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Securities Code: 7893  
June 6, 2017

To Our Shareholders

Takeshi Ueno  
President and Representative Director

**Pronexus Inc.**  
2-20, Kaigan 1-chome, Minato-ku, Tokyo

## NOTICE OF THE 73RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 73rd Ordinary General Meeting of Shareholders. If you are unable to attend the meeting, it would be appreciated if you exercise your voting rights by either of the following methods after reviewing the attached reference materials for the general meeting of shareholders.

### Meeting Details

- 1. Date and Time:** Wednesday, June 28, 2017 at 10:00 a.m.  
**2. Venue:** “Ranho Room” at Hotel JAL City Tamachi Tokyo B1F  
16-18, Shibaura 3-chome, Minato-ku, Tokyo

### 3. Agenda:

#### Items to be Reported:

1. The Business Report and the Consolidated Financial Statements for the 73rd Business Period (from April 1, 2016 to March 31, 2017), as well as the Audit Report for the Consolidated Financial Statements by Accounting Auditors and Audit & Supervisory Board
2. The Report of Financial Statements for the 73rd Business Period (from April 1, 2016 to March 31, 2017)

#### Item to be Resolved:

- Proposal 1:** Election of Nine (9) Directors  
**Proposal 2:** Renewal of Countermeasures to Large-Scale Acquisitions of Pronexus Inc. Shares (Takeover Defense Measures)

### 4. Guidance for Exercise of Voting Rights, etc.:

If you are unable to attend the meeting, we would appreciate it if you could exercise your voting rights by postal mail or via the Internet, etc. after reviewing the attached reference materials for the General Meeting of Shareholders. The deadline is **no later than 5:30 p.m., Tuesday, June 27, 2017 (Japan Standard Time)**.

Notes: \* Of the documents to be attached to this Notice of Ordinary General Meeting of Shareholders, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, and the Statement of Changes in Equity and the Notes to the Financial Statements have been posted on the Company’s website (<http://www.pronexus.co.jp/>) in accordance with the provisions of laws, regulations and Article 15 of the Company’s Articles of Incorporation, and accordingly are not included in this Notice of Ordinary General Meeting of Shareholders. The Business Report, the Consolidated Financial Statements and the Financial Statements that were audited by the Auditors & Supervisory Board Members and the Accounting Auditors are the documents attached to this Notice of Ordinary General Meeting of Shareholders as well as the aforementioned documents that have been posted on the Company’s website.

\* If there are any amendments to reference materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Financial Statements, please note that amended items will be posted on our website (<http://www.pronexus.co.jp/>).

## Reference Materials for the General Meeting of Shareholders

### Proposal 1: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates for Directors are as follows:

Candidate No.	Name		Current Positions and Responsibilities in the Company
1	Morio Ueno	Reelection	Chairman and Director
2	Takeshi Ueno	Reelection	President and Representative Director
3	Yatsuo Watanabe	Reelection	Director and Senior Managing Executive Officer, General Manager, Sales Headquarters
4	Makoto Kawaguchi	Reelection	Director and Managing Executive Officer, General Manager, Manufacturing Headquarters, in charge of Quality Management Division and NAPS Promotional Office
5	Masahide Taki	Reelection	Director and Managing Executive Officer, General Manager, Business Reform and Information Systems Headquarters
6	Kenji Fujisawa	Reelection	Director and Managing Executive Officer, General Manager, Administration Headquarters and Legal & Compliance Office
7	Masahiro Owada	Reelection	Director and Executive Officer, General Manager, President's Office, in charge of Group companies
8	Yusuke Shimizu	Reelection Outside Director Independent Officer	Outside Director
9	Takatsugu Nagatsuma	Reelection Outside Director Independent Officer	Outside Director

Reelection: Candidate for reelection as Director

Outside Director: Candidate for Outside Director

Independent Officer: Independent Officer stipulated by the Tokyo Stock Exchange

Candidate No	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions			Number of the Company's shares held
1	<b>Morio Ueno</b> (November 5, 1939)  Reelection	January	1966	Joined the Company	7,763,980
				Managing Director of the Company	
		January	1976	President and Representative Director of the Company	
		June	2008	President, Representative Director and CEO of the Company	
		June	2010	Chairman and Representative Director of the Company	
		May	2011	Outside Auditor of Ringer Hut Co., Ltd (incumbent)	
		April	2013	Chairman and Representative Director of Zaihon, Inc. (incumbent)	
		June	2015	Chairman and Director of the Company (incumbent)	
[Reason for nomination as candidate for Director] Mr. Morio Ueno served as the former President of the Company for over 30 years and has adequate management experience and accomplishments. He currently serves as Chairman and Director of the Company, giving accurate advice from experience on overall management and fulfilling appropriate roles such as determination of important matters and supervision of business operations. Accordingly, the Company nominated him as a candidate for Director.					
2	<b>Takeshi Ueno</b> (January 30, 1970)  Reelection	June	1997	Joined the Company	729,720
		October	1999	General Manager, Electronic Disclosure Promotion Office, Sales Headquarters of the Company	
		June	2000	Director of the Company	
		April	2004	Managing Director of the Company	
		June	2005	Senior Managing Director of the Company	
		June	2007	Executive Vice President and Director of the Company	
		June	2008	Executive Vice President, Representative Director and COO of the Company	
		May	2010	President and Representative Director of ASP Communications Co., Ltd. (incumbent)	
		June	2010	President and Representative Director of the Company (incumbent)	
		July	2014	President of PRONEXUS TAIWAN Co., Ltd. (incumbent)	
[Reason for nomination as candidate for Director] For over 10 years after joining the Company, Mr. Takeshi Ueno has played an active role in establishing new businesses that today have become mainstay businesses of the Company such as the digitization of legal disclosure documents and the database business. Then, since becoming the Company's President, he has steadily striven to deal with various management issues such as the preparation of the New Medium-Term Management Plan 2018 in progress and the launch of overseas businesses, helping to enhance the corporate value. In addition, he is expected to continuously show strong leadership. Accordingly, the Company nominated him as a candidate for Director.					

