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Securities Code: 5959

March 13, 2019

To Our Shareholders,

Okabe Co., Ltd.

2-8-2, Oshiage, Sumida-ku, Tokyo

Makoto Hirowatari

President

**Notice of Convocation of
the 75th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 75th Ordinary General Meeting of Shareholders of Okabe 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 in writing. Please indicate your approval or disapproval on the enclosed Form for Exercise of Voting Rights and return the form to the Company no later than 5:40 p.m. on Wednesday, March 27, 2019 after reviewing the attached Reference Documents for the General Meeting of Shareholders.

Details

1. Date and Time:

March 28, 2019 (Thursday), at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)

2. Venue:

“Nishiki,” 4F, TOBU HOTEL LEVANT TOKYO

1-2-2, Kinshi, Sumida-ku, Tokyo

3. Agenda:

Matters to be reported:

1. Business Report, Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements, for the 75th fiscal year (from January 1, 2018 to December 31, 2018)
2. Non-consolidated Financial Statements for the 75th fiscal year (from January 1, 2018 to December 31, 2018)

Matters to be resolved:

- | | |
|-----------------|--|
| Proposal No. 1: | Appropriation of Surplus |
| Proposal No. 2: | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3: | Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 4: | Election of Five (5) Directors Who Are Audit and Supervisory Committee Members |

In the spirit of fairness in our treatment toward shareholders who attend the meeting and shareholders who are unable to attend the meeting, from this year onward, the Company will no longer distribute gifts to attending shareholders. We thank you for your understanding.

Guidance to the Exercise of Voting Rights

If you are able to attend the Meeting

Please bring the enclosed Form for Exercise of Voting Rights with you and **present it at the reception desk**. We also ask that you bring this Notice for reference during the Meeting.

Reception will open at **9:00 a.m.**

If you are unable to attend the Meeting

Please indicate your approval or disapproval in respect of each proposal on the enclosed Form for Exercise of Voting Rights and return the form to the Company **no later than 5:40 p.m. on Wednesday, March 27, 2019.**

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Details pertaining to the appropriation of surplus are as follows.

1. Matters relating to year-end dividends

In regard to returning profits to the shareholders, the Company holds a fundamental value of continuing to distribute stable dividends to shareholders, and it follows a policy of determining dividends from surplus after comprehensively considering consolidated results and its needs for internal reserves such as strengthening its financial position and developing its business operations. The Company's basic policy in regard to the method of providing dividends from surplus is to pay interim dividends and year-end dividends. The bodies responsible for determining dividends are the Board of Directors for the interim dividend, and the General Meeting of Shareholders for the year-end dividend.

In line with the aforementioned fundamental policy, the Company intends to pay a year-end dividend of ¥13 per share.

Approval of this Proposal will result in an annual dividend of ¥26 per share, which includes the interim dividend of ¥13 per share.

Type of dividend property:	Cash
Matters concerning assignment of dividend property to shareholders and amounts thereof:	¥13 per common share of the Company Total amount: ¥649,032,826
Effective date of dividends from surplus:	March 29, 2019

2. Matters relating to other appropriation of surplus

The Company proposes the following with respect to its objectives that involve appropriating internal reserves for initiatives which include future development of production systems and R&D activities.

Item and amount of surplus to decrease:	Retained earnings brought forward:	¥1,000,000,000
Item and amount of surplus to increase:	General reserve:	¥1,000,000,000

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Proposal

The Company proposes to increase the upper limit on the number of Directors who are Audit and Supervisory Committee Members stipulated in Article 20 of the current Articles and Incorporation (Number of Directors) from four (4) to five (5) to increase the independence and effectiveness of the Board of Directors and to strengthen corporate governance.

