

*Note: This Notice is an excerpt translation of the Japanese original for reference purposes only. In the event of any discrepancy between this translated Notice and the Japanese original, the original shall prevail.  
The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.*

Security Code: 7936

March 4, 2016

Dear Shareholders,

Motoi Oyama  
President and CEO, Representative Director  
**ASICS Corporation**  
7-1-1, Minatojima-Nakamachi, Chuo-ku,  
Kobe-shi, Hyogo

## **Notice of the 62nd Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 62nd Ordinary General Meeting of Shareholders of ASICS Corporation (hereinafter, the “Company” or “we”), to be held on Friday, March 25, 2016, as described below.

If you are unable to attend the meeting, you may exercise your voting rights by postal voting or electronic voting (via the Internet, etc.). Please examine the “Reference Documents for General Meeting of Shareholders” hereinafter described and return to us the enclosed Voting Form or exercise your voting rights using the voting rights exercise website designated by the Company (<http://www.evotep.jp/>), indicating whether you are for or against the proposals. Your voting shall be received by us no later than 5:40 p.m. on Thursday, March 24, 2016 (Japan Standard Time).

### **Details**

**1. Date and Time:**

Friday, March 25, 2016, at 10:00 a.m. (Doors open at 9:00 a.m.)

**2. Place:**

ASICS Atrium, 1<sup>st</sup> floor of the Company’s Kobe Head Office  
7-1-1, Minatojima-Nakamachi, Chuo-ku, Kobe-shi, Hyogo

**3. Agenda:**

**Matters to be reported:**

1. Report on the Business Report, the Consolidated Financial Statements, and the results of audit on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 62nd fiscal year ended December 31, 2015 (January 1, 2015 - December 31, 2015)
2. Report on the Non-Consolidated Financial Statements for the 62nd fiscal year ended December 31, 2015 (January 1, 2015 - December 31, 2015)

**Matters to be resolved:**

- Proposal 1:** Appropriation of the Surplus
- Proposal 2:** Partial Amendment to the Articles of Association
- Proposal 3:** Election of Eight Directors
- Proposal 4:** Election of Four Audit & Supervisory Board Members
- Proposal 5:** Election of One Substitute Audit & Supervisory Board Member

#### **4. Predetermined Terms of the Convening**

- (1) If you exercise your voting rights both by postal voting and electronic voting (via the Internet, etc.), the electronic voting (via the Internet, etc.) shall be deemed to be valid.
- (2) If you exercise your voting rights by electronic voting (via the Internet, etc.) for multiple times, only the last voting be valid.

---

Notes:

- \* When attending the meeting, you are kindly requested to submit the enclosed Voting Form at the reception desk.
- \* If you exercise your voting rights by proxy, another shareholder who holds a voting right may attend the General Meeting of Shareholders as the proxy. In this case, please note that the proxy is requested to submit a written document certifying the authority of proxy.
- \* The Matters Regarding Stock Acquisition Rights of the Company, the Basic Policy Regarding Control of the Company, the Consolidated Statement of Changes in Net Assets, the Notes to Consolidated Financial Statements, the Non-consolidated Statement of Changes in Net Assets and the Notes to Non-Consolidated Financial Statements, which are parts of the documents that the Company shall provide in conjunction with this Notice, are posted on the Company's website (<http://corp.asics.com/jp/>; Japanese only) as provided for in laws and regulations and Article 15 of the Company's Articles of Association. Please visit the aforementioned website to view these materials.  
The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor, and the Business Report audited by the Audit & Supervisory Board Members consist of documents included in this Notice and the aforementioned documents posted on the Company's website.
- \* If any modifications are made to items in the Reference Documents for General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or the Consolidated Financial Statements, such modifications will be posted on the Company's website (<http://corp.asics.com/jp/>; Japanese only).
- \* The results of the resolutions of this General Meeting of Shareholders will be posted on the Company's website (<http://corp.asics.com/jp/>; Japanese only) on the Internet following the conclusion of the meeting, instead of written notification sent by mail.

## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal 1: Appropriation of the Surplus

Regarding the appropriation of surplus, we recognize that the return of profits to shareholders is one of management's top priorities. As for dividends, in principle, we pay dividends in accordance with our status of profits while taking into account the reinforcing of corporate structure and future business development. To this end, we make it our basic policy to allocate approximately 20% of consolidated net income to the source of dividends unless extraordinary factors arise.

We propose that the year-end dividends for the 62nd fiscal year will be 23.50 yen per share.

#### Details of the year-end dividends

(1) Type of dividend property

Cash

(2) Allotment of dividend property and total amount thereof

Common stock of the Company	23.50 yen per share
Total amount of the dividends	4,460,756,347yen

(3) Effective date for the dividends from the surplus

March 28, 2016

**Proposal 2: Partial Amendment to the Articles of Association**

(1) Reason for the amendments

In accordance with the “Act for Partial Amendment of the Companies Act” (Act No. 90 of 2014) which took effect on May 1, 2015, the Company may enter into a contract limiting liability with directors who are not executive directors, etc. and Audit & Supervisory Board Members. Therefore, the Company proposes to make a partial amendment to Article 28 and Article 37 of the Articles of Association so that these directors and Audit & Supervisory Board Members would be able to fully discharge their obligations as expected.

Note that consent has been obtained from all Audit & Supervisory Board Members for the amendment to Article 28 of the Articles of Association.

(2) Contents of the amendments

The Articles of Association will be partially amended as follows.

(The underlined parts indicate changes.)