Candidate No	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions			Number of the Company's shares held
3	Reelection <b>Yatsuo Watanabe</b> (January 21, 1953)	March	1973	Joined the Company	103,800
		April	1999	General Manager, Customer Service Division, Sales Headquarters of the Company	
June	2000	Director of the Company			
June	2003	Managing Director of the Company			
April	2008	Managing Director, General Manager, Disclosure Business Headquarters of the Company			
June	2008	Director and Senior Managing Executive Officer, General Manager, Sales Headquarters of the Company (incumbent)			
[Reason for nomination as candidate for Director] Mr. Yatsuo Watanabe has engaged in sales, production and other operations since joining the Company, and has extensive business experience and knowledge. He currently heads the Company's entire sales operations as General Manager of the Sales Headquarters and plays central roles in expanding the core business and in new business promotion. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.					
4	Reelection <b>Makoto Kawaguchi</b> (March 2, 1956)	April	1976	Joined the Company	61,800
		June	2006	Director, General Manager, Desktop Publishing (DTP) Production Division, Disclosure Business Headquarters of the Company	
June	2008	Director and Managing Executive Officer, General Manager, Customer Service Headquarters of the Company			
April	2011	Director and Managing Executive Officer, General Manager, Production Headquarters and General Manager, Production Division of the Company			
June	2013	Director and Managing Executive Officer, General Manager, Manufacturing Headquarters, in charge of Quality Management Division and NAPS Promotional Office of the Company (incumbent)			
[Reason for nomination as candidate for Director] Mr. Makoto Kawaguchi has engaged in production and manufacturing since joining the Company, and has adequate experience and knowledge in managing a series of manufacturing processes. As General Manager of the Manufacturing Headquarters, he is currently striving to improve production efficiency and establish a quality management system at the Company's Toda Factory. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.					

Candidate No	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	
5	Reelection <b>Masahide Taki</b> (May 9, 1959)	December 1997	Joined the Company General Manager, Information Systems Division, Sales Headquarters of the Company	35,200
		June 2006	Director, General Manager, Information Systems Office of the Company	
		April 2008	Director, in charge of Information Systems Division and ISO Promotional Office (ISMS) of the Company	
		June 2008	Director and Managing Executive Officer, General Manager, Information Systems Headquarters, in charge of ISO Promotional Office (ISMS) of the Company	
		April 2012	Director and Managing Executive Officer, General Manager, Information Systems Headquarters, in charge of Quality Management Division of the Company	
		June 2014	Director and Managing Executive Officer, General Manager, Information Systems Headquarters of the Company	
		April 2017	Director and Managing Executive Officer, General Manager, Business Reform and Information Systems Headquarters of the Company (incumbent)	
[Reason for nomination as candidate for Director] Mr. Masahide Taki has engaged in information-system-related operations for many years, and has advanced knowledge and experience in IT. As General Manager of the Business Reform and Information Systems Headquarters, he is currently strengthening information security and pushing ahead with the company-wide business reform using IT. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.				
6	Reelection <b>Kenji Fujisawa</b> (July 18, 1958)	April 2011	General Manager, General Affairs and Personnel Division of Taito Corporation	4,600
		April 2014	Joined the Company Assistant General Manager, Administration Headquarters of the Company	
		October 2014	Assistant General Manager, Administration Headquarters and General Manager, Legal & Compliance Office	
		June 2015	Director and Managing Executive Officer, General Manager, Administration Headquarters and Legal & Compliance Office of the Company (incumbent)	
[Reason for nomination as candidate for Director] Mr. Kenji Fujisawa has been engaged in personnel system design, compliance system implementation, etc. since he was working for his previous employer, and has abundant experience and knowledge in administration and personnel operations. As General Manager of the Administration Headquarters, he is currently strengthening information management systems and promoting personnel development. As it is expected that he can promote and strengthen the Company's corporate governance, the Company nominated him as a candidate for Director.				

Candidate No	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	
7	Reelection <b>Masahiro Owada</b> (September 22, 1952)	February 2001	Joined the Company	27,000
		April 2002	General Manager, General Planning Office, Sales Headquarters of the Company	
May 2003	General Manager, President's Office of the Company			
June 2006	Director, General Manager, President's Office of the Company			
July 2007	Director, General Manager, President's Office, in charge of Group companies and Legal & Compliance Office of the Company			
June 2008	Director and Executive Officer, General Manager, President's Office, in charge of Group companies, Legal & Compliance Office and Internal Control Promotion Office of the Company			
April 2010	Director and Executive Officer, General Manager, President's Office, in charge of Group companies of the Company (incumbent)			
[Reason for nomination as candidate for Director] Mr. Masahiro Owada has engaged in management planning, investor relations and other operations since joining the Company, and has abundant knowledge. As General Manager of the President's Office, he is currently formulating and promoting the Company's growth strategies and playing central roles in the management of Group companies. As it is expected that he can contribute to the management of Group companies, the Company nominated him as a candidate for Director.				
8	Reelection Outside Director Independent Officer <b>Yusuke Shimizu</b> (January 31, 1941)	April 1966	Joined Nikkei Inc.	-
		April 1973	Joined Kitazawa Valve Co., Ltd. (current KITZ Corporation)	
April 1975	Director, General Manager, Ina Plant of Kitazawa Valve Co., Ltd.			
June 1977	Managing Director of Kitazawa Valve Co., Ltd.			
June 1985	President & CEO of Kitazawa Valve Co., Ltd.			
June 2001	Chairman of KITZ Corporation			
June 2008	Prime Corporate Adviser of KITZ Corporation			
June 2010	Outside Director of the Company (incumbent)			
July 2011	Prime Corporate Adviser Emeritus of KITZ Corporation (incumbent)			
[Reason for nomination as candidate for Outside Director] Mr. Yusuke Shimizu has abundant experience as a corporate executive and is able to give appropriate advice for the Company's management based on his experience, knowledge, etc. that he has cultivated to date. As it is expected that he can strengthen the Company's corporate governance system, the Company nominated him as a candidate for Outside Director.				

Candidate No	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	
9	Reelection Outside Director Independent Officer  <b>Takatsugu Nagatsuma</b> (May 21, 1965)	April 1992	Joined IBM Japan, Ltd.	-
		January 1994	Joined Sankyo Frontier Co., Ltd.	
		June 1995	Director, General Manager of Management Planning Division, and Regional Block Head of Sales Headquarters of Sankyo Frontier Co., Ltd.	
		June 1996	Senior Managing Director and General Manager, Management Planning Division of Sankyo Frontier Co., Ltd.	
		June 2001	Representative Senior Managing Director and General Manager, Sales Promotion Headquarters of Sankyo Frontier Co., Ltd.	
		June 2002	President of Sankyo Frontier Co., Ltd. (incumbent)	
		June 2016	Outside Director of the Company (incumbent)	
[Reason for nomination as candidate for Outside Director] Mr. Takatsugu Nagatsuma currently serves as President of a company. As he is considered to be able to use his abundant experience and insights of corporate management for the Company's management from an objective standpoint, and is also expected to promote enhanced corporate governance, the Company nominated him as a candidate for Outside Director.				