2. Details of Amendment

The details of the amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Articles of Incorporation
(Number of Directors) Article 20 1. The Company shall have no more than fifteen (15) Directors (excluding Directors who are Audit and Supervisory Committee Members). 2. The Company shall have no more than <u>four (4)</u> Directors who are Audit and Supervisory Committee Members.	(Number of Directors) Article 20 1. The Company shall have no more than fifteen (15) Directors (excluding Directors who are Audit and Supervisory Committee Members). 2. The Company shall have no more than <u>five (5)</u> Directors who are Audit and Supervisory Committee Members.

Proposal No. 3: Election of Nine (9) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this Proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders.

In that regard, the Company proposes the election of nine (9) Directors.

The Audit and Supervisory Committee has determined that all of the candidates for Directors in this Proposal are qualified to serve as Director.

The candidates for Directors are as follows.

No.	Name	Present position and responsibilities in the Company	
1	Makoto Hirowatari	President President of Okabe Holding USA, Inc.	<u>Reelection</u>
2	Hiroaki Sugimoto	Managing Director In charge of Production Division	<u>Reelection</u>
3	Akira Motoi	Managing Director In charge of Sales Division	<u>Reelection</u>
4	Yasushi Hosomichi	Director Executive General Manager of Administrative Division	<u>Reelection</u>
5	Yoshiharu Nohara	Director General Manager of Internal Audit Office	<u>Reelection</u>
6	Yasunobu Yamazaki	Director President of Okabe Co., Inc.	<u>Reelection</u>
7	Toshinari Endou	Director Executive General Manager of Production Division	<u>Reelection</u>
8	Toshihiko Mikami	Operating Officer General Manager of Civil Engineering Division	<u>New election</u>
9	Hirohide Kawase	Operating Officer General Manager of Marketing Office	<u>New election</u>

Reelection: candidate for reelection as Director

New election: new candidate for Director

No.		Reelection
1	Makoto Hirowatari (September 1, 1956)	Number of shares of the Company held 50,527 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Mar.	1980:	Joined the Company
Jan.	2001:	General Manager of Kyushu Office, Okabe Kenzai Co., Ltd.
Mar.	2003:	Director of Okabe Struct Co., Ltd.
Jan.	2005:	Executive General Manager of Sales Promotion Department, Sales Division
Mar.	2005:	Operating Officer of the Company, and Executive General Manager of Sales Promotion Department, Sales Division
Apr.	2007:	Operating Officer of the Company, and General Manager of Headquarter Sales Division
Mar.	2009:	Director of the Company, and General Manager of Headquarter Sales Division
Mar.	2011:	Managing Director in charge of Sales Division
Mar.	2013:	President of the Company (to the present)
Mar.	2016:	President of Okabe Holding USA, Inc. (to the present) President of Okabe North America, Inc.

Reasons for nomination as a Director candidate

Makoto Hirowatari possesses abundant experience and wide-ranging insight, having been president of both domestic and overseas subsidiaries, and in charge of Sales Division, as well as serving in other roles in the Company group (the "Group"). He has been involved in the management of the Company as a Director since March 2009. Also, since March 2013, he has led the Group as President of the Company, and has been in charge of the formulation of management plans, and has shown strong leadership in executing management plans. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection
2	Hiroaki Sugimoto (October 19, 1957)	Number of shares of the Company held 24,367 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1991:	Joined the Company
Jan.	2005:	General Manager of East Japan Sales, Basepack Department, Sales Division 2
Jan.	2007:	General Manager of Basepack Department, Sales Division
Mar.	2009:	Operating Officer of the Company, and General Manager of Basepack Department, Sales Division
Mar.	2012:	Director of the Company, and General Manager of Basepack Department, Sales Division
Mar.	2013:	Managing Director, and in charge of Sales Division
Mar.	2016:	Managing Director in charge of Production Division (to the present)

