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Securities identification code: 9076

June 6, 2016

To our shareholders:

Yoshitaka Taguchi President and Chief Operating Officer

## SEINO HOLDINGS CO., LTD.

1, Taguchi-cho, Ogaki, Gifu

#### NOTICE OF THE 95TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 95th Ordinary General Meeting of Shareholders of SEINO HOLDINGS CO., LTD. (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail.

Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:00 p.m., Monday, June 27, 2016 (Japan Standard Time).

## **Meeting Details**

1. Date and time: Tuesday, June 28, 2016 at 10:00 a.m. (Japan Standard Time)

2. Venue: Sopia Hall, 3F, Softpia Japan Center Building

4-1-7, Kagano, Ogaki, Gifu

#### 3. Purposes:

#### Items to be reported:

- Business Report and Consolidated Financial Statements for the 95th Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
- 2. Non-Consolidated Financial Statements for the 95th Term (from April 1, 2015 to March 31, 2016)

### Items to be resolved:

**Proposal 1:** Appropriation of surplus **Proposal 2:** Election of ten (10) Directors

**Proposal 3:** Election of four (4) Audit & Supervisory Board Members

# **Reference Documents for the General Meeting of Shareholders**

## **Proposal 1: Appropriation of surplus**

The Company positions profit of shareholders as an important management policy and believes that the enhancement of shareholder capital with a mid-to-long term view and improvement of profitability are the greatest sources of the return of profits to shareholders.

The Company proposes to pay 17 yen per common share as the year-end dividends for this fiscal year. As such, the total annual dividends for this fiscal year, including the already implemented interim dividends of 11 yen, will be 28 yen per share.

- (1) Type of dividend property Cash
- (2) Allocation of dividend property and total amount thereof 17 yen per common share of the Company Total amount of dividends: 3,378,799,657 yen
- (3) Effective date of distribution of dividends of surplus June 29, 2016

# **Proposal 2:** Election of ten (10) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes that ten (10) Directors be elected, increasing their number by one (1) to enhance the management structure.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Yoshikazu Taguchi (March 1, 1938)	Representative I Ltd., Representa Ltd., Kanto Seir Co., Ltd., Tokai Transportation ( Kyushu Seino T Service Co., Ltd. Co., Ltd., Netz T Seino Trading C	Director and Chubu Supervising Manager of the Company Managing Director and Chubu Supervising Manager of the Company Senior Managing Director and General Manager of Sales Department of the Company, stationed in the Chubu Area Representative Senior Managing Director in charge of Management, General Manager of Sales Department of the Company Representative Director and Vice President of the Company President and Chief Operating Officer of the Company Chairman and Chief Executive Officer of the Company (present position)  current positions outside the Company Director and Chairman of Seino Transportation Co., ative Director of Hokkaido Seino Transportation Co., ative Director of Hokkaido Seino Transportation Co., Ltd., Seino Super Express Seino Transportation Co., Ltd., Nohi Seino Co., Ltd., Shikoku Seino Transportation Co., Ltd., Gransportation Co., Ltd., Gifu Hino Motor Toyota Gifu Co., Ltd., Seino Engineering Co., Ltd., Co., Ltd., and Seino Information Service Co., Ltd., fithe Taguchi Fukujukai Foundation.	3,269,656

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
2	Yoshitaka Taguchi (April 20, 1961)	Representative	Joined the Company Temporary assignment to Seino America Inc. President of the same Company General Manager and Assistant to the President of the Company Director of the Company in charge of Corporate Secretariat, General Manager of General Affairs Department, General Manager of Group Planning Office, and General Manager of Seino General Research Institute Managing Director of the Company in charge of the East Area and the Tohoku Area Senior Managing Director of the Company in charge of Labor Department Representative Director and Vice President of the Company in charge of Sales Headquarters and Accounting Department Representative Director and Vice President of the Company in charge of Management and Accounting Department Representative Director and Vice President of the Company in charge of Management and Accounting Department Representative Director and Vice President of the Company in charge of Management President and Chief Operating Officer of the Company (present position)  neurrent positions outside the Company] Director and Chairman of Kanto Unyu Co., Ltd., Director of Seino Transportation Co., Ltd.	615,644