- Notes:
- There are no special interests between each candidate and the Company.
  - Mr. Yusuke Shimizu and Mr. Takatsugu Nagatsuma are candidates for Outside Directors.
  - Mr. Yusuke Shimizu currently serves as Outside Director of the Company, and his term of office as Outside Director of the Company will be 7 years at the conclusion of this Ordinary General Meeting of Shareholders.
  - Mr. Takatsugu Nagatsuma currently serves as Outside Director of the Company, and his term of office as Outside Director of the Company will be 1 year at the conclusion of this Ordinary General Meeting of Shareholders.
  - Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreements with Mr. Yusuke Shimizu and Mr. Takatsugu Nagatsuma to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on the agreements shall be the amount prescribed in laws and regulations. Such limitation of liability shall apply only when the Outside Directors acted in good faith and without gross negligence in performing the duties giving rise to liabilities.  
If the proposal is approved, the Company will continue the said agreement with Mr. Yusuke Shimizu and Mr. Takatsugu Nagatsuma.
  - The Company has notified the Tokyo Stock Exchange of the status of Mr. Yusuke Shimizu and Mr. Takatsugu Nagatsuma as Independent Officers stipulated by the Exchange. Mr. Yusuke Shimizu and Mr. Takatsugu Nagatsuma fulfill the requirement for Independent Officers stipulated by the Exchange and the Company judged that there are no potential conflicts of interests between each of them and the general shareholders of the Company. If Mr. Yusuke Shimizu and Mr. Takatsugu Nagatsuma are reelected, the Company plans to continue to register them as Independent Officers.



**Proposal 2:** Renewal of Countermeasures to Large-Scale Acquisitions of Pronexus Inc. Shares (Takeover Defense Measures)

At the meeting of the Board of Directors of the Company held on April 30, 2008, the Company introduced “Countermeasures to Large-Scale Acquisitions of Pronexus Inc. Share Certificates, etc.,” which has been subsequently continued, most recently by approval by the Company’s shareholders at the 70th Ordinary General Meeting of Shareholders held on June 27, 2014 (hereinafter the continued countermeasures are referred to as the “Current Plan”). The effective period of the Current Plan will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Prior to the expiration of the effective period of the Current Plan, the Company resolved at the meeting of the Board of Directors of the Company held on April 28, 2017, subject to approval by the Company’s shareholders at this Ordinary General Meeting of Shareholders, to change part of the Current Plan and continue it as “Countermeasures to Large-Scale Acquisitions of Pronexus Inc. Shares (Takeover Defense Measures)” (hereinafter “this Plan”).

At the above-mentioned meeting of the Board of Directors in which the Plan was resolved, all four Audit & Supervisory Board Members of the Company, three of whom are Outside Audit & Supervisory Board Members, attended and expressed the opinion that the Plan is judged as suitable as countermeasures to large-scale acquisitions of the Company’s shares.

The main changes from the Current Plan are as shown below. However, no change to the fundamental framework has been made.

- 1) Mr. Mitsumasa Murase, who is presently a member of the Independent Committee, will retire as member of that committee upon the expiration of the effective period of the Current Plan. Accordingly, Mr. Takuya Oshida has been appointed as a new committee member. Mr. Oshida does not have any special interests in the Company. Please refer to Appendix 2 “Career Summary of Independent Committee Members” to view his career summary.
- 2) In addition to the above, partial modifications and reorganization of some wordings were carried out.

Accordingly, the Company requests approval for the renewal of this Plan.

1. Purpose and necessity of this Plan

A major reason why the Company is continuing this Plan is the highly social nature peculiar to the Company’s business. Many disclosure documents, for which the Company accepts orders from customers, are statutory disclosure materials stipulated by laws and regulations for the appropriate decision-making by investors, and therefore those documents significantly differ from general printed matter in terms of the appropriateness of contents or strict delivery deadlines. Consequently, the Company plays a role as a kind of social infrastructure that is directly linked to the capital market. As such, the continuity of the Company’s business has strong links with that of activities by investors and market participants in capital markets as well as by customers. It also has an enormous influence as the Company occupies 50% or more of the market share for major disclosure documents including securities reports.

From the viewpoint of the social responsibilities inevitably brought about by these business characteristics, the Company decided to continue this Plan for the purpose of clarifying the rules to be adhered to by a party intending to carry out a large-scale acquisition of shares of the Company and securing the information and time that are necessary and sufficient for shareholders to make an appropriate decision as well as the opportunity to negotiate with the party intending to carry out such a large-scale acquisition.

In this Plan, in order to eliminate any arbitrary decision by the Board of Directors of the Company, the Board of Directors of the Company shall ensure transparency by respecting the recommendations of the Independent Committee which consists only of persons who are either of Outside Audit & Supervisory Board Members or outside experts and who are independent of the management operating the Company's business to the maximum extent, and disclosing information to our shareholders in a timely and appropriate manner. (See Appendix 1 for Outline of the Independent Committee Regulation and Appendix 2 for Career Summary of Independent Committee Members who shall be in office effective at the renewal of the Plan.)

In so far as the Company is aware, the Officers of the Company and their related parties hold approximately 40% of issued shares of the Company. However, as a listed company, the Company cannot deny the possibility that the decline in the shareholding ratio of the Officers of the Company and their related parties or decentralization of the stake could occur, resulting not only from transfer of the Company's shares through transactions at our shareholders' own discretion but also from transfer, disposal, succession, etc. thereof for various reasons.

Also, should fundraising for capital expenditures and other matters become necessary in the future in line with the business development or other activities of the Company, financing in the capital markets, in addition to borrowings from financial institutions, might become a prominent option as a method of fundraising. In that case, the ownership of each shareholder may be eventually diluted.

Given these circumstances, the Company cannot rule out the possibility that large-scale acquisition of shares of the Company could be conducted that cause significant damage to the corporate value of the Company and the common interest of shareholders in the future with the highly increased liquidity of the shares issued by the Company. At present, the Company has not received any proposal for the large-scale acquisition of its shares.

## 2. Content of this Plan

### (1) Procedures for this Plan

#### 1) Large-scale purchase, etc. subject to this Plan

This Plan applies to purchases of share certificates, etc. of the Company that fall under either i. or ii. below or acts similar thereto (excluding those that are approved by the Board of Directors of the Company; hereinafter such acts are referred to as "Large-Scale Acquisition"). A party who carries out or intends to carry out a Large-Scale Acquisition (hereinafter "Purchaser") shall be required to preliminarily follow the procedures prescribed in this Plan.

- i. An acquisition as a result of which the ownership ratio of share certificates, etc. (Note 1) of the holder (Note 2) would become 20% or more with regard to the share certificates, etc. (Note 3) issued by the Company
  - ii. A tender offer (Note 4) as a result of which the aggregate sum of the ownership ratio of share certificates, etc. (Note 6) pertaining to the tender offer (Note 5) and the ownership ratio of share certificates, etc. of their specially related parties (Note 7) would become 20% or more with regard to the share certificates, etc. (Note 4) issued by the Company
- 2) Prior submission of a “Letter of Intent” to the Company

A Purchaser is required to submit to the Board of Directors of the Company a document containing, among others, a written pledge to the effect that the Purchaser will comply with the procedures prescribed in this Plan in relation to the proposed Large-Scale Acquisition (hereinafter “Letter of Intent”) using a form prescribed by the Company before the execution of the Large-Scale Acquisition.