Current Articles of Association	Proposed Amendments
<p>Article 1 to Article 27 (Provisions omitted)</p> <p>Article 28 (Exemption of Liability of Directors) 1. Pursuant to Paragraph 1, Article 426 of the Companies Act, the Company may, by a resolution of the board of directors, exempt the liability of directors (including former directors) of Paragraph 1, Article 423 of the same law to the limit allowed by the law.</p>	<p>Article 1 to Article 27 (No change)</p> <p>Article 28 (Exemption of Liability of Directors) (No change)</p>
<p>2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may, conclude contracts with <u>external</u> directors in regard to indemnity liability of Paragraph 1, Article 423 of the same law, to the effect of limiting the total amount set in Paragraph 1 of Article 425 of the same law.</p>	<p>2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may, conclude contracts with directors (<u>excluding a director who is an executive director, etc.</u>) in regard to indemnity liability of Paragraph 1, Article 423 of the same law, to the effect of limiting the total amount set in Paragraph 1 of Article 425 of the same law.</p>
<p>Article 29 to Article 36 (Provisions omitted)</p>	<p>Article 29 to Article 36 (No change)</p>
<p>Article 37 (Exemption of Liability of Auditors) 1. Pursuant to Paragraph 1, Article 426 of the Companies Act, the Company may, by a resolution of the board of directors, exempt the liability of auditors (including former auditors) of Paragraph 1, Article 423 of the same law to the limit allowed by the law. 2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may, conclude contracts with <u>outside</u> auditors in regard to indemnity liability of Paragraph 1, Article 423 of the same law to the effect of limiting the total amount set in Paragraph 1 of Article 425 of the same law.</p>	<p>Article 37 (Exemption of Liability of Auditors) (No change)</p> <p>2. Pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act, the Company may, conclude contracts with auditors in regard to indemnity liability of Paragraph 1, Article 423 of the same law to the effect of limiting the total amount set in Paragraph 1 of Article 425 of the same law.</p>
<p>Article 38 to Article 45 (Provisions omitted)</p>	<p>Article 38 to Article 45 (No change)</p>

### Proposal 3: Election of Eight Directors

The terms of office of all nine Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes to elect eight Directors. If this proposal is approved, four out of the eight Directors will be Independent Outside Directors.

All four candidates for Outside Directors in this proposal satisfy the “Selection Criteria for Independent Outside Directors and Independent Outside Audit & Supervisory Board Members” on pages 19 to 20, and are deemed to be independent. The Company intends to notify the Tokyo Stock Exchange of the status of all candidates as independent directors.

The candidates for the Directors are as follows:

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company		
1	<div style="display: flex; justify-content: space-around; border: 1px solid black; padding: 2px;"> <span>Inside Director</span> <span>Reappointment</span> </div> <p><b>Motoi Oyama</b> (February 2, 1951)</p> <ul style="list-style-type: none"> <li>• Number of years in office as Director: 11 years and 9 months</li> <li>• Status of attendance to Board of Directors meeting: 13/13 (100%)</li> <li>• Number of the Company's shares owned: 37,146</li> </ul>	April	1974	Joined Nissho Iwai Corporation (currently Sojitz Corporation) (Retired in December 1981)
		January	1982	Joined the Company
		January	1997	General Manager, Walking Department, Footwear Division
		July	2001	President and Chief Operating Officer of ASICS Europe B.V.
		June	2004	Director, Senior General Manager of Marketing Division and President and Chief Operating Officer of ASICS Europe B.V.
		April	2005	Director in charge of Overseas, Senior General Manager of Marketing Division, General Manager of Marketing Department and Chairman & CEO, ASICS Europe B.V.
		July	2006	Managing Director, in charge of Overseas Affairs, Senior General Manager of Marketing Division and Chairman & CEO, ASICS Europe B.V.
		August	2007	Managing Director, in charge of Overseas and Corporate Strategy Department, Senior General Manager of Marketing Division and Chairman & CEO, ASICS Europe B.V.
		April	2008	President and Representative Director
		April	2011	President and CEO, Representative Director (present)
	Reason for the nomination as candidate for Director	Since assuming the position of President and Representative Director in April 2008, Mr. Oyama has been promoting globalization efforts, structural reforms and other initiatives of the ASICS Group. He has also been involved in developing the new Five-Year Strategic Plan, “ASICS Growth Plan (AGP) 2020,” and continues to work on strengthening and expanding business operations on a global scale. The Company believes he is capable of putting its corporate philosophy into practice and executing business strategy, and accordingly proposes his re-election as Director.		

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company	
2	<div style="border: 1px solid black; display: inline-block; padding: 2px; margin-bottom: 5px;">Inside Director</div> <div style="border: 1px solid black; display: inline-block; padding: 2px; margin-left: 10px; margin-bottom: 5px;">Reappointment</div> <p><b>Katsumi Kato</b> (December 29, 1958)</p> <ul style="list-style-type: none"> <li>• Number of years in office as Director: 3 years and 9 months</li> <li>• Status of attendance to Board of Directors meeting: 13/13 (100%)</li> <li>• Number of the Company's shares owned: 17,700</li> </ul>	<p>April 1981</p> <p>April 2008</p> <p>April 2010</p> <p>June 2012</p> <p>April 2014</p> <p>January 2016</p>	<p>Joined the Company</p> <p>President and Chief Operating Officer of ASICS Europe B.V.</p> <p>Executive Officer, General Manager of Global Business Department</p> <p>Director and Executive Officer, Senior General Manager of Global Sales &amp; Marketing Division</p> <p>Director and Managing Executive Officer, Senior General Manager of Global Sales Division and Associate General Manager of Task Force for Tokyo 2020</p> <p>Director and Managing Executive Officer, General Manager of Global Sales Division (present)</p> <p>In charge of Global Marketing Division, Global Footwear Product and Merchandising Division, Global Lifestyle Division, Global Sales Division and Global SCM Department</p>
	Reason for the nomination as candidate for Director	<p>Mr. Kato has abundant experience and knowledge in the sales and marketing realms, and in his capacity as Director in charge of sales and marketing has appropriately engaged in the important business execution, decision-making and supervision regarding management. The Company believes he is capable of putting its corporate philosophy into practice and executing business strategy, and accordingly proposes his re-election as Director.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company	
3	<div style="display: flex; justify-content: space-between; border: 1px solid black; padding: 2px;"> <span data-bbox="263 264 368 309">Inside Director</span> <span data-bbox="376 264 481 309">Reappointment</span> </div> <p data-bbox="256 353 475 409"><b>Isao Kato</b> (February 25, 1963)</p> <ul style="list-style-type: none"> <li data-bbox="256 421 481 495">• Number of years in office as Director: 2 years and 9 months</li> <li data-bbox="256 506 481 580">• Status of attendance to Board of Directors meeting: 13/13 (100%)</li> <li data-bbox="256 591 481 645">• Number of the Company's shares owned: 8,800</li> </ul>	February 1989	Joined the Company
	April 2013	Executive Officer, Senior General Manager of Global Accounting & Finance Division and General Manager of Accounting & Finance Department	
June 2013	Director and Executive Officer, Senior General Manager of Global Accounting & Finance Division and General Manager of Accounting & Finance Department		
January 2016	Director and Managing Executive Officer, General Manager of Corporate Strategy Department (present)		
In charge of Global Accounting & Finance Division and Corporate Strategy Department			
Reason for the nomination as candidate for Director	Mr. Kato has abundant experience and knowledge in the accounting & finance and corporate strategy realms, and in his capacity as Director in charge of accounting & finance and corporate strategy has appropriately engaged in the important business execution, decision-making and supervision regarding management. The Company believes he is capable of putting its corporate philosophy into practice and executing business strategy, and accordingly proposes his re-election as Director.		

