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Securities identification code: 9076
June 5, 2018

To our shareholders:

Yoshitaka Taguchi
President and Chief Operating Officer
SEINO HOLDINGS CO., LTD.
1, Taguchi-cho, Ogaki, Gifu

NOTICE OF THE 97TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 97th 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 or electronically (via the internet, etc.). Please exercise your voting rights no later than 5:00 p.m., Tuesday, June 26, 2018 (Japan Standard Time) after reviewing the attached Reference Documents for the General Meeting of Shareholders.

1. Date and Time Wednesday, June 27, 2018 at 10:00 a.m. (Japan Standard Time)

2. Venue: Sophia Hall, 3F, Softpia Japan Center Building
4-1-7, Kagano, Ogaki, Gifu

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 97th Term (from April 1, 2017 to March 31, 2018), 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 97th Term (from April 1, 2017 to March 31, 2018)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Nine (9) Directors
- Proposal 3:** Election of One (1) Audit & Supervisory Board Member
- Proposal 4:** Final Payment of Retirement Benefits in Conjunction with Abolition of Retirement Benefit Plan for Officers
- Proposal 5:** Introduction of a Stock Compensation Plan for Directors
- Proposal 6:** Payment of Retirement Benefits to a Retiring Audit & Supervisory Board Member

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company positions profit of shareholders as an important management policy. It has a basic policy of implementing interim dividends, paying annual dividends of 11 yen per share or higher in principle and maintaining a consolidated payout ratio of around 30% while enhancing shareholder capital with a mid-to-long term view and improving profitability.

Based on this policy, the Company proposes to pay 19 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 30 yen per share.

(1) Type of dividend property

Cash

(2) Allocation of dividend property to shareholders and total amount thereof

19 yen per common share of the Company

Total amount of dividends: 3,805,596,222 yen

(3) Effective date of distribution of dividends of surplus

June 28, 2018

Proposal 2: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes that nine (9) Directors be elected, including three (3) Outside Directors.

The candidates for Directors are as follows:

No.	Name	Current position, etc.		Attendance at Board of Directors meetings
1	Yoshitaka Taguchi	President and Chief Operating Officer	Reelection	100% (13 out of 13 times)
2	Takao Taguchi	Representative Director in charge of Business Promotion Department (Vehicle Sales and Related Services)	Reelection	100% (13 out of 13 times)
3	Masahiro Kamiya	Director in charge of Business Promotion Department (Transportation Services), Information Systems Department, and Real Estate Development Department	Reelection	100% (13 out of 13 times)
4	Hidemi Maruta	Director in charge of International Strategies Office	Reelection	100% (13 out of 13 times)
5	Harumi Furuhashi	Director in charge of General Affairs Department, Human Resources Department, and Corporate Promotion Department	Reelection	100% (13 out of 13 times)
6	Nobuyuki Nozu	Director in charge of Finance & IR Department and Accounting Department	Reelection	100% (13 out of 13 times)
7	Kenjiro Ueno	Outside Director Independent Officer	Reelection Outside Independent	100% (13 out of 13 times)
8	Meyumi Yamada	Outside Director Independent Officer	Reelection Outside Independent	100% (10 out of 10 times)
9	Shintaro Takai		New election Outside Independent	—

- Notes: 1. Candidate for Director Meyumi Yamada was elected at the 96th Ordinary General Meeting of Shareholders that was held on June 28, 2017 and assumed office. Accordingly, the number of her attendance at the Board of Directors meetings differs from that of the other candidates.
2. Refer to the following pages for details on the candidates.