More specifically, the “Letter of Intent” must include the following matters.

The “Letter of Intent” and documents submitted to the Company by the Purchaser must be written in Japanese.

- i. Summary description of the Purchaser
  - a. Name and address or location
  - b. Title and name of the representative
  - c. Purpose of the company, etc. and content of business
  - d. Summary description of major shareholders or equity holders (10 largest holders in terms of ownership ratio of shares or equity holding ratio)
  - e. Contact address in Japan
  - f. Law governing the incorporation
- ii. The number of share certificates, etc. of the Company currently held by the Purchaser and the trading status of the Purchaser regarding the share certificates, etc. of the Company during the period of 60 days immediately preceding the date of submission of the “Letter of Intent”
- iii. The outline of the Large-Scale Acquisition proposed by the Purchaser (including the classes and the number of share certificates, etc. of the Company planned to be purchased by the Purchaser through the Large-Scale Acquisition and the purpose of the Large-Scale Acquisition (if the Purchaser’s purposes include: the acquisition of control or the participation in management; pure investment or strategic investment; any transfer or similar transaction of share certificates, etc. of the Company to a third party after the completion of the Large-Scale Acquisition; making a material proposal (Note 8); or other purposes, the Purchaser must describe that fact and specific description of them; if there is more than one purpose, the Purchaser is required to state all of them))

### 3) Provision of the “Necessary Information”

In cases where the Purchaser has submitted the “Letter of Intent” referred to in 2) above, the Purchaser is required to submit to the Company information that is necessary and sufficient for shareholders to make a decision and for the Board of Directors of the Company to evaluate and examine the Large-Scale Acquisition (hereinafter the “Necessary Information”) in accordance with the following procedure.

First, the Company will send to the Purchaser at the contact address in Japan specified in 2) i. e. above an “information list” specifying information to be initially submitted within 10 business days (Note 9) (the first day not included) from the date of submission of the “Letter of Intent.” The Purchaser is required to provide sufficient information to the Company in accordance with the “information list.”

If the information provided by the Purchaser in accordance with the “information list” mentioned above is reasonably determined by the Board of Directors of the Company to be insufficient for shareholders to make a decision and for the evaluation, examination, etc., by the Board of Directors of the Company in view of the details and the form of the Large-Scale Acquisition, the Company will set a reply period and require the Purchaser to provide additional information that is separately requested by the Board of Directors of the Company. Regardless of the details and the form of the Large-Scale Acquisition, the information listed in the following items shall, in principle, be included as part of the “information list.”

- i. Details (including history, specific name, capital structure, business description, description of financial conditions, and names and career summary of Officers) of the Purchaser and its group (including joint holders (Note 10), specially related parties, and in the case of a fund, partners and other members)
- ii. The purpose of the Large-Scale Acquisition (details of the purpose disclosed in the “Letter of Intent”), the method and other details of the Large-Scale Acquisition (including whether the Purchaser intends to participate in management of the Company, types and amounts of consideration for the Large-Scale Acquisition, the timing of the Large-Scale Acquisition, the structure of any related transactions, the number of share certificates, etc. planned to be purchased, the ownership ratio of share certificates, etc. after the execution of the Large-Scale Acquisition, and the legal compliance of the method of the Large-Scale Acquisition)
- iii. The basis of calculation of the consideration for the Large-Scale Acquisition (including the facts and assumptions of the calculation; the method of calculation; numerical information used in the calculation; the details of the synergy expected to arise from a series of transactions related to the Large-Scale Acquisition; the name of a third party, if any, from whom an opinion is obtained in performing the calculation; the outline of such an opinion; and the process through which the amount is determined based on such an opinion)

- iv. Supporting documents explaining the source of funds for the Large-Scale Acquisition (including the specific name of the provider of the funds (including substantial providers of funds), funding methods, and the details of any related transactions)
- v. Presence or absence of communication with a third party in conducting the Large-Scale Acquisition and the details of the communication and the outline of the third party if such communication exists
- vi. If, with regard to share certificates, etc. of the Company already held by the Purchaser, there are any lending agreements, hypothecation agreements, sell-back agreements, sales reservation agreements or other important contracts or arrangements (hereinafter “Hypothecation Agreements”), the type of the Hypothecation Agreements, the other party to the agreement, and the specific terms and conditions of the agreement such as the quantity of the share certificates, etc. that are the subject of the agreement
- vii. If the Purchaser plans to enter into a Hypothecation Agreement or any other agreements with a third party with regard to the share certificates, etc. of the Company planned to be purchased by the Purchaser through the Large-Scale Acquisition, the type of the agreement planned to be concluded, the other party to the agreement, and the specific terms and conditions of the agreement such as the quantity of the share certificates, etc. that are the subject of the agreement
- viii. The management policy, business plan, capital policy, and dividend policy of the Company and the Group after the Large-Scale Acquisition
- ix. The policy on the treatment, etc. of the Company’s employees, customers, business partners, participants in capital markets, and other stakeholders of the Company after the Large-Scale Acquisition
- x. Specific measures to avoid any conflict of interest with other shareholders of the Company  
From the viewpoint of promoting a prompt implementation of the rule for Large-Scale Acquisition, the Board of Directors of the Company may set a period for the Purchaser to provide information as necessary. Furthermore, when there are the fact that the Purchaser made a proposal for the large-scale acquisition of shares of the Company and information deemed necessary for shareholders to make a decision among the outline of the proposal and Necessary Information, it will disclose them in a timely and appropriate manner to our shareholders.

When the Board of Directors of the Company determines that the Necessary Information has been sufficiently provided by the Purchaser, it will promptly notify the Purchaser to that effect (hereinafter “Information Provision Completion Notice”) and also promptly make disclosures to that effect.

#### 4) Establishment of the Board of Directors' Evaluation Period

After giving the Information Provision Completion Notice, the Board of Directors of the Company will set either of the periods listed in i. or ii. below (the first day not included in both cases), depending on such factors as the difficulty of evaluation of the Large-Scale Acquisition, as a period for evaluation, examination, negotiation, opinion formation, and development of an alternative proposal by the Board of Directors of the Company (hereinafter the "Board of Directors' Evaluation Period"):

- i. in the case of a Large-Scale Acquisition through a tender offer of all share certificates, etc. of the Company, the consideration for which consists only of cash (denominated in Japanese yen): a period of 60 days; or
- ii. in the case of other Large-Scale Acquisition: a period of 90 days.

However, in both cases of i and ii above, the Board of Directors' Evaluation Period may be extended when deemed necessary by the Board of Directors. In that case, the Board of Directors shall notify the Purchaser of the concrete extension period and the reason for the extension, and disclose it to shareholders. The maximum extension period is 30 days.

