p> <p>October 2015    Executive Officer; Head of General Affairs Department,<br/>Administration Division; Head of Technical Head Office</p> <p>April 2017      Executive Officer; Head of Quality Control Office; Head of<br/>Technical Head Office (to present)</p> <p>[Significant concurrent positions]<br/>None</p> | 1,300                                      |
|   | [New appointment]   |   |  |
| <p>[Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member]</p> <p>Mr. Masahiko Kotoyori has accumulated a variety of experience regarding technology in the Company's Mechatronics Division, as well as regarding R&amp;D, intellectual property, quality control, and general affairs, which relate to the entire company. Therefore, he has accumulated a track record of supporting the Company's development in all aspects. As we deemed that he can continue contributing to corporate management from the position to simultaneously be in charge of quality control in the Company, we have nominated him as a candidate for Director.</p> |   |   |  |

- (Notes) 1. There are no special interests between the candidates for Directors and the Company.
2. Figures stated in "Number of shares of the Company held" refer to the number of shares after the share consolidation implemented on October 1, 2017.

**Proposal 4:** Election of 4 Directors who are Audit and Supervisory Committee Members

The terms of office of all 4 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 4 Directors who are Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has already given its approval to this proposal.

The candidates are as follows:

| No.   | Name<br>(Date of birth)  | Past experience, positions and responsibilities in the Company,<br>and significant concurrent positions   | Number of<br>shares of the<br>Company held |
|---|--|---|--|
| 1   | Shoichi Tozuka<br>August 30, 1954<br>(63 years old)<br>[New appointment]                             | <p>April 1978      Joined Nippon Telegraph and Telephone Public Corporation</p> <p>April 2004      Manager of China Branch, NTT FACILITIES, INC.</p> <p>July 2008      Vice-Head of NTT Sales Management Department, Sales Division</p> <p>July 2009      Joined the Company</p> <p>July 2009      General Manager, Electronics Division</p> <p>April 2010      Head of Sales Department, Electronics Division</p> <p>June 2010      Executive Officer; Deputy General Manager (Chief of PS) and Head of Sales Department, Electronics Division</p> <p>November 2010      Executive Officer; Deputy General Manager (Chief of PS) and Head of Sales Department, Electronics Division; Manager of Osaka Branch Office</p> <p>June 2013      Executive Officer; Deputy General Manager and Head of Sales Department, Electronics Division</p> <p>June 2014      Director (to present)</p> <p>June 2014      Executive Officer; Deputy General Manager and Head of Sales Department, Electronics Division; In charge of Osaka Branch Office</p> <p>June 2015      Executive Officer; General Manager, Electronics Division; Supervisor of Osaka Branch Office</p> <p>June 2016      Executive Officer; General Manager, Electronics Division</p> <p>April 2018      Executive Officer; In charge of Electronics Business (to present)</p> <p>[Significant concurrent positions]<br/>None</p> | 4,000                                      |
| [Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member]<br>Mr. Shoichi Tozuka has extensive knowledge and experience in technology, sales, services, etc. accumulated from his previous positions and in the Electronics Division of the Company, and has accumulated a track record in corporate management. As we deemed that he can continue contributing to corporate management through auditing and supervision by utilizing his experience, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member. |  |   |  |
| 2   | Katsuhiko Obinata<br>May 21, 1955<br>(63 years old)<br>[Reappointment]<br>[Outside]<br>[Independent] | <p>April 1979      Joined Yasuda Life Insurance Company</p> <p>August 2003      Managing Executive Officer; General Manager, Operations Division, Yasuda Toshin Toshikomom</p> <p>December 2005      Head of Securities Investment Department, Meiji Yasuda Life Mutual Company</p> <p>April 2009      Managing Executive Officer; General Manager, Investment Trust Operations Division, Yasuda Toshin Toshikomom</p> <p>October 2010      Director and Managing Executive Officer, Meiji Yasuda Asset Management Company Ltd.</p> <p>April 2014      Full-Time Corporate Auditor</p> <p>June 2016      Director (Full-Time Audit and Supervisory Committee Member) (Outside), the Company (to present)</p> <p>[Significant concurrent positions]<br/>None</p>   | 600  |
| [Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member]<br>Mr. Katsuhiko Obinata has considerable knowledge and extensive insight regarding finance and accounting from years of experience of working at life insurance companies. As we deemed that he can continue reflecting his knowledge and experience in the auditing of the Company, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member (Outside).  |  |   |  |