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company	
4	<div style="display: flex; justify-content: space-around; border: 1px solid black; width: fit-content; margin-bottom: 5px;"> <span style="border: 1px solid black; padding: 2px;">Inside Director</span> <span style="border: 1px solid black; padding: 2px;">New Candidate</span> </div> <p data-bbox="256 701 456 752">Manabu Nishimae (August 13, 1954)</p> <p data-bbox="256 768 472 808">•Number of the Company's shares owned: 0</p>	<p>April 1977</p> <p>April 1999</p> <p>June 2002</p> <p>April 2003</p> <p>April 2008</p> <p>April 2010</p> <p>April 2011</p> <p>December 2014</p> <p>April 2015</p> <p>October 2015</p> <p>January 2016</p>	<p>Joined Honda Motor Co., Ltd.</p> <p>Vice President of American Honda Motor Co., Inc., North American Division of the said Company</p> <p>Director, Chief Operating Officer for Power Product Operations of the said Company</p> <p>Director, Deputy Chief Operating Officer for Regional Sales Operations (Japan) and General Manager of Sales Operations of the said Company</p> <p>Executive Officer, President of Honda Canada Inc., North American Division of the said Company</p> <p>Managing Officer, Chief Operating Officer for Regional Operations (Europe, the Middle &amp; Near East and Africa) of the said Company</p> <p>Managing Officer, Chief Operating Officer for Regional Operations (Europe, the Middle &amp; Near East and Africa) of the said Company and President of Honda Motor Europe Ltd. (Retired in June 2014)</p> <p>Senior Adviser of the Company</p> <p>Director of ASICS Japan Corporation</p> <p>Executive Officer of the Company, President and Representative Director of ASICS Japan Corporation and President and Representative Director of ASICS Sales Corporation</p> <p>Executive Officer of the Company, President and Representative Director of ASICS Japan Corporation (present)</p>
	<p data-bbox="512 1099 1114 1128">&lt;Important concurrent positions outside the Company&gt;</p> <p data-bbox="512 1137 1241 1167">President and Representative Director of ASICS Japan Corporation</p>		
	Reason for the nomination as candidate for Director	<p data-bbox="512 1178 1409 1458">Mr. Nishimae has abundant experience and knowledge in the realms of domestic and overseas business operations as a corporate manager of an automotive manufacturer. He has also been promoting structural reforms of domestic operations and other such initiatives since assuming the position of President and Representative Director of ASICS Japan Corporation in October 2015. The Company believes he is capable of appropriately engaging in decision-making and supervision regarding important matters of business execution and management, putting the Company's corporate philosophy into practice, and executing business strategy, and accordingly proposes his election as Director.</p>	



No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company																			
5	<div style="display: flex; justify-content: space-around; border: 1px solid black; padding: 2px;"> <span>Independent Outside Director</span> <span>Reappointment</span> </div> <div style="border: 1px solid black; padding: 2px; margin: 5px 0;"> <span>Independent Director</span> </div> <p><b>Katsuro Tanaka</b> (June 5, 1945)</p> <ul style="list-style-type: none"> <li>• Number of years in office as Director: 2 years and 9 months</li> <li>• Status of attendance to Board of Directors meeting: 13/13 (100%)</li> <li>• Number of the Company's shares owned: 0</li> </ul>	<table border="0"> <tr> <td style="padding-right: 10px;">April</td> <td style="padding-right: 10px;">1970</td> <td>Registered as Attorney at Law</td> </tr> <tr> <td>October</td> <td>1990</td> <td>Established TMI Associates, Senior Managing Partner (present)</td> </tr> <tr> <td>April</td> <td>2011</td> <td>Visiting Professor of University of Tokyo Graduate Schools for Law and Politics (Retired in September 2013)</td> </tr> <tr> <td>June</td> <td>2012</td> <td>Audit &amp; Supervisory Board Member of The Kagoshima Bank, Ltd. (outside) (Retired in September 2015)</td> </tr> <tr> <td>June</td> <td>2013</td> <td>Director of the Company (outside) (present)</td> </tr> <tr> <td>October</td> <td>2015</td> <td>Audit &amp; Supervisory Board Member of Kyushu Financial Group, Inc. (outside) (present)</td> </tr> </table>	April	1970	Registered as Attorney at Law	October	1990	Established TMI Associates, Senior Managing Partner (present)	April	2011	Visiting Professor of University of Tokyo Graduate Schools for Law and Politics (Retired in September 2013)	June	2012	Audit & Supervisory Board Member of The Kagoshima Bank, Ltd. (outside) (Retired in September 2015)	June	2013	Director of the Company (outside) (present)	October	2015	Audit & Supervisory Board Member of Kyushu Financial Group, Inc. (outside) (present)	
	April	1970	Registered as Attorney at Law																		
	October	1990	Established TMI Associates, Senior Managing Partner (present)																		
April	2011	Visiting Professor of University of Tokyo Graduate Schools for Law and Politics (Retired in September 2013)																			
June	2012	Audit & Supervisory Board Member of The Kagoshima Bank, Ltd. (outside) (Retired in September 2015)																			
June	2013	Director of the Company (outside) (present)																			
October	2015	Audit & Supervisory Board Member of Kyushu Financial Group, Inc. (outside) (present)																			
<p>Reason for the nomination as candidate for Outside Director</p>	<p>&lt;Important concurrent positions outside the Company&gt;            Attorney at Law (Senior Managing Partner of TMI Associates)            Audit &amp; Supervisory Board Member of Kyushu Financial Group, Inc. (outside)</p> <p>Mr. Tanaka has appropriately engaged in decision-making and supervision with respect to management based on his abundant experience and professional perspective related to international and corporate legal affairs as an international attorney at law. Based on these factors, the Company believes he will continue to appropriately supervise and advise the Board of Directors, and accordingly proposes his election as Outside Director.</p> <p>Although he has not been directly involved in the management of a company, the Company believes he is capable of appropriately fulfilling the duties of an Outside Director given his management experience in law firms as noted above.</p>																				
<p>Matters regarding independence</p>	<p>Because there is no relationship between the Company and Mr. Tanaka involving the receipt of cash, etc., other than the payment of compensation for Directors, there is no danger of conflict of interest with ordinary shareholders.</p> <p>Although the Company entrusts legal work to other Attorneys at Law at TMI Associates, at which Mr. Tanaka serves as Senior Managing Partner, the compensation paid by the Company to TMI Associates in the previous fiscal year amounted to less than 1% of the law office's total compensation for that year. Therefore, TMI Associates is not economically dependent on compensation from the Company. In addition, although Mr. Tanaka serves concurrently as Outside Audit &amp; Supervisory Board Member of Kyushu Financial Group, Inc., there is no conflict of interest between the Company and Kyushu Financial Group, Inc.</p> <p>Therefore, Mr. Tanaka satisfies the Company's "Selection Criteria for Independent Outside Directors and Independent Outside Audit &amp; Supervisory Board Members," and is deemed to be independent.</p> <p>The Company has notified the Tokyo Stock Exchange of his status as independent director. The Company intends to continue this notification if he is reelected.</p>																				
<p>Limited liability contract</p>	<p>Pursuant to the provisions of Article 427(1) of the Companies Act, the Company has entered into a contract limiting liability for damages provided for in Article 423(1) with him. The maximum amount of liability for damages under the contract is the amount stipulated by laws and regulations.</p> <p>If he is reelected, the Company intends to extend this limited liability contract.</p>																				