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yoshitaka Taguchi (April 20, 1961)	<p>Mar. 1985 Joined the Company</p> <p>May 1985 Temporary assignment to Seino America Inc.</p> <p>Jan. 1988 President of the same company</p> <p>May 1989 General Manager and Assistant to the President of the Company</p> <p>July 1989 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</p> <p>July 1991 Managing Director of the Company in charge of the East Area and the Tohoku Area</p> <p>June 1996 Senior Managing Director of the Company in charge of Labor Department</p> <p>Oct. 1998 Representative Director and Vice President of the Company in charge of Sales Headquarters and Accounting Department</p> <p>June 1999 Representative Director and Vice President of the Company in charge of Management and Accounting Department</p> <p>June 2001 Representative Director and Vice President of the Company in charge of Management</p> <p>June 2003 President and Chief Operating Officer of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and Chairman of Kanto Unyu Co., Ltd., Representative Director of Seino Transportation Co., Ltd., Hokkaido Seino Transportation Co., Ltd., Kanto Seino Transportation Co., Ltd., Seino Super Express Co., Ltd., Tokai Seino Transportation Co., Ltd., Nohi Seino Transportation Co., Ltd., Shikoku Seino Transportation Co., Ltd., Kyushu Seino Transportation Co., Ltd., Seino Customs Clearance Service Co., Ltd., Gifu Hino Motor Co., Ltd., Netz Toyota Gifu Co., Ltd., Seino Engineering Co., Ltd., Seino Trading Co., Ltd., and Seino Information Service Co., Ltd., External Director of MARUI GROUP CO., LTD. (scheduled to assume the position in June 2018), and Chairman of the Taguchi Fukujukai Foundation</p>	676,052

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Takao Taguchi (February 2, 1962)	<p>Apr. 1984 Joined Nisshin Flour Milling Inc.</p> <p>July 1992 Joined Gifu Hino Motor Co., Ltd.</p> <p>June 1995 Director and Assistant General Manager of Sales Department of the same company</p> <p>Apr. 1998 Senior Managing Director of the same company</p> <p>June 1999 Director and Assistant to Director in charge of Sales Headquarters of the Company</p> <p>Apr. 2000 Managing Director of the Company in charge of Sales Headquarters</p> <p>June 2003 Senior Managing Director of the Company in charge of Sales Control</p> <p>Oct. 2005 Director of the Company in charge of Transportation Services Planning Department</p> <p>Oct. 2005 Senior Managing Director of Seino Transportation Co., Ltd. in charge of Management</p> <p>June 2006 Director of the Company in charge of Sales</p> <p>June 2007 Director of the Company in charge of Vehicle Sales and Related Services Planning Department</p> <p>Apr. 2011 Director of the Company in charge of Business Promotion Department (Vehicle Sales and Related Services)</p> <p>June 2015 Representative Director of the Company in charge of Business Promotion Department (Vehicle Sales and Related Services)</p> <p>Aug. 2015 Representative Director of the Company in charge of Business Promotion Department (Vehicle Sales and Related Services), Accounting Department and Finance & IR Department</p> <p>June 2016 Representative Director of the Company in charge of Business Promotion Department (Vehicle Sales and Related Services) (present position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and Chairman of Toyota Corolla Gifu Co., Ltd., President of Gifu Hino Motor Co., Ltd., and Representative Director and President of Netz Toyota Gifu Co., Ltd.</p>	431,853

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Masahiro Kamiya (August 13, 1953)	<p>Mar. 1979 Joined the Company</p> <p>Jan. 1981 Temporary Assignment to Chubu Economic Federation</p> <p>Apr. 1982 Manager of the Yokkaichi Branch of the Company</p> <p>July 1984 Associate Director of Accounting Department of the Company</p> <p>July 1987 Director of Dotsu Seino Transportation Co., Ltd. (currently Hokkaido Seino Transportation Co., Ltd.), General Manager of Corporate Planning Department</p> <p>Aug. 1991 General Manager of Sales Department of Nohi Seino Transportation Co., Ltd.</p> <p>Aug. 1992 Director and General Manager of Sales Headquarters of the same company</p> <p>June 2003 Managing Director and General Manager of Sales Department of the same company</p> <p>June 2007 Senior Managing Director and General Manager of Sales Department of the same company</p> <p>Apr. 2011 Representative Director and President of the same company</p> <p>June 2013 Senior Managing Director of Seino Transportation Co., Ltd. in charge of Sales Headquarters</p> <p>June 2015 Director of the Company in charge of Real Estate Development Department</p> <p>Apr. 2016 Director of the Company in charge of New Business Development Department, Business Promotion Department (Transportation Services), Information Systems Department, and Real Estate Development Department</p> <p>Apr. 2016 Representative Director and President of Seino Transportation Co., Ltd. (present position)</p> <p>June 2016 Director of the Company in charge of Business Promotion Department (Transportation Services), Information Systems Department, and Real Estate Development Department (present position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and President of Seino Transportation Co., Ltd.</p>	17,742