No.	Name (Date of birth)		Career summary, position and responsibilities (significant concurrent positions outside the Company)	
3	Takao Taguchi (February 2, 1962)	Representative Ltd., President	Joined Nisshin Flour Milling Inc. Joined Gifu Hino Motor Co., Ltd. Director and Assistant General Manager of Sales Department of the same company Senior Managing Director of the same company Director and Assistant to Director in charge of Sales Headquarters of the Company Managing Director of the Company in charge of Sales Headquarters Senior Managing Director of the Company in charge of Sales Control Director of the Company in charge of Transportation Services Planning Department Senior Managing Director of Seino Transportation Co., Ltd. in charge of Management Director of the Company in charge of Sales Director of the Company in charge of Sales Director of the Company in charge of Business Promotion Department (Vehicle Sales and Related Services) Director of the Company in charge of Business Promotion Department (Vehicle Sales and Related Services), Accounting Department and Finance & IR Department (present position)  neurrent positions outside the Company] Director and Chairman of Toyota Corolla Gifu Co., of Gifu Hino Motor Co., Ltd., and Representative esident of Netz Toyota Gifu Co., Ltd.	43,360

No.	Name (Date of birth)		Career summary, position and responsibilities (significant concurrent positions outside the Company)	
4	Shizutoshi Otsuka (October 28, 1948)	March 1971 February 1989  November 2001 June 2003 October 2005 October 2005 June 2006  June 2009 June 2010  April 2011 April 2011 June 2013  April 2016	Joined the Company General Manager of Air and Marine Transportation Department, Air and Marine Transportation Services Department of the Company General Manager of Sales Department of the Company Director of the Company in charge of Sales Headquarters Director of the Company in charge of Corporate Planning Office Director of Seino Transportation Co., Ltd. in charge of Management Reform Headquarters Director of the Company in charge of Corporate Planning Office and Transportation Services Planning Department Director of the Company in charge of Corporate Planning Office and Information Systems Department Representative Director and Vice President of Seibu Transportation Co., Ltd. (currently Seino Super Express Co., Ltd.) Director of the Company in charge of Transportation Services Planning Department (Seibu Transportation Co., Ltd. Related) Representative Director and President of Seibu Transportation Co., Ltd. (currently Seino Super Express Co., Ltd.) Director of the Company in charge of Business Promotion Department (Transportation Services) Representative Director and President of Seino Transportation Co., Ltd. Director of the Company in charge of Business Promotion Department (Transportation Services) and Information Systems Department Director of the Company in charge of External Business (present position)	5,000

No.	Name (Date of birth)		Career summary, position and responsibilities (significant concurrent positions outside the Company)	
5	Masahiro Kamiya (August 13, 1953)	_	Joined the Company Temporary Assignment to Chubu Economic Federation Manager of the Yokkaichi Branch of the Company Associate Director of Accounting Department of the Company Director of Dotsu Seino Transportation Co., Ltd. (currently Hokkaido Seino Transportation Co., Ltd.), General Manager of Corporate Planning Department General Manager of Sales Department of Nohi Seino Transportation Co., Ltd. Director and General Manager of Sales Headquarters of the same company Managing Director and General Manager of Sales Department of the same company Senior Managing Director and General Manager of Sales Department of the same company Representative Director and President of the same company Senior Managing Director of Seino Transportation Co., Ltd. in charge of Sales Headquarters Director of the Company in charge of Real Estate Development Department Director of the Company in charge of New Business Development Department, Business Promotion Department (Transportation Services), Information Systems Department, and Real Estate Development Department (present position) Representative Director and President of Seino Transportation Co., Ltd. (present position) ncurrent positions outside the Company Director and President of Seino Transportation Co.,	5,742