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company	
6	<div style="display: flex; justify-content: space-around; border: 1px solid black; padding: 2px;"> <span>Independent Outside Director</span> <span>Reappointment</span> </div> <div style="border: 1px solid black; padding: 2px; margin: 5px 0;"> <span>Independent Director</span> </div> <p><b>Kenji Kajiwara</b> (January 14, 1949)</p> <ul style="list-style-type: none"> <li>• Number of years in office as Director: 1 year and 9 months</li> <li>• Status of attendance to Board of Directors meeting: 13/13 (100%)</li> <li>• Number of the Company's shares owned: 1,100</li> </ul>	<p>April 1971</p> <p>February 1994</p> <p>July 1998</p> <p>April 1999</p> <p>May 2000</p> <p>April 2003</p> <p>April 2005</p> <p>April 2006</p> <p>April 2009</p> <p>April 2012</p> <p>June 2014</p>	<p>Joined Sumitomo Corporation</p> <p>General Manager of Sales Division No.1, Sumitomo Corporation Europe Limited</p> <p>General Manager of Houston Office, Sumitomo Corporation of America</p> <p>Corporate Officer of Sumitomo Corporation and General Manager of Houston Office, Sumitomo Corporation of America</p> <p>Corporate Officer of Sumitomo Corporation, Executive Vice President, COO and General Manager of Business Development Division of Sumitomo Corporation of America</p> <p>Executive Officer and General Manager of Retail &amp; Consumer Services Division of Sumitomo Corporation</p> <p>Executive Officer and General Manager of Lifestyle &amp; Retail Business Division of the said Company</p> <p>Managing Executive Officer, General Manager of Chubu Regional Business Unit of the said Company</p> <p>Senior Managing Executive Officer, General Manager for China, CEO of Sumitomo Corporation China Group, General Manager of Beijing Head Office and President of Sumitomo Corporation (China) Holding Ltd.</p> <p>Senior Adviser of the said Company (Retired in June 2015)</p> <p>Director of the Company (outside) (present)</p>
	Reason for the nomination as candidate for Outside Director	<p>Mr. Kajiwara has appropriately engaged in decision-making and supervision with respect to management based on his abundant international experience and professional perspective as a corporate manager of a general trading company. Based on these factors, the Company believes he will continue to appropriately supervise and advise the Board of Directors, and accordingly proposes his election as Outside Director.</p>	
	Matters regarding independence	<p>Because there is no relationship between the Company and Mr. Kajiwara involving the receipt of cash, etc., other than the payment of compensation for Directors, there is no danger of conflict of interest with ordinary shareholders. Therefore, Mr. Kajiwara satisfies the Company's "Selection Criteria for Independent Outside Directors and Independent Outside Audit &amp; Supervisory Board Members," and is deemed to be independent.</p> <p>The Company has notified the Tokyo Stock Exchange of his status as independent director. The Company intends to continue this notification if he is reelected.</p>	
	Limited liability contract	<p>Pursuant to the provisions of Article 427(1) of the Companies Act, the Company has entered into a contract limiting liability for damages provided for in Article 423(1) with him. The maximum amount of liability for damages under the contract is the amount stipulated by laws and regulations.</p> <p>If he is reelected, the Company intends to extend this limited liability contract.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company	
7	<div style="display: flex; justify-content: space-around; border: 1px solid black; padding: 2px;"> <span>Independent Outside Director</span> <span>Reappointment</span> </div> <div style="display: flex; justify-content: center; border: 1px solid black; padding: 2px; margin: 5px 0;"> <span>Independent Director</span> </div> <p><b>Takeshi Hanai</b> (October 16, 1954)</p> <ul style="list-style-type: none"> <li>• Number of years in office as Director: 1 year and 9 months</li> <li>• Status of attendance to Board of Directors meeting: 12/13 (92.3%)</li> <li>• Number of the Company's shares owned: 1,500</li> </ul>	<p>April 1977</p> <p>March 2006</p> <p>June 2007</p> <p>April 2008</p> <p>April 2009</p> <p>May 2009</p> <p>March 2010</p> <p>July 2012</p> <p>June 2013</p> <p>June 2014</p> <p>June 2014</p> <p>June 2015</p>	<p>Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Managing Executive Officer, Head of Asia &amp; Oceania of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Managing Executive Officer of the said Company, Chairman of Mizuho Corporate Bank (China), Ltd., Chief Regional Representative of Mizuho China</p> <p>Managing Executive Officer, Head of Corporate Banking of the said Company</p> <p>Advisor of the said Company (Retired in April 2009)</p> <p>Managing Executive Officer of Rakuten, Inc.</p> <p>Managing Executive Officer and Director of the said Company (Retired in July 2011)</p> <p>Senior Advisor of Corporate Directions, Inc. (present)</p> <p>Audit &amp; Supervisory Board Member of NEXT Co., Ltd. (outside) (present)</p> <p>Director of the Company (outside) (present)</p> <p>Director of Maruwn Corporation (outside) (present)</p> <p>Director of Nippon Seisen Co., Ltd. (outside) (present)</p> <p>&lt;Important concurrent positions outside the Company&gt;  Audit &amp; Supervisory Board Member of NEXT Co., Ltd. (outside)  Director of Maruwn Corporation (outside)  Director of Nippon Seisen Co., Ltd. (outside)</p>
	Reason for the nomination as candidate for Outside Director	<p>Mr. Hanai has appropriately engaged in decision-making and supervision with respect to management based on his abundant international experience and professional perspective both as a corporate manager of a financial institution and in the internet services industry. Based on these factors, the Company believes he will continue to appropriately supervise and advise the Board of Directors, and accordingly proposes his election as Outside Director.</p>	
	Matters regarding independence	<p>Because there is no relationship between the Company and Mr. Hanai involving the receipt of cash, etc., other than the payment of compensation for Directors, there is no danger of conflict of interest with ordinary shareholders.</p> <p>Although Mr. Hanai serves concurrently as Outside Audit &amp; Supervisory Board Member of NEXT Co., Ltd., Outside Director of Maruwn Corporation and Outside Director of Nippon Seisen Co., Ltd., there is no conflict of interest between the Company and these companies.</p> <p>In addition, although Mr. Hanai has previously served at Mizuho Bank, Ltd., which is one of the main financial institutions with which the Company has business relationship, more than six years have passed since he retired from the said bank.</p> <p>Therefore, Mr. Hanai satisfies the Company's "Selection Criteria for Independent Outside Directors and Independent Outside Audit &amp; Supervisory Board Members," and is deemed to be independent.</p> <p>The Company has notified the Tokyo Stock Exchange of his status as independent director. The Company intends to continue this notification if he is reelected.</p>	
	Limited liability contract	<p>Pursuant to the provisions of Article 427(1) of the Companies Act, the Company has entered into a contract limiting liability for damages provided for in Article 423(1) with him. The maximum amount of liability for damages under the contract is the amount stipulated by laws and regulations.</p> <p>If he is reelected, the Company intends to extend this limited liability contract.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions outside the Company	
8	<div style="display: flex; justify-content: space-between; border: 1px solid black; padding: 2px;"> <span>Independent Outside Director</span> <span>New Candidate</span> </div> <div style="border: 1px solid black; padding: 2px; margin: 5px 0;">Independent Director</div> <p><b>Hitoshi Kashiwaki</b> (September 6, 1957)</p> <p>•Number of the Company's shares owned: 0</p>	April 1981	Joined Japan Recruit Center Co., Ltd. (currently Recruit Holdings Co., Ltd.)
		April 1994	General Manager of Finance Department of Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)
		June 1997	Board Director of the said Company
		June 2001	Board Director and Managing Corporate Executive Officer of the said Company
		April 2003	Representative Director and Managing Corporate Executive Officer (COO) of the said Company
		June 2003	President, COO, and Representative Director of the said Company
		April 2004	President, CEO, and Representative Director of the said Company
		April 2012	Board Director of the said Company (Retired in June 2014)
		December 2012	Director, Member of the Board of Suntory Beverage & Food Limited (outside) (Retired in March 2015)
		August 2015	Senior Adviser of the Company (present)
	Reason for the nomination as candidate for Outside Director	The Company believes Mr. Kashiwaki will appropriately supervise and advise the Board of Directors based on his abundant experience and professional perspective as a corporate manager in the information services industry, and accordingly proposes his election as Outside Director.	
	Matters regarding independence	<p>Because there is no relationship between the Company and Mr. Kashiwaki involving the receipt of cash, etc., other than the payment of compensation for Senior Advisers, there is no danger of conflict of interest with ordinary shareholders, and Mr. Kashiwaki satisfies the Company's "Selection Criteria for Independent Outside Directors and Independent Outside Audit &amp; Supervisory Board Members," and is deemed to be independent.</p> <p>If he is elected, the Company intends to notify the Tokyo Stock Exchange of his status as independent director based on the regulations of the Tokyo Stock Exchange.</p>	
	Limited liability contract	If he is elected, pursuant to the provisions of Article 427(1) of the Companies Act, the Company plans to enter into a contract limiting liability for damages provided for in Article 423(1) with him. The maximum amount of liability for damages under the contract is planned to be the amount stipulated by laws and regulations.	