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Hidemi Maruta (March 4, 1963)	<p>Apr. 1985 Joined the National Tax Agency</p> <p>July 1992 Superintendent of Monbetsu Tax Office</p> <p>July 1995 Director of Co-ordination Department, Sapporo Regional Taxation Bureau</p> <p>May 1996 Consul, Consulate-General of Japan in Hong Kong</p> <p>Oct. 1997 Joined the Company as General Manager of Corporate Planning Office</p> <p>June 2001 Director of the Company in charge of Accounting Department and Employee's Pension Fund</p> <p>Mar. 2002 Director of the Company in charge of Accounting Department and Finance & IR Department</p> <p>Dec. 2004 Director of the Company in charge of Accounting Department, Finance & IR Department, Loan Management Department, Group Management Department, and Accounting and Auditing Office</p> <p>Oct. 2005 Director of Seino Transportation Co., Ltd. in charge of Accounting Department, Finance Department, and Loan Management Department</p> <p>Oct. 2005 Director of the Company in charge of Accounting Department, Finance & IR Department, and Loan Management Department</p> <p>Apr. 2012 Director of the Company in charge of Accounting Department, Finance & IR Department, and Real Estate Development Department.</p> <p>June 2013 Director of the Company in charge of Accounting Department and Finance & IR Department</p> <p>Apr. 2014 Director of the Company in charge of Accounting Department, Finance & IR Department, and International Strategies Office</p> <p>June 2014 Director of the Company in charge of International Strategies Office (present position)</p> <p>[Significant concurrent positions outside the Company] Audit & Supervisory Board Member of Seino Super Express Co., Ltd., Seino Customs Clearance Service Co., Ltd., and Seino Trading Co., Ltd.</p>	31,000

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Harumi Furuhashi (April 13, 1957)	<p>Mar. 1981 Joined the Company</p> <p>July 2003 General Manager of Eco Business Department of the Company</p> <p>Oct. 2005 General Manager of Operations Department of Seino Transportation Co., Ltd.</p> <p>Apr. 2007 General Manager of Sales Department stationed in the Chubu Area of the same company</p> <p>Apr. 2009 Executive Officer of the same company, General Manager in charge of Shizuoka Mikawa Area</p> <p>Apr. 2011 Executive Officer of the same company, General Manager in charge of Meito Area</p> <p>Apr. 2012 Director of the same company in charge of Human Resources Department</p> <p>Apr. 2012 General Manager of Human Resources Department of the Company</p> <p>June 2013 Director of the Company in charge of General Affairs Department, Human Resources Department, and Corporate Promotion Department (present position)</p>	26,000
6	Nobuyuki Nozu (May 24, 1961)	<p>Apr. 1985 Joined the Tokai Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Jan. 2014 Joined the Company as General Manager of Corporate Planning Office</p> <p>July 2014 Executive Manager of the Accounting Department and Finance & IR Department of the Company</p> <p>July 2014 General Manager of Finance Department of Seino Transportation Co., Ltd.</p> <p>Apr. 2015 Executive Officer and General Manager of Finance Department at the same company</p> <p>Apr. 2016 Director in charge of the Accounting Department and Finance Department of the same company</p> <p>June 2016 Director of the Company in charge of Finance & IR Department and Accounting Department (present position)</p> <p>Apr. 2018 Director of Seino Transportation Co., Ltd. in charge of Finance Department (present position)</p>	9,100