Reasons for nomination as a Director candidate

Hiroaki Sugimoto possesses abundant experience and wide-ranging insight, having been General Manager of Basepack Department, in charge of Sales Division, and in charge of Production Division, as well as serving in other roles in the Group. He has been involved in the management of the Company as a Director since March 2012. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection
3	Akira Motoi (November 26, 1957)	Number of shares of the Company held 23,292 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Mar.	1980:	Joined the Company
Jan.	2001:	General Manager of Chiba Sales Branch, Tokyo Office, Okabe Kenzai Co., Ltd.
Jun.	2002:	General Manager of Sales Promotion Division, Okabe Kenzai Co., Ltd.
Jan.	2005:	General Manager of Kitakanto Sales Branch, Sales Division
Mar.	2008:	Operating Officer of the Company
Jan.	2009:	President of Okabe Civil Engineering Co., Ltd.
Mar.	2011:	Director of the Company
Apr.	2013:	Director of the Company, and General Manager of Tokyo Sales Branch
Mar.	2016:	Managing Director in charge of Sales Division (to the present)

Reasons for nomination as a Director candidate

Akira Motoi possesses abundant experience and wide-ranging insight, having been president of a domestic subsidiary, General Manager of Tokyo Sales Branch, and in charge of Sales Division, as well as serving in other roles in the Group. He has been involved in the management of the Company as a Director since March 2011. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection
4	Yasushi Hosomichi (July 7, 1959)	Number of shares of the Company held 14,167 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Nov.	2010:	Joined the Company
		General Manager of Internal Audit Office
Apr.	2013:	General Manager of Accounting & Financial Group, Administrative Division
Mar.	2014:	Operating Officer of the Company, and General Manager of Accounting & Financial Group, Administrative Division
Mar.	2016:	Director of the Company, Executive General Manager of Administrative Division, and General Manager of Accounting & Financial Group, Administrative Division
Mar.	2018:	Director of the Company, Executive General Manager of Administrative Division, General Manager of Accounting & Financial Group, Administrative Division, and General Manager of General Affairs & Human Resources Group, Administrative Division (to the present)

Reasons for nomination as a Director candidate

Yasushi Hosomichi possesses abundant experience and wide-ranging insight, having served as General Manager of Internal Audit Office, General Manager of Accounting & Financial Group, Administrative Division, General Manager of General Affairs & Human Resources Group, Administrative Division, and Executive General Manager of Administrative Division, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2016. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection
5	Yoshiharu Nohara (July 28, 1960)	Number of shares of the Company held 13,610 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Sep.	1986:	Joined the Company
Apr.	2002:	General Manager of Accounting & Finance Division
Mar.	2012:	Operating Officer of the Company, and General Manager of Accounting & Financial Group, Administrative Division
Mar.	2013:	Operating Officer of the Company, and General Manager of Production Division
Sep.	2014:	Operating Officer of the Company, and General Manager of Kyoto Factory
Mar.	2017:	Director of the Company, and General Manager of Internal Audit Office (to the present)

Reasons for nomination as a Director candidate

Yoshiharu Nohara possesses abundant experience and wide-ranging insight, having served as General Manager of Accounting & Financial Group, Administrative Division, General Manager of Production Division, General Manager of Kyoto Factory, and General Manager of Internal Audit Office, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2017. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		Reelection
6	Yasunobu Yamazaki (December 11, 1962)	Number of shares of the Company held 9,748 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Jan.	2003:	Joined the Company
May	2004:	General Manager of Overseas Division of Okabe Kenzai Co., Ltd.
Oct.	2011:	President of Okabe Co., Inc. President of OCM, Inc.
Mar.	2016:	Operating Officer of the Company
Oct.	2016:	President of Water Gremlin Company President of Water Gremlin Aquila Company S.p.A. President of Changxing Water Gremlin Non-Ferrous Co.
Mar.	2017:	Director of the Company (to the present)
Jan.	2018:	President of Okabe Co., Inc. (to the present)

Reasons for nomination as a Director candidate

Yasunobu Yamazaki possesses abundant experience and wide-ranging insight, having served as General Manager of Overseas Division of domestic subsidiary, and as president of overseas subsidiaries, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2017. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		
7	Toshinari Endou (June 17, 1962)	<div>Reelection</div> <div>Number of shares of the Company held 5,680 shares</div>