Notes:

1. There is no conflict of interest between each candidate for Director and the Company.
2. Director candidates, Katsuro Tanaka, Kenji Kajiwara, Takeshi Hanai and Hitoshi Kashiwaki are candidates for Outside Directors.

**Proposal 4:** Election of Four Audit & Supervisory Board Members

The terms of office of all four Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes to elect four Audit & Supervisory Board Members. If this proposal is approved, two out of the four Audit & Supervisory Board Members will be Independent Outside Audit & Supervisory Board Members.

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

All two candidates for Outside Audit & Supervisory Board Members in this proposal satisfy the “Selection Criteria for Independent Outside Directors and Independent Outside Audit & Supervisory Board Members” on pages 19 to 20, and are deemed to be independent. The Company intends to notify the Tokyo Stock Exchange of the status of all candidates as independent audit & supervisory board members.

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

No.	Name (Date of birth)	Career summary, positions in the Company, and important concurrent positions outside the Company	
1	<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px; font-size: 8px;">Inside Audit &amp; Supervisory Board Member</div> <div style="border: 1px solid black; padding: 2px; font-size: 8px;">New Candidate</div> </div> <p style="margin-top: 10px;">Tadashi Inoue (May 6, 1956)</p> <ul style="list-style-type: none"> <li>• Number of the Company's shares owned: 8,810</li> </ul>	April 1979	Joined the Company
	October 2004	President and Representative Director of ASICS Oceania Pty. Ltd.	
	April 2009	General Manager of Legal Department of Administrative Division of the Company	
	October 2009	General Manager of Asia & Pacific Division	
	April 2010	Executive Officer, General Manager of Asia & Pacific Division	
	October 2011	General Manager of Intellectual Property Department of Administrative Division	
	January 2016	General Manager of Audit Department (present)	
	Reason for the nomination as candidate for Audit & Supervisory Board Member	The Company believes Mr. Inoue will appropriately conduct audits based on his abundant experience and professional perspective in global operations as well as in the legal affairs and compliance realms, and accordingly proposes his election as Audit & Supervisory Board Member.	

