

*[NOTICE: This is a translation of the “Resolution results at the 111<sup>th</sup> Annual Shareholders’ Meeting” released on July 2, 2019 as an Extra Ordinary Report. The translation from its original in Japanese is provided for your reference purposes only. In the event of any discrepancy, the Japanese original shall prevail.]*

### **Resolution results at the 111<sup>th</sup> Annual Shareholders’ Meeting**

1. Date of the Annual Shareholders’ Meeting  
Thursday, June 27, 2019

2. Details of the matters resolved

Proposal 1: Appropriation of Surplus

Year-end dividends

Type of dividends                      Cash

Dividends to pay                      JPY 15 per share

Total JPY 712,798,935

Effective date                      June 28, 2019

Proposal 2: Partial Amendments to the Articles of Incorporation

(1) In an effort to better define business lines based on the current business of the Group, the Company proposes to add the business purposes of two subsidiaries of the Company in the current Article 2 (Purpose) of the Articles of Incorporation.

(2) In order to enable appropriate responses to future business creation and business expansion and corporate governance structures enhanced by increased Outside Directors, etc., the Company proposes to revise the number of Directors as set forth in the current Article 19 (Number of Directors) of the Articles of Incorporation, from “eight (8) or less” to “ten (10) or less.”

Proposal 3: Election of Eight (8) Directors

Election of Messrs. Seigo Hanji, Kotaro Kashiya, Toshiyuki Sasaki, Masaki Ikawa, Motoyuki Miyo, Yoshiaki Sato, Toshikazu Takei, Kiyotaka Hoshinaga as Directors

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

Election of Mr. Masaaki Tamaya, Ms. Kuniko Tanabe, Mr. Kazuo Matsuda as Audit & Supervisory Board Members

Amendment motion for the Agenda Item No. 4

An amendment motion was submitted by a shareholder to exclude Mr. Masaaki Tamaya from the candidates for the Audit & Supervisory Board.

Proposal 5: Election of One (1) substitute member of Audit & Supervisory Board

Election of Mr. Nobuyuki Ishiwata as a substitute member of Audit & Supervisory Board

Proposal 6: Payment of Bonuses to Directors

To pay Bonuses to 4 directors who were at Director’s position as of March 31, 2019 (excluding two outside directors). Total amount is JPY 181,300,000 calculated according to the Company’s specified standards.

Proposal 7: Determination of Amount and Other Details of Performance-linked Stock-based Remuneration for Directors

Introduction of a new performance-linked stock-based remuneration scheme using trusts (the “Scheme”) for Directors of the Company. The Scheme is to provide incentives to Directors enhancing the Company’s performance and corporate value over the medium to long term, by aligning the remuneration for Directors and the Company’s performance and share value.

3. Number of voting rights that were exercised as the manifestation of the intention of approval, disapproval, or abstention for the proposed items for resolution; requirement for adoption thereof; and resolution results thereof

Proposal	For	Against	Abstain	Quorum and other Requirement for adoption	Resolution Results (Approval ratio) (%)
Proposal 1	382,706	660	7	Note 1	Approved 96.9
Proposal 2	381,708	1,658	7	Note 2	Approved 96.6
Proposal 3					
Seigo Hanji	372,933	10,176	264		94.4
Kotaro Kashiya	373,701	9,665	7		94.6
Toshiyuki Sasaki	379,714	3,652	7		96.1
Masaki Ikawa	379,728	3,638	7	Note 3	Approved 96.1
Motoyuki Miyo	374,210	9,156	7		94.7
Yoshiaki Sato	374,223	9,143	7		94.7
Toshikazu Takei	380,780	2,586	7		96.4
Kiyotaka Hoshinaga	380,682	2,684	7		96.4
Proposal 4					
Masaaki Tamaya	352,720	30,646	7	Note 3	Approved 89.3
Kuniko Tanabe	301,796	81,570	7		76.4
Kazuo Matsuda	333,674	49,691	7		84.5
Proposal 5	339,467	43,899	7	Note 3	Approved 85.9
Proposal 6	370,572	12,794	7	Note 1	Approved 93.8
Proposal 7	370,085	13,281	7	Note 1	Approved 93.7

Note:

1. Requires an approval by a majority of the voting rights of the shareholders present at the meeting who may exercise voting rights.
2. Requires an approval by more than two thirds of the voting rights of the shareholders present at the meeting, and shareholders in aggregate with more than one third of the voting rights should be present at the meeting.

3. Requires an approval by a majority of the voting rights of the shareholders present at the meeting, and shareholders in aggregate with more than one third of the voting rights should be present at the meeting.
  4. Regarding the Agenda Item No. 4, the number of votes for amendment motion is not counted because the original proposal was approved as a legal resolution as per Companies Act and there is not compatible with amendment motion.
4. Reason why a portion of the number of voting rights of the shareholders present at the meeting was not included in the number of voting rights

The requirement for adoption was satisfied by the aggregation of the number of voting rights exercised by the date immediately before the date of the meeting and the number of voting rights of some shareholders present at the meeting whose intention of approval or disapproval of each proposal was confirmed. As a result, the resolutions were legally adopted pursuant to the Companies Act. Therefore, the number of voting rights of other shareholders present at the meeting whose intention of approval, disapproval or abstention was not confirmed was not included in the calculation.