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Kenjiro Ueno (January 1, 1939)	Apr. 1961 Joined Showa Denko K.K. Apr. 1966 Joined Haruhiko Kusano Law Office Apr. 1984 Opened Ueno Law Office Apr. 1987 Executive Governor of Japan Federation of Bar Associations June 1994 Outside Audit & Supervisory Board Member of Tokyo Toyota Co., Ltd. July 2001 Commission Chair of Equity Commission at the Supreme Court June 2005 Outside Director of the Company (present position) June 2007 Outside Audit & Supervisory Board Member of Oji Paper Co., Ltd. Mar. 2012 Representative of Ueno & Hanasato Law Office (present position) Oct. 2012 Outside Audit & Supervisory Board Member of Oji Holdings Corporation [Significant concurrent positions outside the Company] Representative of Ueno & Hanasato Law Office	15,000
8	Meyumi Yamada (August 30, 1972)	Apr. 1995 Joined KOEI KOGYO Co., Ltd. May 1997 Joined Kiss Me Cosmetics Co., Ltd. (currently ISEHAN Co., Ltd) July 1999 Co-founding Representative Director of I- Style Co., Ltd. Apr. 2000 Co-founding Representative Director of istyle Inc. Dec. 2009 Director of istyle Inc. (present position) May 2012 Representative Director and President of Cyberstar Inc. Sept. 2015 Director of MEDIA GLOBE Co., Ltd. (present position) Mar. 2016 Representative Director and President of ISPartners Inc. (present position) Sept. 2016 Director of Eat Smart, Inc. (present position) June 2017 Outside Director of JAPAN POST INSURANCE Co., Ltd. (present position) June 2017 Outside Director of the Company (present position) [Significant concurrent positions outside the Company] Director of istyle Inc., Representative Director and President of ISPartners Inc. and Outside Director of JAPAN POST INSURANCE Co., Ltd.	3,000

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
9	* Shintaro Takai (January 24, 1973)	<p>Apr. 1999 Admission as a Lawyer (Daiichi Tokyo Bar Association) Joined Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu)</p> <p>Jan. 2007 Partner attorney at Schulte Roth & Zabel LLP (New York)</p> <p>Feb. 2010 Outside Audit & Supervisory Board Member of MIKI SHOKO CO., LTD (present position)</p> <p>Sept. 2014 Outside Director of ARRK CORPORATION (present position)</p> <p>June 2016 Representative attorney of Takai & Partners (present position)</p> <p>June 2016 Outside Director of Works Applications Co., Ltd.</p> <p>[Significant concurrent positions outside the Company] Outside Director of ARRK CORPORATION</p>	0

- Notes:
1. An asterisk (*) indicates a new candidate for Director.
 2. When nominating candidates for Director, an impartial and strict review is carried out by the Human Resources Department based on the Company's basic policy for corporate governance, which states that "a candidate be an individual that has excellent character, insight, ability and extensive experience, as well as a strong sense of ethics" and "a candidate for Outside Director be an individual that fulfills the requirements for independence established by the Tokyo Stock Exchange."
 3. Special interest between the candidates for Directors and the Company are as follows:
 - (1) Candidate for Director Yoshitaka Taguchi also has a post as Representative Director and Chairman at Kanto Unyu Co., Ltd. and 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 Yoshitaka Taguchi also has a post as Chairman at the Taguchi Fukujukai Foundation, which is the largest shareholder holding 12.89% of the total equity of the Company.
 - (3) There are no other special interests between the Company and other candidates.
 4. Among candidates for Directors, Kenjiro Ueno, Meyumi Yamada, and Shintaro Takai are candidates for Outside Directors.
 - (1) 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. Moreover, he also serves as a member of an Independent Committee for the anti-takeover measures which was approved at the 96th Ordinary General Meeting of Shareholders that was held on June 28, 2017.
 - (2) The reason for selecting Meyumi Yamada as a candidate for Outside Director is that the Company judges that she will contribute to the Company's sustainable growth because she further diversifies values utilizing a woman's perspective, and her selection is in line with "ensuring diversity, including active participation of women," a part of the Company's basic policy for corporate governance. She also serves as a member of an Independent Committee for the anti-takeover measures, the same as Kenjiro Ueno.
 - (3) The reason for selecting Shintaro Takai as a candidate for Outside Director is that he is a person who contributes to "providing appropriate opinions, advise, suggestions, etc. from an independent and objective standpoint based on extensive experience, highly specialized knowledge, etc." as set forth in the Company's Corporate Governance Code, and the Company judges that the depth of his legal knowledge in the international field will contribute to the promotion of internationalization, which is a focus of the Company, and the enhancement of the governance system. 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. Accordingly, it has been judged that he will be able to appropriately execute his duties as an Outside Director. He will also become a member of the Independent Committee for the anti-takeover measures, the same as Kenjiro Ueno and Meyumi Yamada.
 - (4) The Company has concluded limited liability agreements with both Kenjiro Ueno and Meyumi Yamada 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. If their reelection is approved, the Company plans to continue these agreements. Furthermore, if the election of Shintaro Takai is approved, the Company plans to enter into the same limited liability agreement with him.