During the Board of Directors' Evaluation Period, the Board of Directors of the Company shall sufficiently evaluate and examine the Necessary Information provided by the Purchaser while obtaining the advice of external experts from time to time as necessary and shall thereby examine the details of the Large-Scale Acquisition proposed by the Purchaser from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders. The Board of Directors of the Company will carefully form its opinion on the proposed Large-Scale Acquisition through these examinations, etc., and notify the Purchaser of it. It will also disclose its opinion in a timely and appropriate manner to our shareholders.

The Board of Directors of the Company will also negotiate the terms and conditions and the method of the Large-Scale Acquisition with the Purchaser as necessary and may present an alternative proposal to our shareholders.

#### 5) Recommendations of the Independent Committee concerning the exercise of countermeasures

During the Board of Directors' Evaluation Period, the Independent Committee shall, in parallel with the evaluation, examination, negotiation, opinion formation, and development of an alternative proposal by the Board of Directors of the Company outlined in 4) above, make recommendations to the Board of Directors of the Company on whether any countermeasures should be exercised, in accordance with the procedure outlined below. In doing so, the Independent Committee may, at the cost of the Company, obtain advice of third parties that are independent from the senior executives in charge of business execution of the Company (including attorneys at law, certified public accountants, investment banks, securities companies, financial advisors, consultants, and other experts) in order to ensure

that the judgment of the Independent Committee is made in a manner to contribute to the protection and enhancement of the corporate value of the Company and the common interest of shareholders. When the Independent Committee has made the following recommendations of i. or ii. to the Board of Directors of the Company, the Board of Directors of the Company will promptly disclose the fact that such recommendations have been made and the outline of the recommendations together with information about any other matters deemed appropriate by the Board of Directors of the Company.

i. Recommendations for the exercise of countermeasures by the Independent Committee

When the Independent Committee determines that Purchaser does not comply with the procedures related to 2. (1) Procedures for this Plan above, or that the exercise of countermeasures is reasonable as significant damage is deemed to be caused by the acquisition to the corporate value of the Company and the common interest of shareholders in consideration of the Types prescribed in Appendix 3 and other factors, the Independent Committee shall recommend the Board of Directors of the Company of the exercise of countermeasures.

ii. Recommendations for the non-exercise of countermeasures by the Independent Committee

Except as prescribed in i, the Independent Committee shall recommend the non-exercise of countermeasures to the Board of Directors of the Company.

6) Resolution of the Board of Directors

The Board of Directors of the Company shall respect the recommendations of the Independent Committee prescribed in 5) above to the maximum extent and promptly pass a resolution approving the exercise or non-exercise of countermeasures in consideration of these recommendations and from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders.

When the Board of Directors of the Company has passed such a resolution, regardless of whether the contents of the resolution is the exercise or non-exercise of countermeasures, it shall promptly disclose the outline of the resolution together with information about any other matters deemed appropriate by the Board of Directors of the Company.

7) Discontinuation of countermeasures or revocation of the decision to exercise countermeasures

Even after the Board of Directors of the Company has passed a resolution approving the exercise of countermeasures in accordance with the procedure prescribed in 6) above or has started exercising countermeasures, if i. the Purchaser has withdrawn the proposal for a Large-Scale Acquisition or ii. if there have been changes in the facts or other matters on which the judgment as to whether countermeasures should be exercised and it is no longer deemed appropriate to maintain the countermeasures that have been exercised from the perspective of protecting and enhancing the corporate value of the Company and the common interest of shareholders, the Board of Directors of the Company shall discontinue

countermeasures or revoke the decision to exercise countermeasures based on, or regardless of the presence or absence of or the content of, the recommendations of the Independent Committee. When the Board of Directors of the Company has passed such a resolution, it shall promptly disclose the outline of the resolution together with information about any other matters deemed appropriate by the Board of Directors of the Company.

8) Commencement of a Large-Scale Acquisition

The Purchaser shall comply with the procedures prescribed in 1) through 6) above and cannot move forward with the Large-Scale Acquisition unless the Board of Directors passes a resolution approving the exercise or non-exercise of countermeasures.

(2) Specific countermeasures to be exercised under this Plan

The countermeasures to be exercised by the Board of Directors of the Company based on its resolution as described in (1) 6) above shall, in principle, be the allotment of share acquisition rights (hereinafter the “Share Acquisition Rights”) without contribution. However, when the exercise of other countermeasures permitted in accordance with the Companies Act and other laws and regulations as well as the Articles of Incorporation of the Company is deemed appropriate, the other countermeasures may be exercised.

The outline of the allotment of the Share Acquisition Rights without contribution shall be as prescribed in Appendix 4 “Outline of the Allotment of Share Acquisition Rights Without Contribution.”

As described in (1) 7) above, the Board of Directors of the Company may discontinue countermeasures or revoke the decision to exercise countermeasures even after it has passed a resolution approving the exercise of countermeasures or has started exercising countermeasures. For example, in the case where the Board of Directors of the Company had passed a resolution approving the allotment of the Share Acquisition Rights without contribution as countermeasures, if the Purchaser has withdrawn the proposal for the Large-Scale Acquisition and the Board of Directors of the Company has passed a resolution described in (1) 7) above, the Board of Directors of the Company may discontinue the exercise of countermeasures by such way as aborting the allotment of the Share Acquisition Rights without contribution during the period until the day immediately preceding the ex-rights date pertaining to the record date set for the allotment of the Share Acquisition Rights without contribution and as the Company’s acquiring the Share Acquisition Rights without contribution during the period from the effective date of the allotment of the Share Acquisition Rights without contribution to the day immediately preceding the start date of the exercise period of the Share Acquisition Rights.

(3) Effective period, abolition, and change of this Plan

The effective period of this Plan shall be the period until the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2020 subject to the approval of this Ordinary General Meeting of Shareholders.

However, prior to the expiration of the effective period, if a resolution is passed to change or abolish this Plan at the General Meeting of Shareholders, this Plan will be changed or abolished



in accordance with the resolution at that time. As the term of office of Directors of the Company is stipulated as one year in the Company's Articles of Incorporation, the intentions of the shareholders may also be stated through the election of Directors. Similarly, if a resolution approving the abolition of this Plan is passed by the Board of Directors consisting of Directors elected at a General Meeting of Shareholders of the Company, this Plan shall be abolished at that time.

The Board of Directors of the Company may, to the extent deemed reasonably necessary due to any amendment of or change in interpretation or operation of the Companies Act, the Financial Instruments and Exchange Act, other laws and regulations or the rules of the financial instruments exchanges, or change in taxation systems, judicial precedent, etc., modify or change this Plan with the approval of the Independent Committee.

In cases where this Plan is abolished or changed, the Company shall disclose such a fact and (in the case of a change) the detail of the change together with information about any other matters deemed appropriate by the Board of Directors of the Company.