No.	Name (Date of birth)		Career summary, position and responsibilities (significant concurrent positions outside the Company)	
6	Hidemi Maruta (March 4, 1963)	April 1985 July 1992 July 1995 May 1996 October 1997 June 2001 March 2002 December 2004 October 2005 October 2005 April 2012 June 2013 April 2014 June 2014	Joined the National Tax Agency Superintendent of Monbetsu Tax Office Director of Co-ordination Department, Sapporo Regional Taxation Bureau Consul, Consulate-General of Japan in Hong Kong Joined the Company as General Manager of Corporate Planning Office Director of the Company in charge of Accounting Department and Employee's Pension Fund Director of the Company in charge of Accounting Department and Finance & IR Department Director of the Company in charge of Accounting Department, Finance & IR Department, Loan Management Department, Group Management Department, and Accounting and Auditing Office Director of Seino Transportation Co., Ltd. in charge of Accounting Department, Finance Department, and Loan Management Department Director of the Company in charge of Accounting Department, Finance & IR Department, and Loan Management Department Director of the Company in charge of Accounting Department, Finance & IR Department, and Real Estate Development Department. Director of the Company in charge of Accounting Department and Finance & IR Department Director of the Company in charge of Accounting Department, Finance & IR Department Director of the Company in charge of Accounting Department, Finance & IR Department Director of the Company in charge of Accounting Department, Finance & IR Department Director of the Company in charge of Accounting Department, Finance & IR Department, and International Strategies Office Director of the Company in charge of International Strategies Office (present position)	1,000
		_	current positions outside the Company] sory Board Member of Seino Super Express Co.,	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
7	Harumi Furuhashi (April 13, 1957)	March 1981 July 2003 October 2005 April 2007 April 2009 April 2011 April 2012	Joined the Company General Manager of Eco Business Department of the Company General Manager of Operations Department of Seino Transportation Co., Ltd. General Manager of Sales Department stationed in the Chubu Area of the same company Executive Officer of the same company, General Manager in charge of Shizuoka Mikawa Area Executive Officer of the same company, General Manager in charge of Meito Area Director of the same company in charge of Human Resources Department (present position) General Manager of Human Resources Department of the Company	8,000
		June 2013	Director of the Company in charge of General Affairs Department, Human Resources Department, and Corporate Promotion Department (present position)	

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
8	Yuji Tanahashi (October 13, 1934)	Director and Ch Director of Japa	Joined the Ministry of International Trade and Industry Vice-Minister of International Trade and Industry Special Advisor to the Ministry of International Trade and Industry, Executive Advisor to the Research Institute of International Trade and Industry Executive Advisor to the Industrial Bank of Japan, Limited. Professor of Faculty of Law and Graduate School of Law at Doshisha University Chairman of New Energy Foundation President and Chief Executive Officer of Japan Petroleum Exploration Co., Ltd. Outside Director of SMK Corporation (present position) Outside Director of the Company (present position) Chairman of Japan Petroleum Exploration Co., Ltd. Admission as a Lawyer (Daiichi Tokyo Bar Association) (present position) Of-Council of City-Yuwa Partners (present position) Outside Director, K& Energy Group Inc. (present position) Director and Chairman, Japan Petroleum Exploration Co., Ltd. (present position) current positions outside the Company] nairman of Japan Petroleum Exploration Co., Ltd., un Canada Oil Sands Co., Ltd. and Japex Offshore,	
		Director of Japa Ltd.	an Canada Oil Sands Co., Ltd. and Japex Offshore,	

No.	Name (Date of birth)		Career summary, position and responsibilities (significant concurrent positions outside the Company)	
9	Kenjiro Ueno (January 1, 1939)		Joined Showa Denko K.K. Joined Haruhiko Kusano Law Office Opened Ueno Law Office Executive Governor of Japan Federation of Bar Associations Outside Audit & Supervisory Board Member of Tokyo Toyota Co., Ltd. Commission Chair of Equity Commission at the Supreme Court Outside Director of the Company (present position) Outside Audit & Supervisory Board Member of Oji Paper Co., Ltd. Representative of Ueno & Hanasato Law Office (present position) Outside Audit & Supervisory Board Member of Oji Holdings Corporation (present position) neurrent positions outside the Company] of Ueno & Hanasato Law Office	
10	*Nobuyuki Nozu (May 24, 1961)	April 1985 January 2014 July 2014 July 2014 April 2015 April 2016	Joined the Tokai Bank, Ltd. (currently the Bank of Tokyo-Mitsubishi UFJ, Ltd.) Joined the Company as General Manager of Corporate Planning Office Executive Manager of the Accounting Department and Finance & IR Department of the Company (present position) General Manager of Finance Department of Seino Transportation Co., Ltd. Executive Officer and General Manager of Finance Department at the same company Director in charge of the Accounting Department and Finance Department at the same company (present position)	