| No.  | Name<br>(Date of birth)  | Past experience, positions and responsibilities in the Company,<br>and significant concurrent positions |  | Number of<br>shares of the<br>Company held |  |
|--|--|---|--|--|--|
| 3  | Hiroshi Tojo<br><br>January 7, 1957<br>(61 years old)<br><br>[Reappointment]<br>[Outside]<br>[Independent]                     | April 1979  | Joined Nippon Fire & Marine Insurance Co., Ltd.                | 600  |  |
|  |  | April 2003  | Head of First Osaka Sales Department, Nipponkoa Insurance Inc. |  |  |
| April 2010   | Executive Officer; Head of Public Affairs Department   |   |  |  |  |
| April 2012   | Managing Executive Officer; Head of Sales Promotion Department   |   |  |  |  |
| April 2014   | Senior Executive Officer, Nipponkoa Inc.   |   |  |  |  |
| April 2014   | Senior Executive Officer, Sompo Japan Insurance Inc.   |   |  |  |  |
| September 2014   | Senior Executive Officer, Sompo Japan Nipponkoa Insurance Inc.   |   |  |  |  |
| June 2016  | Part-Time Corporate Auditor, Japan care brain (to present)   |   |  |  |  |
| June 2016  | Part-Time Corporate Auditor, Sompo Japan Nipponkoa Career Bureau (to present)  |   |  |  |  |
| June 2016  | Director who is a Full-Time Audit and Supervisory Committee Member (Outside), the Company (to present)                         |   |  |  |  |
| [Significant concurrent positions]   |  |   |  |  |  |
| <ul style="list-style-type: none"> <li>• Part-Time Corporate Auditor, Japan care brain</li> <li>• Part-Time Corporate Auditor, Sompo Japan Nipponkoa Career Bureau</li> </ul>  |  |   |  |  |  |
| [Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member]<br>Mr. Hiroshi Tojo has extensive experience in all aspects of management, including in the finance department of non-life insurance companies. As we deemed that he can utilize his experience in auditing all aspects of the Company's management, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member (Outside).  |  |   |  |  |  |
| 4  | Tadayoshi Takada<br><br>February 22, 1955<br>(63 years old)<br><br>[Reappointment]<br>[Outside]<br>[Independent]               | April 1978  | Joined Yasuda Life Insurance Company                           | 500  |  |
|  |  | April 1998  | Manager of Sapporo Chuo Branch                                 |  |  |
| April 2006   | Head of Tokyo Administrative Services Center, Administrative Services Planning Department, Meiji Yasuda Life Insurance Company |   |  |  |  |
| April 2010   | Director; Head of Confirmation Services Department, MYJ Co., Ltd.  |   |  |  |  |
| February 2015  | General Manager, Administration Division, MY SOUGOU KIKAKU Co., Ltd.   |   |  |  |  |
| June 2015  | Outside Director, the Company  |   |  |  |  |
| June 2016  | Director who is an Audit and Supervisory Committee Member (Outside), the Company (to present)                                  |   |  |  |  |
| [Significant concurrent positions]   |  |   |  |  |  |
| None   |  |   |  |  |  |
| [Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member]<br>Mr. Tadayoshi Takada has extensive experience and insight from working at life insurance companies. As we deemed that he can supervise the duty execution of Directors, etc. from an independent standpoint, and thereby can be expected to strengthen the function of the Company's Board of Directors, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member (Outside). |  |   |  |  |  |

- (Notes)
1. There are no special interests between the candidates for Directors who are Audit and Supervisory Committee Members and the Company.
  2. Messrs. Katsuhiko Obinata, Hiroshi Tojo and Tadayoshi Takada are candidates for Outside Directors.
  3. The Company has entered into agreements with Messrs. Katsuhiko Obinata, Hiroshi Tojo and Tadayoshi Takada to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. If this proposal is approved, the Company intends to continue the agreements regarding liability pursuant to Article 423, Paragraph 1 of the Companies Act, whereby the maximum amount of liability is the amount stipulated by laws and regulations, with Messrs. Katsuhiko Obinata, Hiroshi Tojo and Tadayoshi Takada. Furthermore, if the election of Mr. Shoichi Tozuka is approved, the Company intends to enter into an agreement, with the same contents as the abovementioned agreements, with him.
  4. The term of office of Mr. Tadayoshi Takada as an Outside Director will be three years (including two years as an Outside Director who is an Audit and Supervisory Committee Member) at the conclusion of this year's Annual General Meeting of Shareholders.

5. The terms of office of Messrs. Katsuhiko Obinata and Hiroshi Tojo as Outside Directors who are Audit and Supervisory Committee Members will be two years at the conclusion of this year's Annual General Meeting of Shareholders.
6. The Company has registered Outside Directors Katsuhiko Obinata, Hiroshi Tojo and Tadayoshi Takada as Independent Directors at the financial instruments exchange, which the Company is listed on.
7. Figures stated in "Number of shares of the Company held" refer to the number of shares after the share consolidation implemented on October 1, 2017.

**Proposal 5:** Revision of Amount of Remuneration, etc. for Directors who are Audit and Supervisory Committee Members

Since its approval in the 115th Annual General Meeting of Shareholders held on June 29, 2016, the amount of remuneration, etc. for Directors who are Audit and Supervisory Committee Members in the Company has been and currently is within 50 million yen annually. Striving to further strengthen and enhance the audit structure, a revision of the amount of remuneration, etc. for Directors who are Audit and Supervisory Committee Members to within 80 million yen annually is proposed, in consideration of their duties and responsibilities.

The specific amount of remuneration, period of payment, etc. for each Director who is an Audit and Supervisory Committee Member shall be determined through deliberations by the Directors who are Audit and Supervisory Committee Members.

There are currently 4 Directors who are Audit and Supervisory Committee Members. If Proposal 4 is approved as originally proposed, there will continue to be 4 Directors who are Audit and Supervisory Committee Members.