### 3. Rationale of the Plan

#### (1) The Plan is consistent with the Basic Policy

The continuation of this Plan is proposed for the purpose of protecting and enhancing the corporate value of the Company and the common interest of shareholders in the case where a Large-Scale Acquisition of shares of the Company is proposed by securing the information and time necessary for our shareholders to decide whether to accept the proposal for the Large-Scale Acquisition or for the Board of Directors of the Company to present an alternative proposal, as well as by enabling the Company to negotiate with the Purchaser on behalf of our shareholders or to take similar actions.

#### (2) The Plan does not undermine the common interest of shareholders

This Plan satisfies all three principles ("the principle of protecting and enhancing the corporate value and the common interest of shareholders," "the principle of prior disclosure and shareholders' will," "the principle of ensuring the necessity and reasonableness") prescribed in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" jointly published by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005 and is also based on the report "Takeover Defense Measures in Light of Recent Environmental Changes" published by the Corporate Value Study Group established in the Ministry of Economy, Trade and Industry on June 30, 2008.

#### (3) The Plan is not intended to protect the positions of Officers of the Company

In order to eliminate any arbitrary decision by the Board of Directors of the Company, the Company has established the Independent Committee which consists of persons who are independent of the management operating the Company's business as an advisory body to the

Board of Directors that is in charge of making objective decisions and recommendations concerning the administration of this Plan including the exercise of countermeasures.

Also, this Plan may be abolished anytime by the Board of Directors consisting of Directors who are elected by the General Meeting of Shareholders of the Company. Therefore, this Plan is not a dead-hand type takeover defense plan (i.e. a takeover defense plan whose activation cannot be prevented even after replacing a majority of the members of the Board of Directors).

#### 4. Impact on shareholders and investors

##### (1) Impact of the continuation of this Plan on shareholders and investors upon its taking effect

When the continuation of this Plan takes effect, none of the Share Acquisition Rights will be issued. Therefore, upon its taking effect, this Plan will not directly have any specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders and investors.

As noted in 2. (1) above, depending on factors including whether the Purchaser complies with this Plan, the response policy of the Company to the proposed Large-Scale Acquisition will be different. Therefore, shareholders and investors are advised to pay attention to any action that the Purchaser may or may not take.

##### (2) Impact on shareholders and investors at the time of allotment of the Share Acquisition Rights without contribution

In the case where the Board of Directors of the Company decides to exercise countermeasures and carry out allotment of the Share Acquisition Rights without contribution, the Share Acquisition Rights will be allotted without contribution to shareholders recorded in the last shareholder register as of the allotment date to be specified separately at the rate of up to two (2) Share Acquisition Rights per share held. Due to the nature of such a structure, while the allotment of the Share Acquisition Rights without contribution causes dilution of the value per share of the Company held by each shareholder and investor, it causes no dilution of the total value of the shares of the Company held by each shareholder and investor. As such, the allotment of the Share Acquisition Rights without contribution is not expected to directly have a specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders and investors.

However, as a result of the exercise of these countermeasures, the Purchaser may eventually be subject to certain impacts on its legal rights and economic benefits.

In cases where the Board of Directors of the Company has passed a resolution approving the allotment of the Share Acquisition Rights without contribution, but subsequently decides to discontinue countermeasures or revoke the decision to exercise countermeasures, which was exercised by the Board of Directors of the Company, in accordance with the procedure and other details prescribed in 2. (1) 7) above, the stock price of shares of the Company may fluctuate accordingly. For example, in cases where the Company aborts the exercise of countermeasures, after the shareholders to receive the allotment of the Share Acquisition Rights

without contribution are determined, by acquiring the Share Acquisition Rights without contribution and not delivering new shares, no dilution of economic value per share of the Company held by each shareholder and investor occurs. Accordingly, investors who have traded shares of the Company based on the expectation that dilution of economic value per share of the Company would occur may be exposed to a loss due to share price fluctuation.

In cases where discriminatory conditions are attached in relation to the exercise or acquisition of the Share Acquisition Rights, while the legal rights and economic benefits of the Purchaser are expected to be affected with regard to the said exercise or acquisition, such conditions are not expected to directly have a specific impact on the legal rights and economic benefits pertaining to shares of the Company held by shareholders and investors other than the Purchaser.

(3) Procedures need to be followed by shareholders in conjunction with the allotment of the Share Acquisition Rights without contribution

In cases where the Board of Directors of the Company has passed a resolution approving the allotment of the Share Acquisition Rights without contribution, the Board of Directors of the Company shall specify the allotment date, and give a public notice thereof. The Share Acquisition Rights will be allotted without contribution to shareholders recorded in the last shareholder register as of the allotment date, and those shareholders will naturally become the holders of the Share Acquisition Rights as of the effective date of the allotment of the Share Acquisition Rights without contribution.

Shareholders may need to exercise the Share Acquisition Rights within a prescribed period for the acquisition of new shares (In such cases, shareholders are required to pay a certain amount of money.). However, in cases where shareholders take procedures for the acquisition of the Share Acquisition Rights to which the Company attached acquisition terms, the shareholders other than the Purchaser will receive the Company's shares as consideration for the acquisition of the Share Acquisition Rights by the Company without exercising the Share Acquisition Rights, and thereby are not required to take any procedures including payment of cash.

In addition to the above, after the Board of Directors passes a resolution approving the allotment of the Share Acquisition Rights without contribution, the allotment method, the exercise method, the method of acquisition by the Company and other details of the required procedures will be, based on the applicable laws and regulations and rules of the financial instruments exchange, disclosed or notified by the Company to shareholders in a timely and appropriate manner for their confirmation.

(Note 1) This term is as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act. The same shall apply hereinafter unless otherwise prescribed. In the case of an amendment to any of the laws and regulations, etc. referred to in this Plan (including changes in the names of laws and regulations and the establishment of new laws and regulations, etc. that succeed old laws and regulations, etc.), any reference to the provisions of such laws and regulations, etc. in this Plan shall be deemed to be replaced

with a reference to the provisions of amended laws and regulations, etc. that substantively succeed the old provisions unless otherwise prescribed by the Board of Directors of the Company.