## Notes:

- 1. An asterisk (\*) indicates a new candidate for Director.
- 2. Special interest between the candidates for Directors and the Company are as follows:
  - (1) Candidate for Director Yoshikazu Taguchi also has a post as Representative Director at Shikoku Seino Transportation Co., Ltd., with which the Company has a competitive relationship in terms of operational consignment and the like.
  - (2) Candidate for Director Yoshikazu Taguchi also has a post as Chairman at the Taguchi Fukujukai Foundation, which is the largest shareholder holding 12.49% of the total equity of the Company.
  - (3) Candidate for Director Yoshitaka Taguchi also has a post as Representative Director and Chairman at Kanto Unyu Co., Ltd., with which the Company has a competitive relationship in terms of operational consignment and the like.
  - There are no other special interests between the Company and other candidates.
- 3. Among candidates for Directors, Yuji Tanahashi and Kenjiro Ueno are both candidates for Outside Directors.
  - (1) The reason for selecting Yuji Tanahashi as a candidate for Outside Director is that he has demonstrated great success over many years as national government official, and still successfully holds many important positions including his position at JAPEX. He has also obtained qualifications as a lawyer; thus, together with his experience and insight, he is expected to provide oversight and monitoring on management based on

- the law. Moreover, he also serves as a member of an independent committee for the anti-takeover measures which was approved at the 93rd Ordinary General Meeting of Shareholders that was held on June 26, 2014.
- (2) The reason for selecting Kenjiro Ueno as a candidate for Outside Director, is that he is a lawyer working as a Representative at the Ueno & Hanasato Law Office and is expected to advise and monitor the Board of Directors with his rich knowledge and experience based on his own legal insight. While he does not have any direct experience in the management of a company, he is well-versed in corporate legal affairs through his many years of experience as a legal specialist. Furthermore, based on his past record as Outside Director of the Company, it has been judged that he will be able to appropriately execute his duties as an Outside Director in the future as well. He also serves as a member of an independent committee for anti-takeover measures, the same as Yuji Tanahashi.
- (3) The Company has concluded limited liability agreements with both individuals limiting their liabilities specified in Article 423, Paragraph 1 of the Companies Act, based on the provisions of Article 427, Paragraph 1 of the Companies Act. Their maximum amount of liability shall be 20 million yen or the amount stipulated by laws and regulations, whichever is higher. In the event that this proposal is approved, the Company plans to continue these agreements.
- 4. The Company has registered Yuji Tanahashi and Kenjiro Ueno as Independent Officers with the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. as stipulated by provisions of the said Exchanges. Upon approval of this proposal, the Company plans to continue the registration of both individuals as Independent Officers at both Exchanges.
- 5. The terms of office of Yuki Tanahashi and Kenjiro Ueno, candidates for Outside Directors, as Outside Directors of the Company will be eleven years at the conclusion of this meeting.

# Proposal 3: Election of four (4) Audit & Supervisory Board Members

The terms of office of all four (4) Audit & Supervisory Board Members will expire at the conclusion of this meeting. Accordingly, the Company proposes that four (4) Audit & Supervisory Board Members be elected.

The Audit & Supervisory Board has given its consent to this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)		Career summary, position and responsibilities (significant concurrent positions outside the Company)	
		March 1977	Joined the Company	
		October 1999	Deputy General Manager of Operations Department	
			of the Company	
		July 2001	General Manager of Sales Planning and	
	Takahiko Kumamoto		Management Office of the Company	
1	(April 19, 1954)	July 2003	Temporary Assignment to Seino Business Support	0
	(April 12, 1254)		Co., Ltd.	
		October 2005	General Manager of Corporate Planning Office of	
			the Company	
		June 2008	Standing Audit & Supervisory Board Member of	
			the Company (present position)	
		March 1980	Joined the Company	
		July 2002	General Manager of Accounting Department of the	
			Company	
		June 2008	Director of Seino Transportation Co., Ltd. in charge	
2	Shingo Terada		of Accounting Department and Loan Management	2,000
_	(March 16, 1958)		Department	2,000
		April 2010	Director of the same company in charge of	
			Accounting Department	
		June 2012	Standing Audit & Supervisory Board Member of	
			the Company (present position)	