5. The Company has registered Kenjiro Ueno and Meyumi Yamada as Independent Officers with the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. as stipulated by provisions of the said Exchanges. If their reelection is approved, the Company plans for their appointment as independent officers to continue. Furthermore, Shintaro Takai satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. If the election of Shintaro Takai is approved, the Company plans to register him as an Independent Officer with the said Exchanges.
6. Kenjiro Ueno and Meyumi Yamada are currently Outside Directors of the Company, and their terms of office as Outside Directors of the Company will be thirteen years and one year, respectively, at the conclusion of this meeting.
7. Meyumi Yamada is well-known by the name Yamada, and that name is therefore presented here, but her name as recorded on the official family register is Meyumi Hara.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The Company proposes that one (1) Audit & Supervisory Board Member be elected as a substitute for Standing Audit & Supervisory Board Member Takahiko Kumamoto, who will resign at the conclusion of this meeting.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary and position (significant concurrent positions outside the Company)	Number of the Company's shares owned
Nobuhiko Ito (April 5, 1962)	Mar. 1985	Joined the Company
	Dec. 2004	General Manager of Group Management Department of the Company
	Oct. 2005	General Manager of Group Management Department of Seino Transportation Co., Ltd.
	Apr. 2009	Managing Director and General Manager of Administration H.Q. of Seibu Transportation Co., Ltd. (currently Seino Super Express Co., Ltd.)
	June 2011	Standing Audit & Supervisory Board Member of the same company (present position)
		0

Note: There are no special interests between the Company and the candidate for Audit & Supervisory Board Member.

Proposal 4: Final Payment of Retirement Benefits in Conjunction with Abolition of Retirement Benefit Plan for Officers

As part of the review of the officer remuneration system at the Board of Directors meeting held on May 11, 2018, a resolution was adopted to abolish the retirement benefit plan for officers at the conclusion of this meeting.

Accordingly, in the event that Proposal 2 is approved, the Company wishes to make a final payment of retirement benefits according to the criteria established by the Company to reward Directors Yoshitaka Taguchi, Takao Taguchi, Masahiro Kamiya, Hidemi Maruta, Harumi Furuhashi and Nobuyuki Nozu, who will be reappointed, and Audit & Supervisory Board Member Shingo Terada, who is currently in office, for their contribution up to the conclusion of this meeting.

The timing of payment shall be upon retirement of each Director and Audit & Supervisory Board Member, while the specific amounts, method, etc. shall be decided by the Board of Directors with respect to Directors and through discussion by the Audit & Supervisory Board Members with respect to Audit & Supervisory Board Members.

The career summaries of the Directors and Audit & Supervisory Board Members subject to this final payment are as follows:

Name	Career summary	
Yoshitaka Taguchi	July 1989	Director of the Company
	June 2003	President and Chief Operating Officer of the Company (present position)
Takao Taguchi	June 1999	Director of the Company
	June 2015	Representative Director of the Company (present position)
Masahiro Kamiya	June 2015	Director of the Company (present position)
Hidemi Maruta	June 2001	Director of the Company (present position)
Harumi Furuhashi	June 2013	Director of the Company (present position)
Nobuyuki Nozu	June 2016	Director of the Company (present position)
Shingo Terada	June 2012	Standing Audit & Supervisory Board Member of the Company (present position)

Proposal 5: Introduction of a Stock Compensation Plan for Directors

1. Reason for Proposal

This Proposal is to seek approval for matters regarding the introduction of a new stock compensation plan for Directors (excluding Outside Directors; “Eligible Directors”), the “Board Benefit Trust” (BBT; the “Plan”).