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Oct.	1992:	Joined the Company
Apr.	2010:	General Manager of Manufacturing Department, Kuki Factory
Apr.	2014:	General Manager of Kuki Factory
Aug.	2015:	General Manager of Production Division
Oct.	2015:	General Manager of Ibaraki Factory
Mar.	2016:	Operating Officer of the Company, and General Manager of Ibaraki Factory
Jan.	2018:	Operating Officer of the Company, and Executive General Manager of Production Division
Mar.	2018:	Director of the Company, and Executive General Manager of Production Division (to the present)

Reasons for nomination as a Director candidate

Toshinari Endou possesses abundant experience and wide-ranging insight, having served as General Manager of Kuki Factory, General Manager of Ibaraki Factory, and Executive General Manager of Production Division, among other roles in the Group. He has been involved in the management of the Company as a Director since March 2018. In view of the above, he has been nominated for another term as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		
8	Toshihiko Mikami (February 23, 1961)	<div>New election</div> <div>Number of shares of the Company held 4,100 shares</div>

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

May	1984:	Joined the Company
Jan.	2003:	General Manager of Morioka Sales Branch, Tohoku Office, Okabe Kenzai Co., Ltd.
Jan.	2005:	General Manager of Morioka Sales Division, Tohoku Branch
Jan.	2008:	General Manager of Sales Promotion Group, Headquarter Sales Division
Jan.	2010:	General Manager of Tohoku Sales Branch
Jan.	2012:	General Manager of Kansai Sales Branch
Jan.	2016:	General Manager of Civil Engineering Division
Mar.	2018:	Operating Officer of the Company, and General Manager of Civil Engineering Division (to the present)

Reasons for nomination as a Director candidate

Toshihiko Mikami possesses abundant experience and wide-ranging insight, having served as General Manager of Tohoku Sales Branch, General Manager of Kansai Sales Branch, and General Manager of Civil Engineering Division, among other roles in the Group. He has been involved in the management of the Company as an Operating Officer since March 2018. In view of the above, he has been nominated as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

No.		New election
9	Hirohide Kawase (November 26, 1965)	Number of shares of the Company held 1,600 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Mar.	1988:	Joined the Company
Jan.	2010:	General Manager of Okinawa Sales Branch
Apr.	2013:	General Manager of Kyushu Sales Branch
Jan.	2016:	General Manager of Basepack Department, Sales Division
Jan.	2018:	General Manager of Marketing Office
Mar.	2018:	Operating Officer of the Company, and General Manager of Marketing Office (to the present)

Reasons for nomination as a Director candidate

Hirohide Kawase possesses abundant experience and wide-ranging insight, having served as General Manager of Okinawa Sales Branch, General Manager of Kyushu Sales Branch, General Manager of Basepack Department, and General Manager of Marketing Office, among other roles in the Group. He has been involved in the management of the Company as an Operating Officer since March 2018. In view of the above, he has been nominated as a candidate for Director, as he is deemed essential in order for the Group to increase its corporate value.

- (Notes)
1. Figures for the number of shares of the Company held respectively include shares held in the name of the officer's shareholding association.
 2. No relationships involving special interests exist between any of the candidates and the Company.

Proposal No. 4: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, provided that Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, the Company requests the election of five (5) Directors who are Audit and Supervisory Committee Members, increasing the number by two (2) to increase the independence and effectiveness of the Board of Directors and strengthen corporate governance.