No.	Name (Date of birth)		Career summary, position and responsibilities (significant concurrent positions outside the Company)	
3	Fumio Kato (January 20, 1944)	May 1997  July 1998  July 1999  July 2000  July 2001  August 2002  July 2004  July 2004  October 2005  June 2015  November 2015  April 2016	Director of Review Department (Large Enterprise Examination), Large Enterprise Examination Department, Nagoya Regional Taxation Bureau Director of Co-ordination Department (Large Enterprise Examination), Large Enterprise Examination Department of the same bureau Director of Management Department (Large Enterprise Examination), Large Enterprise Examination Department of the same bureau Deputy Assistant Regional Commissioner (Large Enterprise Examination Department) of the same bureau Superintendent of Showa Tax Office Representative of Fumio Kato Certified Tax Accountant Office (present position) Outside Audit & Supervisory Board Member of the Company (present position) Audit & Supervisory Board Member of Gifu Hino Motor Co., Ltd. (present position) Outside Audit & Supervisory Board Member of Seino Transportation Co., Ltd. Outside Corporate Auditor of Ibiden Co., Ltd. (present position) Outside Director (Audit Committee Member) of Himaraya Co., Ltd. (present position) Audit & Supervisory Board Member of Seino Transportation Co., Ltd. (present position)	owned 0
		Representative of October 1978	current positions outside the Company] of Fumio Kato Certified Tax Accountant Office  Joined Nagoya Office of Shinko Audit Corporation  Paragraphic of Fiji Kosamakay Cartified Tay	
4	Eiji Kasamatsu (January 6, 1954)	October 2005  June 2015  April 2016  [Significant conc	Representative of Eiji Kasamatsu Certified Tax Accountant Office (present position) Chief Audit Commissioner of Takahama City Outside Audit & Supervisory Board Member of the Company (present position) Representative of Kasamatsu & Partners (present position) Outside Audit & Supervisory Board Member of Seino Transportation Co., Ltd. Outside Audit & Supervisory Board Member of Yamanaka Co., Ltd. (present position) Audit & Supervisory Board Member of Seino Transportation Co., Ltd. (present position) current positions outside the Company] of Eiji Kasamatsu Certified Tax Accountant Office	0

#### Notes:

- There are no special interests between the Company and the candidates for Audit & Supervisory Board
  Members
- Among the candidates for Audit & Supervisory Board Members, Fumio Kato and Eiji Kasamatsu are both candidates for Outside Audit & Supervisory Board Members.
  - (1) The reason for selecting Fumio Kato as a candidate for Outside Audit & Supervisory Board Member is that he is qualified as a Certified Public Tax Accountant, and is expected to provide appropriate advice based on his abundant tax knowledge accumulated over many years as an officer of the Regional Taxation Bureau. While he does not have any direct experience in the management of a company, he is well-versed in corporate tax affairs through his many years of experience as a tax specialist. Furthermore, based on his past record as Outside Audit & Supervisory Board Member of the Company, it has been judged that he will be able to appropriately execute his duties as an Outside Audit & Supervisory Board Member in the future as well.
  - (2) The reason for selecting Eiji Kasamatsu as a candidate for Outside Audit & Supervisory Board Member is that he is qualified as a Certified Public Accountant, and is expected to provide advice to ensure appropriate accounting based on his abundant experience accumulated through his involvement in the accounting operations of a variety of companies. While he does not have any direct experience in the management of a company, he is well-versed in corporate accounting and tax affairs through his many years of experience as an accounting and tax specialist. Furthermore, based on his past record as Outside Audit & Supervisory Board Member of the Company, it has been judged that he will be able to appropriately execute his duties as an Outside Audit & Supervisory Board Member in the future as well.
  - (3) The Company has concluded limited liability agreements with both individuals limiting their liabilities specified in Article 423, Paragraph 1 of the Companies Act, based on the provisions of Article 427, Paragraph 1 of the Companies Act. Their maximum amount of liability shall be 20 million yen or the amount stipulated by laws and regulations, whichever is higher. In the event that this proposal is approved, the Company plans to continue these agreements.
- 3. The Company has registered Fumio Kato and Eiji Kasamatsu as Independent Officers with the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. as stipulated by provisions of the said Exchanges. Upon approval of this proposal, the Company plans to continue the registration of both individuals as Independent Officers at both Exchanges.
- 4. The terms of office of Fumio Kato and Eiji Kasamatsu, candidates for Outside Audit & Supervisory Board Members, as Outside Audit & Supervisory Board Members of the Company will be twelve years at the conclusion of this meeting.