The objective of the introduction of the Plan is to further enhance Eligible Directors’ mindset towards contributing to enhancing the medium- to long-term corporate value of the Company through clarification of the linkage between the compensation of Eligible Directors and the Company’s share value, so that Eligible Directors share with shareholders not only the benefits from rising share prices, but also the risks associated with falling share prices. In light of the above objective, the Company considers this Proposal appropriate.

This Proposal is to seek approval for the amount of compensation, etc. for the purpose of providing new stock compensation to the Company’s Directors, which is separate from the amount of the compensation of Directors (including Outside Directors) (within 25 million yen per month; excluding the employment salary of Directors who concurrently serve as employees) resolved at the 68th ordinary general meeting of shareholders on July 28, 1989 and the total amount of monetary claims as compensation to be paid in order to grant restricted shares to Directors (including Outside Directors) (within 600 million yen per year (of which 100 million yen or less shall be for Outside Directors; excluding the employment salary of Directors who concurrently serve as employees)) resolved at the 96th ordinary general meeting of shareholders on June 28, 2017. Details of the Plan shall be decided by the Board of Directors within the limitations stated in 2. below.

If Proposal 2 is approved and passed as proposed, the number of the Company’s Directors who are subject to the Plan will be 6.

2. Amount of compensation, etc. and reference information related to the Plan

(1) Overview of the Plan

The Plan is a stock compensation plan whereby the Company’s shares are acquired through a trust (the trust set up based on the Plan is hereinafter referred to as the “Trust”) using funds contributed by the Company as capital, and the acquired shares and money in the amount equivalent to the value of the Company’s shares converted at market value (the “Company’s Shares, Etc.”) are granted to Eligible Directors through the Trust according to their positions or the like, pursuant to the predetermined Rules on Stock Benefits for Directors. In principle, the Company’s Shares, Etc. are provided to Eligible Directors at the time of retirement from a position of Eligible Director of the Company.

(2) Beneficiaries of the Plan

Directors (excluding Outside Directors)

(3) Trust period

The trust period is from August 2018 (tentative) until the Trust terminates. (The Trust will continue without an established ending date for as long as the Plan exists. The Plan will terminate if the Company’s shares are delisted or the Rules on Stock Benefits for Directors are abolished, or for other such reasons.)

(4) Amount of trust (amount of compensation, etc.)

The Company shall, subject to the approval of this Proposal, introduce the Plan for the three-year period from the fiscal year ending March 31, 2019 to the fiscal year ending March 31, 2021 (the “Initial Target Period”; the Initial Target Period and every three fiscal years commencing after the Initial Target Period has passed are hereinafter each referred to as a “Target Period”) and each subsequent Target Period and shall contribute the following amount to the Trust as capital for the Trust to acquire the Company’s shares in order to grant the Company’s Shares, Etc. to Eligible Directors.

Firstly, the Company shall, upon establishing the Trust, contribute a maximum of 360 million yen as capital necessary in the Initial Target Period.

Moreover, even after the elapse of the Initial Target Period, the Company shall contribute an extra amount of 360 million yen maximum to the Trust for every subsequent Target Period, in principle, until the termination of the Plan. However, if an additional contribution is to be made and there are Company's shares (excluding the Company's shares equivalent to the number of points granted to Eligible Directors that are yet to be given to them with respect to each Target Period until the most recent Target Period) and money remaining in the Trust's assets (the "Residual Shares, Etc."), the sum of the amount of the Residual Shares, Etc. (with Company's shares calculated by book value as of the last day of the preceding Target Period) and the additional contribution must be within 360 million yen.

During a Target Period, the Company may contribute funds to the Trust multiple times until the accumulated amount contributed reaches each maximum amount stated above.

The Company will conduct timely and proper disclosure when a decision for additional contributions is made.

(5) Method of acquiring the Company's shares and the number of shares to be acquired

The Company's shares shall be acquired by the Trust through the stock market or purchasing disposed treasury shares of the Company using the funds contributed by the Company in (4) above as capital, and new shares will not be issued. Accordingly, the total number of issued shares of the Company will not increase and no dilution will occur when the Trust acquires the Company's shares.