Note that approval has been received from the Audit and Supervisory Committee Members for this Proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name	Present position and responsibilities in the Company			
1	Kenji Shimamura	Managing Director In charge of R&D Division	New election		
2	Katsuyuki Yamazaki	Outside Director (Audit and Supervisory Committee Member)	Reelection	Outside	Independent
3	Nozomi Tsuji	Outside Director (Audit and Supervisory Committee Member)	Reelection	Outside	Independent
4	Akitoshi Ishimoto	–	New election	Outside	Independent
5	Hiroko Noda	–	New election	Outside	Independent
	Reelection:	candidate for reelection as Director who is an Audit and Supervisory Committee Member	New election:	new candidate for Director who is an Audit and Supervisory Committee Member	
	Outside:	candidate for Outside Director who is an Audit and Supervisory Committee Member	Independent:	candidate for independent officer as defined by the securities exchange	

No.		New election
1	Kenji Shimamura (January 1, 1957)	Number of shares of the Company held 34,721 shares

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Mar.	1979:	Joined the Company
Jan.	2001:	General Manager of East Japan Sales, Basepack Department, Sales Division 2, Okabe Struct Co., Ltd.
Jan.	2004:	Director, and General Manager of Basepack Department, Sales Division, Okabe Struct Co., Ltd.
Jan.	2007:	President of Okako Shikoku Co., Ltd.
Mar.	2007:	Operating Officer of the Company
Jan.	2009:	President of Sanyo Okabe Co., Ltd.
Apr.	2009:	Operating Officer of the Company, and General Manager of Chushikoku Sales Branch
Mar.	2011:	Director of the Company, and General Manager of Chushikoku Sales Branch
Mar.	2012:	Managing Director, and in charge of R&D Division
Mar.	2014:	Managing Director, and in charge of R&D Division and Production Division
Mar.	2016:	Managing Director in charge of R&D Division (to the present)

Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member

Kenji Shimamura possesses abundant experience and wide-ranging insight needed to ensure sound and appropriate management of the Company, having served for many years as a Director of the Company and in other key management roles. In view of the above, he has been nominated as a candidate for Director who is an Audit and Supervisory Committee Member, as he is deemed capable of properly executing his duties as an Audit and Supervisory Committee Member.

No.	<div>Katsuyuki Yamazaki</div> <div>(September 23, 1947)</div>	<div>Reelection</div>	<div>Outside</div>	<div>Independent</div>
2		<div>Number of shares of the Company held</div> <div>12,728 shares</div>		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1974:	Assistant Judge
Oct.	1977:	Registered with Tokyo Bar Association
Mar.	1999:	Partner at Kosaka & Yamazaki Law Office (now, Marunouchi First Law Office) (to the present)
Mar.	2014:	Outside Director of the Company
Mar.	2017:	Outside Director (Audit and Supervisory Committee Member) of the Company (to the present)

Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member

Katsuyuki Yamazaki possesses abundant experience and advanced insight and specialization, having worked for many years as an attorney, and provides advice and proposals to ensure the legality of decision-making by the Board of Directors as an Outside Director of the Company who is an Audit and Supervisory Committee Member. Although he has not been involved with corporate management, as an attorney at law he is well versed in corporate legal affairs and has sufficient insight to govern corporate management. In view of the above, he has been nominated for another term as candidate for Outside Director who is an Audit and Supervisory Committee Member.

He is currently an Outside Director who is an Audit and Supervisory Committee Member, and his total term service as an Outside Director, including the period prior to the Company's shift to being a company with audit and supervisory committee, will be five (5) years as of the end of this General Meeting of Shareholders.

No.		<input type="checkbox"/> Reelection	<input type="checkbox"/> Outside	<input type="checkbox"/> Independent
3	Nozomi Tsuji (March 3, 1958)	Number of shares of the Company held 916 shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1993:	Registered with Tokyo Bar Association
Jun.	2001:	Partner at DAIICHI-CHUO LAW OFFICE
Dec.	2007:	Established Nozomi Law Office Representative Attorney (to the present)
Mar.	2017:	Outside Director (Audit and Supervisory Committee Member) of the Company (to the present)

Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member

Nozomi Tsuji possesses abundant experience and advanced insight and specialization, having worked for many years as an attorney, and provides advice and proposals to ensure the legality of decision-making by the Board of Directors as an Outside Director of the Company who is an Audit and Supervisory Committee Member. Although she has not been involved with corporate management, as an attorney at law she is well versed in corporate legal affairs and has sufficient insight to govern corporate management. In view of the above, she has been nominated for another term as candidate for Outside Director who is an Audit and Supervisory Committee Member.