No.	Name (Date of birth)	Career summary, positions in the Company, and important concurrent positions outside the Company																					
2	<div style="display: flex; justify-content: space-between; border: 1px solid black; padding: 2px;"> <span data-bbox="260 264 363 315">Inside Audit &amp; Supervisory Board Member</span> <span data-bbox="371 264 480 300">New Candidate</span> </div> <p data-bbox="260 353 480 405"><b>Keiji Miyakawa</b> (November 5, 1958)</p> <ul style="list-style-type: none"> <li data-bbox="260 421 480 495">• Number of years in office: 2 years and 9 months (as Outside Director)</li> <li data-bbox="260 506 480 602">• Status of attendance to Board of Directors meeting: 12/13 (92.3%) (as Outside Director)</li> <li data-bbox="260 613 480 665">• Number of the Company's shares owned: 1,300</li> </ul>	<table border="0" style="width: 100%;"> <tr> <td style="width: 10%; vertical-align: top;">April</td> <td style="width: 10%; vertical-align: top;">1982</td> <td>Joined Japan External Trade Organization</td> </tr> <tr> <td style="vertical-align: top;">July</td> <td style="vertical-align: top;">1988</td> <td>Joined Bankers Trust (currently Deutsche Securities Inc.)</td> </tr> <tr> <td style="vertical-align: top;">July</td> <td style="vertical-align: top;">1999</td> <td>Head of M&amp;A Group of Deutsche Securities Inc.</td> </tr> <tr> <td style="vertical-align: top;">October</td> <td style="vertical-align: top;">2006</td> <td>Vice Chairman, Global Banking Group of the said Company (Retired in November 2008)</td> </tr> <tr> <td style="vertical-align: top;">September</td> <td style="vertical-align: top;">2009</td> <td>Chairman of Japan of Lincoln International (present)</td> </tr> <tr> <td style="vertical-align: top;">June</td> <td style="vertical-align: top;">2012</td> <td>Audit &amp; Supervisory Board Member of the Company (outside)</td> </tr> <tr> <td style="vertical-align: top;">June</td> <td style="vertical-align: top;">2013</td> <td>Director of the Company (outside) (present)</td> </tr> </table> <p data-bbox="515 555 1110 613">&lt;Important concurrent positions outside the Company&gt; Chairman of Japan of Lincoln International</p>	April	1982	Joined Japan External Trade Organization	July	1988	Joined Bankers Trust (currently Deutsche Securities Inc.)	July	1999	Head of M&A Group of Deutsche Securities Inc.	October	2006	Vice Chairman, Global Banking Group of the said Company (Retired in November 2008)	September	2009	Chairman of Japan of Lincoln International (present)	June	2012	Audit & Supervisory Board Member of the Company (outside)	June	2013	Director of the Company (outside) (present)
	April	1982	Joined Japan External Trade Organization																				
	July	1988	Joined Bankers Trust (currently Deutsche Securities Inc.)																				
July	1999	Head of M&A Group of Deutsche Securities Inc.																					
October	2006	Vice Chairman, Global Banking Group of the said Company (Retired in November 2008)																					
September	2009	Chairman of Japan of Lincoln International (present)																					
June	2012	Audit & Supervisory Board Member of the Company (outside)																					
June	2013	Director of the Company (outside) (present)																					
Reason for the nomination as candidate for Audit & Supervisory Board Member	The Company believes Mr. Miyakawa will appropriately conduct audits based on his abundant experience and professional perspective as a corporate manager in the financial service industry, and accordingly proposes his election as Audit & Supervisory Board Member. Although Mr. Miyakawa serves concurrently as Chairman of Japan of Lincoln International, there is no conflict of interest between the Company and Japan of Lincoln International.																						
Limited liability contract	<p data-bbox="515 880 1406 1032">He currently serves as an Outside Director of the Company and pursuant to the provisions of Article 427(1) of the Companies Act, the Company has entered into a contract limiting liability for damages provided for in Article 423(1) with him. The maximum amount of liability for damages under the contract is the amount stipulated by laws and regulations.</p> <p data-bbox="515 1043 1406 1133">The Company intends to enter into a contract with Mr. Miyakawa limiting liability for damages equivalent to the aforementioned, if Proposal 2 is approved and if he is elected.</p>																						

No.	Name (Date of birth)	Career summary, positions in the Company, and important concurrent positions outside the Company	
3	<div style="display: flex; justify-content: space-between; border: 1px solid black; padding: 2px;"> <span style="font-size: 8px;">Independent Outside Audit &amp; Supervisory Board Member</span> <span style="font-size: 8px;">Reappointment</span> </div> <div style="border: 1px solid black; padding: 2px; margin: 2px 0;"> <span style="font-size: 8px;">Independent Audit &amp; Supervisory Board Member</span> </div> <p><b>Hideaki Mihara</b> (September 13, 1962)</p> <ul style="list-style-type: none"> <li>• Number of years in office as Audit &amp; Supervisory Board Member: 7 years and 9 months</li> <li>• Status of attendance to Board of Directors meeting: 13/13 (100%)</li> <li>• Status of attendance to Audit &amp; Supervisory Board meeting: 13/13 (100%)</li> <li>• Number of the Company's shares owned: 6,800</li> </ul>	<p>November 1987</p> <p>August 1991</p> <p>July 1996</p> <p>October 1996</p> <p>June 2008</p> <p>June 2010</p>	<p>Joined Ota Showa &amp; Co. (currently Ernst &amp; Young ShinNihon LLC) (Retired in September 1996)</p> <p>Registered as certified public accountant</p> <p>Registered as licensed tax accountant</p> <p>Established Mihara Accounting Firm</p> <p>Audit &amp; Supervisory Board Member of the Company (outside) (present)</p> <p>Member of Independent Committee of the Company (Retired in December 2013)</p>
	<p>Reason for the nomination as candidate for Outside Audit &amp; Supervisory Board Member</p>	<p>&lt;Important concurrent positions outside the Company&gt; Certified public accountant, licensed tax accountant (Mihara Accounting Firm)</p> <p>Mr. Mihara has appropriately expressed his opinions based on his professional perspective as a certified public accountant and licensed tax accountant. Based on these factors, the Company believes he will continue to appropriately conduct audits, and accordingly proposes his election as Outside Audit &amp; Supervisory Board Member.</p> <p>Although he has not been directly involved in the management of a company, the Company believes he is capable of appropriately fulfilling the duties of an Outside Audit &amp; Supervisory Board Member given his management experience in certified public accounting firms as referred to above.</p>	
	<p>Matters regarding independence</p>	<p>Because there is no relationship between the Company and Mr. Mihara involving the receipt of cash, etc., other than the payment of compensation for Audit &amp; Supervisory Board Member, there is no danger of conflict of interest with ordinary shareholders.</p> <p>Moreover, although Mr. Mihara manages the Mihara Accounting Firm, there is no conflict of interest between the Company and the Mihara Accounting Firm.</p> <p>Therefore, Mr. Mihara satisfies the Company's "Selection Criteria for Independent Outside Directors and Independent Outside Audit &amp; Supervisory Board Members," and is deemed to be independent.</p> <p>The Company has notified the Tokyo Stock Exchange of his status as independent audit &amp; supervisory board member. The Company intends to continue this notification if he is reelected.</p>	
	<p>Limited liability contract</p>	<p>Pursuant to the provisions of Article 427(1) of the Companies Act, the Company has entered into a contract limiting liability for damages provided for in Article 423(1) with him. The maximum amount of liability for damages under the contract is the amount stipulated by laws and regulations.</p> <p>If he is reelected, the Company intends to extend this limited liability contract.</p>	