- (Note 2) This term means holders as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act and includes persons who are included in the category of holders pursuant to the provisions of Paragraph 3 of that Article.
- (Note 3) This term is as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. The same shall apply hereinafter.
- (Note 4) This term is as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act. The same shall apply hereinafter in ii.
- (Note 5) This term is as defined in Article 27-2, Paragraph 6 of the Financial Instruments and Exchange Act. The same shall apply hereinafter.
- (Note 6) This term is as defined in Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act. The same shall apply hereinafter.
- (Note 7) This term means Specially Related Parties as defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act. However, the parties set forth in item i. of that Paragraph shall exclude those who are prescribed in Article 3, Paragraph 2 of the Cabinet Office Ordinance on Disclosure Required for Tender Offer for Share Certificates, etc. by Person Other than Issuer. The same shall apply hereinafter.
- (Note 8) This term means Material Proposal as defined in Article 27-26, Paragraph 1 of the Financial Instruments and Exchange Act, Article 14-8-2, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act, and Article 16 of the Cabinet Office Ordinance on Disclosure of the Status of Large Volume Holding of Share Certificates, etc.
- (Note 9) A business day means a day other than the days set forth in the items of Article 1, Paragraph 1 of the Act on Holidays of Administrative Organs. The same shall apply hereinafter.
- (Note 10) This term means Joint Holder as defined in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act and includes persons who are determined by the Board of Directors of the Company to be deemed as Joint Holder pursuant to the provisions of Paragraph 6 of that Article. The same shall apply hereinafter.

Outline of the Independent Committee Regulation

1. The Independent Committee is established by resolution of the Board of Directors of the Company as an advisory body to the Board of Directors for the purpose of precluding any arbitrary decision of the Board of Directors concerning, among others, the exercise of countermeasures against a Large-Scale Acquisition and securing the objectivity and reasonableness of the decisions and responses of the Board of Directors.
2. The Independent Committee shall consist of three (3) or more committee members. The Independent Committee members shall be appointed, by resolution of the Board of Directors of the Company, from among persons who are either 1) Outside Directors, 2) Outside Audit & Supervisory Board Members, 3) outside experts (senior corporate executives with proven track record, ex-government officials, attorneys at law, certified public accountants, persons with academic experience or persons equivalent thereto) and who are independent from the senior executives in charge of business execution of the Company. The Company shall enter into a certain agreement with the Independent Committee members that contains provisions concerning the duty of due care of a prudent manager and confidentiality obligations.
3. The term of office of an Independent Committee member shall be the period from the day on which he or she is appointed to the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one (1) year after the appointment or another day separately agreed between the Company and the said member, unless otherwise prescribed by resolution of the Board of Directors of the Company.
4. The Independent Committee shall be convened by a Representative Director of the Company or any of the Independent Committee members.
5. The chairperson of the Independent Committee shall be elected among the Independent Committee members by a vote of the members.
6. A resolution of the Independent Committee shall be passed by a majority of the votes of the Independent Committee members present at the meeting, provided that all Independent Committee members are present. However, in the event of any of the Independent Committee members being unable to so act, or being prevented from so acting by any particular reason, such resolutions shall be, with a majority of all the Independent Committee members attending, adopted by a majority of votes of the Independent Committee members present.
7. The Independent Committee shall deliberate and make decisions on the matters listed in the following items and recommend its decisions to the Board of Directors of the Company clarifying the basis of the decisions:
  - (1) whether countermeasures under this Plan should be exercised;
  - (2) whether countermeasures under this Plan should be discontinued or aborted;
  - (3) whether this Plan should be abolished or changed; and
  - (4) any other matters on which the Board of Directors of the Company seeks advice in relation to this Plan to a considerable extent.

In deliberating and passing resolutions at the Independent Committee, each of the Independent Committee members shall do so solely from the perspective of whether the matter in question contributes to the corporate value of the Company and the common interest of shareholders and shall not do so for the purpose of seeking personal benefits for themselves or senior executives of the Company.

8. The Independent Committee may have a Director, Audit & Supervisory Board Member, employee or any other persons deemed necessary of the Company attend its meeting and request their opinion or explanation about the matters specified by the Independent Committee.
9. In performing its duties, the Independent Committee may, at the cost of the Company, obtain advice of outside experts that are independent from the senior executives who are in charge of business execution of the Company (including attorneys at law, certified public accountants, investment banks, securities companies, financial advisors, consultants, and other experts).

Career Summary of Independent Committee Members (in order of Japanese syllabary)

Takuya Oshida

April 1995 Registered as an attorney at law  
September 1999 Joined Haynes and Boone, LLP  
January 2000 Admitted to the New York State Bar  
July 2000 Joined Asahi Law Offices (current Nishimura & Asahi)  
January 2003 Partner of Asahi Law Offices (current Nishimura & Asahi) (incumbent)

Osamu Sudoh

April 1980 Registered as an attorney at law  
June 1999 Partner of Sudoh & Takai Law Offices  
September 2005 Outside Audit & Supervisory Board Member of BANDAI NAMCO Holdings Inc. (incumbent)  
June 2011 Outside Audit & Supervisory Board Member of Mitsui-Soko Co., Ltd. (current MITSUI-SOKO HOLDINGS Co., Ltd) (incumbent)  
May 2014 Established Sudoh & Partners (to the present)  
June 2016 Outside Audit & Supervisory Board Member of the Company (incumbent)  
Outside Audit & Supervisory Board Member of Keikyu Corporation (incumbent)

Kozo Nakagawa

November 1980 Joined Deloitte Haskins & Sells (current Deloitte Touche Tohmatsu LLC)  
February 1985 Registered as a certified public accountant  
October 2011 Director, Kozo Nakagawa Certified Public Accountant Office (to the present)  
December 2011 Registered as a certified tax accountant  
June 2012 Standing Outside Audit & Supervisory Board Member of the Company (incumbent)  
June 2013 Outside Audit & Supervisory Board Member of Nikki Co., Ltd. (incumbent)  
June 2015 External Director of Key Coffee INC. (Member of the Audit Committee) (incumbent)

Types of Large-Scale Acquisition Proposals That Are Considered to Significantly Undermine  
the Corporate Value of the Company and the Common Interest of Shareholders

1. Cases where the Purchaser is found to be a party who does not have any actual intention to participate in corporate management and is acquiring or intends to acquire share certificates, etc. of the Company only for the purpose of selling the share certificates, etc. of the Company to the Company or a related party of the Company at a high price after driving the share price higher (so-called greenmailer)
2. Cases where the Purchaser is found to be acquiring share certificates, etc. of the Company for the purpose of temporary controlling the management of the Company and having the assets of the Company or its group companies, including the intellectual property rights, know-how, confidential business information, main clients and customers, etc. which are necessary for the management of the Company or its group companies, transferred to the Purchaser or its group companies, etc.
3. Cases where the Purchaser is found to be acquiring share certificates, etc. of the Company for the purpose of using the assets of the Company or its group companies as collateral for or the source of funds to repay debts of the Purchaser or its group company, etc. after acquiring the control over the corporate management of the Company
4. Cases where the Purchaser is found to be acquiring share certificates, etc. of the Company for the purpose of disposing of real estate, securities and other high-value assets that are not currently related to the business of the Company or its group companies and temporarily paying higher dividends from the disposition proceeds or deliberately selling the share certificates, etc. of the Company at a high price as the share price surges during the period of the said temporarily higher dividends
5. Cases where the method of purchase of share certificates, etc. of the Company proposed by the Purchaser is found to impose restrictions on the opportunity or freedom of shareholders to make a decision by way of a so-called coercive two-tier tender offer (the method of carrying out the purchase of shares such as in a tender offer in two steps where the Purchaser does not solicit the sale of all share certificates, etc. of the Company in the first stage while specifying unfavorable terms and conditions for purchase in the second stage or not clarifying the terms and conditions for purchase in the second stage) and shareholders could be effectively forced to sell the share certificates, etc. of the Company
6. Cases where the terms and conditions for purchase of share certificates, etc. of the Company proposed by the Purchaser (including, but not limited to, the type, price and calculation basis of the consideration for the acquisition, the timing, method and other specific details of other terms and conditions of the acquisition, presence or absence of illegality and feasibility, etc. of the acquisition) are found to be significantly insufficient or inappropriate in light of the corporate value of the Company
7. Cases where the acquisition of controlling rights by the Purchaser is expectedly found to threaten to cause significant damage to the corporate value of the Company and the common interest of shareholders, including the interests of shareholders, customers, employees and other stakeholders, or significantly obstruct the protection and enhancement of the corporate value of the Company and the common interest of shareholders