In the Initial Target Period, a maximum of 120 thousand shares shall be acquired without delay after the establishment of the Trust.

Details of the acquisition of the Company's shares by the Trust will be disclosed in a timely and proper manner.

(6) Calculation method of the number of the Company's Shares, Etc., to be granted to Eligible Directors

For each fiscal year, Eligible Directors shall be granted a certain number of points to be determined in consideration of their positions or the like in accordance with the Rules on Stock Benefits for Directors. The total amount of points per fiscal year granted to Eligible Directors is up to 40 thousand points. The Company has taken into consideration the level of compensation current Directors receive, fluctuations in and prospects regarding the number of Eligible Directors, and other such matters and has deemed the decision reasonable.

The points granted to Eligible Directors shall be exchanged at a rate of one share of the Company's common stock for one point when granting the Company's Shares, Etc. as set forth in (7) below (however, in the event that the Company conducts a stock split, allotment of shares without consideration, stock consolidation, or the like with respect to its shares after the approval of this Proposal, then based on the ratio or the like of the stock split, etc., reasonable adjustments shall be made to the maximum number of points and points already granted or to the ratio of exchange).

The number of points which will be the basis for determining the Company's Shares, Etc. to be granted to an Eligible Director, as stated in (7) below, will be the number of points granted to the Eligible Director up to the time of retirement in principle (points calculated in such a manner are hereinafter referred to as the "Final Number of Points").

(7) Grant of the Company's Shares, Etc.

In principle, if an Eligible Director retires and fulfills the beneficiary requirements stated in the Rules on Stock Benefits for Directors, then by completing the prescribed procedures for the determination of beneficiaries, the Eligible Director shall be granted, from the Trust, the Company's shares in the number equivalent to his or her Final Number of Points determined as stated in (6) above after his or her retirement. However, if the requirements set forth in the Rules on Stock Benefits for Directors are satisfied, a certain percentage of the points must be converted to money equivalent to the market value of the Company's shares in place of granting those shares. To prepare for payment in cash, sales of Company's shares through the Trust may occur.

(8) Exercise of voting rights

The Trust shall uniformly refrain from exercising the voting rights for the shares of the Company held in the Trust's account, in accordance with instructions of the trust administrator. In such a way, the Trust aims to ensure its neutrality towards the Company's management with regard to the exercise of the voting rights for the shares of the Company held in the Trust's account.