No.	Name (Date of birth)	Career summary, positions in the Company, and important concurrent positions outside the Company																			
4	<div style="display: flex; justify-content: space-between; border: 1px solid black; padding: 2px;"> <span>Independent Outside Audit &amp; Supervisory Board Member</span> <span>Reappointment</span> </div> <div style="display: flex; justify-content: center; border: 1px solid black; padding: 2px; margin: 5px 0;"> <span>Independent Audit &amp; Supervisory Board Member</span> </div> <p><b>Yuko Mitsuya</b> (July 29, 1958)</p> <ul style="list-style-type: none"> <li>• Number of years in office as Audit &amp; Supervisory Board Member: 1 year and 9 months</li> <li>• Status of attendance to Board of Directors meeting: 13/13 (100%)</li> <li>• Status of attendance to Audit &amp; Supervisory Board meeting: 13/13 (100%)</li> <li>• Number of the Company's shares owned: 0</li> </ul>	<table border="0"> <tr><td>April</td><td>1981</td></tr> <tr><td>April</td><td>1990</td></tr> <tr><td>June</td><td>2004</td></tr> <tr><td>June</td><td>2006</td></tr> <tr><td>July</td><td>2010</td></tr> <tr><td>June</td><td>2014</td></tr> <tr><td>March</td><td>2015</td></tr> <tr><td>April</td><td>2015</td></tr> <tr><td>May</td><td>2015</td></tr> </table>	April	1981	April	1990	June	2004	June	2006	July	2010	June	2014	March	2015	April	2015	May	2015	<p>Joined Hitachi, Ltd. (Retired in August 1984)</p> <p>Part-time Lecturer at University of Tsukuba (Retired in March 2007)</p> <p>President and Representative Director of Charle Co., Ltd.</p> <p>President and Representative Executive Officer of TenArrows, Inc. (currently Charle Co., Ltd.) (Retired in June 2007)</p> <p>Representative Director of Cipher, Inc. (present)</p> <p>Audit &amp; Supervisory Board Member of the Company (outside) (present)</p> <p>Director of Fujita Kanko Inc. (outside) (present)</p> <p>Director of Paloma Co., Ltd. (outside) (present)</p> <p>Vice President of Japan Basketball Association (Public Interest Incorporated Foundation) (present)</p>
	April	1981																			
	April	1990																			
	June	2004																			
June	2006																				
July	2010																				
June	2014																				
March	2015																				
April	2015																				
May	2015																				
Reason for the nomination as candidate for Outside Audit & Supervisory Board Member	<p>&lt;Important concurrent positions outside the Company&gt;</p> <p>Representative Director of Cipher, Inc.</p> <p>Director of Fujita Kanko Inc. (outside)</p> <p>Director of Paloma Co., Ltd. (outside)</p> <p>Vice President of Japan Basketball Association</p>																				
Matters regarding independence	<p>Because there is no relationship between the Company and Ms. Mitsuya involving the receipt of cash, etc., other than the payment of compensation for Audit &amp; Supervisory Board Members, there is no danger of conflict of interest with ordinary shareholders.</p> <p>The Company has a business relationship with the Japan Basketball Association where Ms. Mitsuya serves as Vice President, involving matters such as certifying referee apparel. However, the Japan Basketball Association is not economically dependent on the Company given that the amount paid by the Company is less than 1% of the Japan Basketball Association's ordinary revenue in the previous fiscal year. Although Ms. Mitsuya serves concurrently as Representative Director of Cipher, Inc. and Outside Director of Fujita Kanko Inc. and Paloma Co., Ltd., there is no conflict of interest between the Company and these companies.</p> <p>Therefore, Ms. Mitsuya satisfies the Company's "Selection Criteria for Independent Outside Directors and Independent Outside Audit &amp; Supervisory Board Members," and is deemed to be independent.</p> <p>The Company has notified the Tokyo Stock Exchange of her status as independent audit &amp; supervisory board member. The Company intends to continue this notification if she is reelected.</p>																				
Limited liability contract	<p>Pursuant to the provisions of Article 427(1) of the Companies Act, the Company has entered into a contract limiting liability for damages provided for in Article 423(1) with her. The maximum amount of liability for damages under the contract is the amount stipulated by laws and regulations.</p> <p>If she is reelected, the Company intends to extend this limited liability contract.</p>																				

Notes:

1. There is no conflict of interest between each candidate for Audit & Supervisory Board Member and the Company.
2. Audit & Supervisory Board Member candidates, Hideaki Mihara and Yuko Mitsuya are candidates for Outside Audit & Supervisory Board Member.



**Proposal 5:** Election of One Substitute Audit & Supervisory Board Member

The Company proposes to elect one substitute Audit & Supervisory Board Member, in preparation for a case where the number of the Company’s Audit & Supervisory Board Members falls short of the number required by law.