She is currently an Outside Director who is an Audit and Supervisory Committee Member, and her total term service as an Outside Director will be two (2) years as of the end of this General Meeting of Shareholders.

No.		<input type="checkbox"/> New election	<input type="checkbox"/> Outside	<input type="checkbox"/> Independent
4	Akitoshi Ishimoto (June 1, 1962)	Number of shares of the Company held – shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1990:	Registered with Tokyo Bar Association
Apr.	2000:	Established Ishimoto Akitoshi Law Office Representative Attorney (to the present)
Apr.	2007:	Outside Audit & Supervisory Board Member of Ai Holdings Corporation (to the present)
Sep.	2007:	Outside Director of HOUSECOM CORPORATION (to the present)

Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member

Akitoshi Ishimoto possesses abundant experience and advanced insight and specialization, having worked for many years as an attorney. Although he has not been involved with corporate management other than past service as an outside director or an outside audit & supervisory board member, as an attorney at law he is well versed in corporate legal affairs and has sufficient insight to govern corporate management. In view of the above, he has been nominated as candidate for Outside Director who is an Audit and Supervisory Committee Member.

No.		<input type="checkbox"/> New election	<input type="checkbox"/> Outside	<input type="checkbox"/> Independent
5	Hiroko Noda (July 3, 1960)	Number of shares of the Company held – shares		

**Career summary, position and responsibilities in the Company,
and important concurrent positions at other organizations**

Apr.	1987:	Joined Minato Audit Corporation (now, KPMG AZSA LLC)
Aug.	1987:	Joined Prudential Securities Incorporated Tokyo Branch
Mar.	1990:	Registered as a certified public accountant
Aug.	1992:	Joined Indosuez Bank S.A. (now, Crédit Agricole Bank S.A. and Crédit Agricole Securities Asia BV) Tokyo Branch
Jun.	2000:	Joined Canadian Imperial Bank of Commerce Tokyo Branch
Jul.	2006:	Joined BUSICOM Co., Ltd.
Sep.	2007:	Established Prominent Consulting Co., Ltd. Representative Director
May	2010:	Established Probit Consulting Co., Ltd. Representative Director (to the present)
Apr.	2014:	Part-time Lecturer, Graduate School of Asian and International Business Strategy, Asia University (to the present)

Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member

Hiroko Noda possesses abundant experience, considerable knowledge of finance and accounting, and sufficient insight into corporate management, having worked for many years as a certified public accountant and corporate manager. In view of the above, she has been nominated as candidate for Outside Director who is an Audit and Supervisory Committee Member.

- (Notes)
- Figures for the number of shares of the Company held respectively include shares held in the name of the officer's shareholding association.
 - No relationships involving special interests exist between any of the candidates and the Company.
 - Katsuyuki Yamazaki, Nozomi Tsuji, Akitoshi Ishimoto and Hiroko Noda are candidates for appointment as Outside Directors.
 - Both Katsuyuki Yamazaki and Nozomi Tsuji, and the Company have concluded an agreement that limits their liability for damages as prescribed in Paragraph 1, Article 427 of the Companies Act of Japan, and also as set forth in the Company's Articles of Incorporation. As such, we intend to renew that agreement if this Proposal for their election gains approval. The agreement limits their maximum financial liability, to within amounts stipulated by laws and regulations.
In addition, if Akitoshi Ishimoto and Hiroko Noda are elected, the Company intends to enter into the same kind of agreement with them.
 - The Company has notified the Tokyo Stock Exchange (TSE) of the status of Katsuyuki Yamazaki and Nozomi Tsuji as independent officers, and if they are elected, the Company plans to notify the TSE of their status as independent officers again. In addition, if Akitoshi Ishimoto and Hiroko Noda are elected, the Company intends to notify the TSE of their status as independent officers.