(9) Handling of dividends

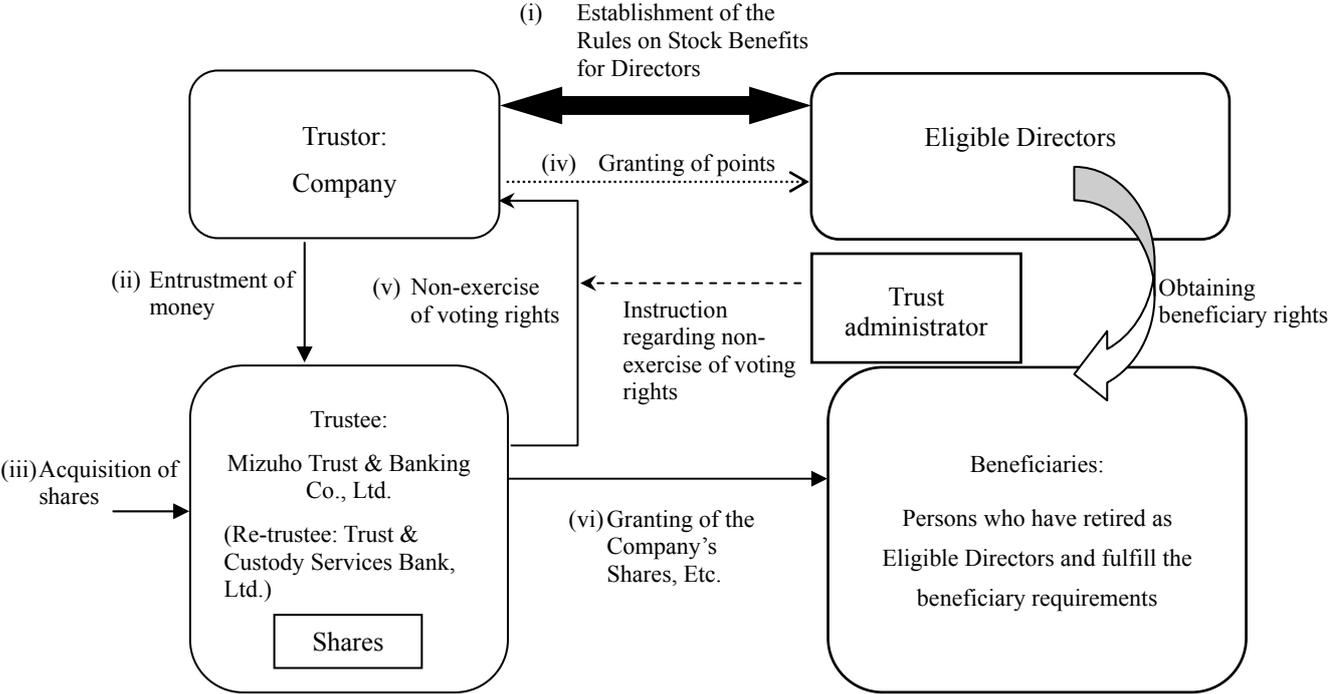
Dividends associated with the Company's shares within the Trust's account shall be received by the Trust and allocated to the capital for the acquisition of the Company's shares and Trust fees to be paid to trustees associated with the Trust, among others. Dividends that remain in the Trust's assets upon termination of the Trust, in accordance with the Rules on Stock Benefits for Directors, shall be contributed to a group that does not have any interest in the Company or in the Company's Directors or shall be divided among the Eligible Directors in office at that time in proportion to their points.

(10) Procedures upon termination of the Trust

The Trust will terminate in certain circumstances, such as when the Company's shares are delisted or when the Rules on Stock Benefits for Directors are abolished.

Any shares of the Company remaining in the Trust's assets upon termination of the Trust shall be acquired by the Company without charge and cancelled by a resolution of the Board of Directors. Any money remaining in the Trust's assets upon termination of the Trust shall be paid to the Company after deducting any amount to be contributed to a group or paid to Eligible Directors pursuant to (9) above.

Reference: Structure of the Plan



- (i) The Company establishes the Rules on Stock Benefits for Directors within the framework approved at the general meeting of shareholders.
- (ii) The Company entrusts money within the limits approved under this Proposal.
- (iii) The Trust acquires shares of the Company through the stock market or purchasing disposed treasury shares of the Company using the money entrusted in (ii) as capital.
- (iv) The Company grants points to Eligible Directors pursuant to the Rules on Stock Benefits for Directors.
- (v) The Trust shall, in accordance with instructions of the trust administrator who is independent from the Company, refrain from exercising the voting rights for the Company's shares in the Trust's account.
- (vi) The Trust grants the Company's shares to those who have retired as Eligible Directors and fulfill the beneficiary requirements set forth in the Rules on Stock Benefits for Directors (the "Beneficiaries") in proportion to the number of points granted to that Beneficiary. However, if an Eligible Director fulfills the requirements set forth in the Rules on Stock Benefits for Directors, the Eligible Director receives money equivalent to the market value of the Company's shares for a certain percentage of the points granted to them.

Proposal 6: Payment of Retirement Benefits to a Retiring Audit & Supervisory Board Member

In recognition of his service during his time in office, the Company wishes to pay retirement benefits to standing Audit & Supervisory Board Member Takahiko Kumamoto, who will resign at the conclusion of this meeting, according to the rules on retirement benefits of the Company.

The specific amount, timing, method, etc. shall be determined through discussion by Audit & Supervisory Board Members.

The career summary of the retiring Audit & Supervisory Board Member is as follows:

Name	Career summary	
Takahiko Kumamoto	June 2008	Standing Audit & Supervisory Board Member of the Company (present position)