8. Cases where the corporate value of the Company in the case of acquisition of controlling rights by the Purchaser, in comparisons with future corporate value in the medium to long-term, is found to be significantly lower than the corporate value of the Company in the case of no acquisition of controlling rights by the Purchaser
9. Cases where the Purchaser is found to be significantly inappropriate as a controlling shareholder of the Company from the perspectives of public order and morals
10. Cases which are similar to 1. through 9. above and found to significantly damage to the corporate value of the Company and the common interest of shareholders

## Outline of the Allotment of Share Acquisition Rights Without Contribution

1. Total number of the Share Acquisition Rights to be allotted  
The total number of the Share Acquisition Rights to be allotted shall be the number separately specified by the Board of Directors of the Company in the resolution approving the allotment of the Share Acquisition Rights Without Contribution (hereinafter “Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution”) and this number shall not exceed the number equivalent to two (2) times the final total number of issued shares of the Company as of a certain day separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution (hereinafter “Allotment Date”) (excluding the number of shares of the Company held by the Company as of the said date).
2. Shareholders entitled to the allotment  
The Share Acquisition Rights shall be allotted without contribution to shareholders whose names are recorded in the last shareholder register as of the Allotment Date at the rate of up to two (2) Share Acquisition Rights per common share of the Company held by the said shareholders (excluding shares of the Company held by the Company as of the said date) that is separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
3. Effective date of the allotment of the Share Acquisition Rights Without Contribution  
The effective date shall be the day separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.
4. Class and number of shares that are the subject of the Share Acquisition Rights  
The class of the shares that are the subject of the Share Acquisition Rights shall be common shares of the Company and the number of shares that are the subject of a Share Acquisition Right (hereinafter “Number of Subject Shares”) shall be the number separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution provided that the Number of Subject Shares shall not exceed one (1). However, in cases where the Company carries out a share split or share consolidation, the Number of Subject Shares shall be subject to the required adjustment.
5. Type and amount of assets to be contributed upon exercise of the Share Acquisition Rights  
The type of assets to be contributed upon exercise of the Share Acquisition Rights shall be money and the amount of assets to be contributed upon exercise of the Share Acquisition Rights per common share of the Company shall be the amount separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution provided that this amount shall be one (1) yen or more.
6. Restrictions on the transfer of the Share Acquisition Rights  
Any transfer of the Share Acquisition Rights shall be subject to the approval of the Board of Directors of the Company.
7. Exercise conditions of the Share Acquisition Rights  
A party falling under any of the following categories (hereinafter collectively referred to as “non-qualified parties”) is not entitled to exercise the Share Acquisition Rights: (1) specified large volume holder (Note 11), (2) joint holder of a specified large volume holder, (3) specified large

volume purchaser (Note 12), (4) specially related party of a specified large volume purchaser, (5) party who has received or succeeded the Share Acquisition Rights from any of the parties listed in (1) through (4) without obtaining the approval of the Board of Directors of the Company, or (6) related party (Note 13) of any of the parties falling under (1) through (5). The details of the exercise conditions of the Share Acquisition Rights shall be separately specified in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

8. Acquisition of the Share Acquisition Rights by the Company

The Company may acquire the Share Acquisition Rights held by parties other than nonqualified parties and deliver common shares of the Company at the rate of the Number of Subject Shares per Share Acquisition Right in exchange for them on the day separately specified by the Board of Directors of the Company. The details of the acquisition conditions of the Share Acquisition Rights shall be separately specified in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

9. Acquisition without contribution in the case of abortion, etc. of the exercise of countermeasures

In cases where the Board of Directors of the Company has aborted the exercise of countermeasures or other cases separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution, the Company may acquire all of the Share Acquisition Rights Without Contribution.

10. Exercise period, etc. of the Share Acquisition Rights

The exercise period of the Share Acquisition Rights and other necessary matters shall be separately specified by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

(Note 11) Specified large volume holder refers to a holder of share certificates, etc. issued by the Company whose ownership ratio of shares pertaining to the said share certificates, etc. is 20% or more or a party who falls under the category of specified large volume holder as determined by the Board of Directors of the Company. However, such a party shall not fall under the category of specified large volume holder if the Board of Directors of the Company has determined that the said party's acquiring or holding share certificates, etc. of the Company is not against the corporate value of the Company and the common interest of shareholders or if the said party is a party separately specified as such by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

(Note 12) Specified large volume purchaser refers to a party who has given a public notice to the effect that it will carry out a purchase, etc. (meaning "purchase, etc." as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this note) of share certificates, etc. (meaning "Share Certificates, etc." prescribed in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this note) issued by the Company through a tender offer and whose ownership ratio of share certificates, etc. pertaining to its ownership after the said purchase, etc. (including those prescribed by Article 7, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act as to be equivalent

thereto) as combined with the ownership ratio of share certificates, etc. of its specially related parties is 20% or more or a party who falls under the category of specified large volume purchaser as determined by the Board of Directors of the Company. However, such a party shall not fall under the category of specified large volume purchaser if the Board of Directors of the Company has determined that the said party's acquiring or holding share certificates, etc. of the Company is not against the corporate value of the Company and the common interest of shareholders or if the said party is a party separately specified as such by the Board of Directors of the Company in the Resolution Approving the Allotment of the Share Acquisition Rights Without Contribution.

(Note 13) A "related party" of a given party means a party who substantively controls or is controlled by or is under the common control with the other party (including those who are determined by the Board of Directors of the Company to fall under the said definition) or a party who is determined by the Board of Directors of the Company to act in cooperation with the other party. "Control" means the "cases where a party controls decisions on financial and business policies" of other companies, etc. (meaning the cases defined in Article 3, Paragraph 3 of the Ordinance for Enforcement of the Companies Act).