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

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

Name (Date of birth)	Career summary, positions in the Company, and important concurrent positions outside the Company	
<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; padding: 2px; font-size: 8px;">Independent Outside Audit &amp; Supervisory Board Member</div> <div style="border: 1px solid black; padding: 2px; font-size: 8px;">New Candidate</div> </div> <div style="border: 1px solid black; padding: 2px; margin-top: 5px; font-size: 8px;">Independent Audit &amp; Supervisory Board Member</div> <p><b>Hirofumi Onishi</b> (January 1, 1946)</p> <ul style="list-style-type: none"> <li>• Number of the Company’s shares owned: 0</li> </ul>	<p>November 1971</p> <p>March 1975</p> <p>May 1993</p> <p>June 2001</p> <p>July 2001</p> <p>July 2004</p> <p>April 2006</p> <p>June 2011</p> <p>June 2015</p>	<p>Joined Tohmatsu Aoki &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Registered as certified public accountant</p> <p>Representative Partner of Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC) (Retired in December 2010)</p> <p>Chairman of the Kinki Chapter of the Japanese Institute of Certified Public Accountants</p> <p>Deputy President of the Japanese Institute of Certified Public Accountants Headquarters</p> <p>Auditor of the Japanese Institute of Certified Public Accountants Headquarters</p> <p>Professor of Ritsumeikan University Graduate School of Management (Retired in March 2015)</p> <p>Corporate Auditor of SEKISUI CHEMICAL CO., LTD. (outside) (Retired in June 2015)</p> <p>Director of GS Yuasa Corporation (outside) (present)</p>
	<p>&lt;Important concurrent positions outside the Company&gt;</p> <p>Certified public accountant</p> <p>Director of GS Yuasa Corporation (outside)</p>	
<p>Reason for the nomination as candidate for substitute Outside Audit &amp; Supervisory Board Member</p>	<p>The Company believes Mr. Onishi will appropriately conduct audits based on his abundant experience and professional perspective as a certified public accountant, and accordingly proposes his election as a substitute Outside Audit &amp; Supervisory Board Member.</p> <p>Although he has not been directly involved in the management of a company, the Company believes he is capable of appropriately fulfilling the duties of an Outside Audit &amp; Supervisory Board Member given his management experience in auditing firms as referred to above.</p>	
<p>Matters regarding independence</p>	<p>Because there is no relationship between the Company and Mr. Onishi involving the receipt of cash, etc., there is no danger of conflict of interest with ordinary shareholders.</p> <p>In addition, although Mr. Onishi serves concurrently as Outside Director of GS Yuasa Corporation, there is no conflict of interest between the Company and GS Yuasa Corporation.</p> <p>Therefore, Mr. Onishi satisfies the Company’s “Selection Criteria for Independent Outside Directors and Independent Outside Audit &amp; Supervisory Board Members,” and is deemed to be independent.</p> <p>The Company intends to notify the Tokyo Stock Exchange of his status as independent audit &amp; supervisory board member based on the regulations of the Tokyo Stock Exchange, if he is elected and assumes the position as Outside Audit &amp; Supervisory Board Member.</p>	
<p>Limited liability contract</p>	<p>If he is elected and assumes the position as Outside Audit &amp; Supervisory Board Member, pursuant to the provisions of Article 427(1) of the Companies Act, the Company intends to enter into a contract limiting liability for damages provided for in Article 423(1) with him. The maximum amount of liability for damages under the contract is the amount stipulated by laws and regulations.</p>	

Notes:

1. There is no conflict of interest between the candidate for substitute Audit & Supervisory Board Member and the Company.
2. Substitute Audit & Supervisory Board Member candidate, Hirofumi Onishi is a candidate for substitute Outside Audit & Supervisory Board Member.

[Reference] Selection Criteria for Independent Outside Directors and Independent Outside Audit & Supervisory Board Members

In order to ensure proper corporate governance, the Company prescribes its own unique “Selection Criteria for Independent Outside Directors and Independent Outside Audit & Supervisory Board Members” concerning the aptitude and independency of outside officers. The contents of these provisions are as follows.

Article 1 (Requirements of Outside Officers)

1. The requirements of an Outside Director and an Outside Audit & Supervisory Board Member of the Company (hereinafter referred to as “outside officer”) are prescribed herein.
2. The requirements of outside officers shall be satisfied at the time of election and during the period of office.

Article 2 (Requirements concerning the Aptitude of Outside Officers)

An outside officer shall possess a proven track record, abundant experience and expertise as a corporate executive, attorney at law, certified public accountant, or an academic, as required to carry out business expansion at a global level while strengthening corporate governance in the Company Group (the Company and its subsidiaries and affiliates) that operates its business globally.

Article 3 (Requirements concerning the Independency)

1. In order to secure the outside officer’s independency from the Company Group, each of the following items shall be satisfied.
  - (1) The outside officer shall have never been an officer, accounting advisor, or employee of the Company Group (the Company and its subsidiaries and affiliates).
  - (2) The outside officer shall not be and have not been over the past five years;
    - a.
      - (i) A major shareholder of the Company Group (a shareholder who holds 10% or more of total voting rights, including indirect holding), or an employee, etc. (i.e., executive officer or employee who executes business) of an organization that is a major shareholder of the Company Group
      - (ii) An employee, etc. of an organization for which the Company Group is a major shareholder
    - b. A main lender of the Company Group (a lender to whom the Company Group owes, at the end of respective fiscal year, the amount equivalent to or more than 2% of the value of the Company’s consolidated total assets), or an employee etc. of a main lender of the Company Group (if the main lender is a corporate group, then the group shall satisfy this item; the same shall apply hereinafter)
    - c. An employee, etc. of a lead-manager securities company of the Company Group
    - d.(i) A major business partner of the Company Group (2% or more of consolidated net sales during one fiscal year) or an employee, etc. of a major business partner
      - (ii) A person for whom the Company Group is a major business partner or an employee, etc. of an organization for whom the Company Group is a major business partner
    - e. A person belonging to the auditing firm that is the accounting auditor of the Company Group
    - f. A person who receives from the Company Group large amounts of money or other financial assets (10 million yen or more in one fiscal year) as a consultant, accounting specialist or legal expert besides the remunerations as an outside officer, or a person belonging to an organization that receives large amounts of money or other financial assets (1% or more of net sales for one fiscal year of the aforesaid organization) from the Company Group
    - g. A person who receives a large donation (10 million yen or more in one fiscal year) from the

Company Group or a person belonging to an organization that receives a large donation from the Company Group

- h. A person in a reciprocal relationship with the Company Group concerning the status as officers (in the event that a person belonging to an organization, in which an officer or employee of the Company Group is an officer, etc., becomes an officer of the Company Group)

(3) The outside officer shall not be a close relative (i.e., spouse or relative within two degrees of kinship) of the following persons.

- a. A person who is currently or was an officer or important employee of the Company Group (the Company and its subsidiaries and affiliates)
- b. A person who falls under any items listed in Sub-paragraph (2), Paragraph 1 of Article 3 (excluding unimportant employees and those who belong to such an organization)

2. Notwithstanding the Paragraph above, if a person is recognized as not having any conflict of interest with ordinary shareholders were the person to become an outside officer, and unanimously agreed by other outside officers who satisfy the requirement stipulated in the Paragraph above, such person may be appointed outside officer, pursuant to the Companies Act. In this case, such facts and the reasons for appointment shall be stated in the Reference Documents for General Meeting of Shareholders, the Securities Report and other relevant documents.