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(Security Code 7408)  
June 9, 2017

**To Shareholders:**

Harutoshi Okita  
President & CEO  
JAMCO Corporation  
Registered Office:  
6-11-25, Osawa, Mitaka-shi, Tokyo, Japan  
Head Office:  
1-100, Takamatsu-cho, Tachikawa-shi, Tokyo,  
Japan

**NOTICE OF  
THE 77TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage. You are cordially invited to attend the 77th Annual General Meeting of Shareholders of JAMCO Corporation (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Accordingly, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, June 27, 2017, Japan time.

**1. Date and Time:** Wednesday, June 28, 2017 at 10:00 a.m. Japan time

**2. Place:** 3F "Hakuho," Keio Plaza Hotel Tama located at  
1-43, Ochiai, Tama-shi, Tokyo, Japan

**3. Objectives of the Meeting:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 77th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 77th Fiscal Year (April 1, 2016 - March 31, 2017)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of eleven (11) Directors  
**Proposal 3:** Election of one (1) Audit & Supervisory Board Member  
**Proposal 4:** Election of one (1) Substitute Audit & Supervisory Board Member  
**Proposal 5:** Award of Retirement Benefits to Retiring Directors and Audit & Supervisory Board Member

**4. Matters determined for the General Meeting of Shareholders:** If neither approval nor disapproval of each proposal is indicated on the Voting Rights Exercise Form, the Company will deem that you indicated your approval of the proposal.

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- The Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements, which are not stated pursuant to laws and regulations and Article 17 of the Company's Articles of Incorporation, are posted on the Company's website on the Internet.
- The Consolidated Financial Statements and the Non-consolidated Financial Statements in the Attachment of this convocation notice are part of the Consolidated Financial Statements and Non-consolidated Financial Statements subject to audits when the Audit & Supervisory Board Members prepared its Audit Report and the Accounting Auditor prepared its Independent Auditor's Report.
- Should the Reference Documents, Business Report, Consolidated and Non-consolidated Financial Statements for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website on the Internet.

The Company's website: <http://www.jamco.co.jp>

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

With regard to the year-end dividend for the 77th Fiscal Year, taking into consideration overall matters including the business result for the current fiscal year and the Company's dividend policies to ensure a stable and continuous return, in order to reward shareholders for their support, the Company proposes to distribute dividends, as follows:

1. Type of dividend property  
Cash
2. Matters concerning allocation of dividend property and the total amount  
¥10 per common stock of the Company, total amount will be ¥268,252,440
3. Effective date of the Surplus distribution  
June 29, 2017

### Proposal 2: Election of eleven (11) Directors

The terms of office of all thirteen (13) current Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of eleven (11) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Harutoshi Okita (March 21, 1958)	<p>April 1980      Joined ITOCHU Corporation</p> <p>October 2000    General Manager of Business Function Integration Department of ITOCHU Corporation</p> <p>April 2008      SVP &amp; General Manager of Machinery Division of ITOCHU International Inc.</p> <p>April 2011      Executive Officer, Chief Operating Officer, New Energy &amp; Coal Division of ITOCHU Corporation</p> <p>April 2012      Executive Officer, Chief Operating Officer, Coal, Nuclear &amp; Solar Division of ITOCHU Corporation</p> <p>April 2013      Executive Officer, Chief Operating Officer, Plant Project, Marine &amp; Aerospace Division of ITOCHU Corporation</p> <p>April 2015      Adviser of ITOCHU Corporation</p> <p>June 2015      Corporate Auditor of ITOCHU Corporation</p> <p>April 2016      President &amp; CEO of the Company</p> <p>June 2016      Representative Director, President &amp; CEO (to present)</p>	900
<p>[Reasons for appointment]</p> <p>Mr. Harutoshi Okita served as Executive Officer and Corporate Auditor of ITOCHU Corporation, our major shareholder. He has abundant experience and deep insight concerning management in general. As President &amp; CEO of the Company from April 2016, he has led the Board of Directors' decision-making process and the execution of operation. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies properly, we propose him as a candidate for Director.</p>			

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Katsuhiko Ogami (December 1, 1956)	<p>April 1980      Joined ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2007      Director, Corporate Planning of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2008      Director, Engineering , Engineering &amp; Maintenance of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2012      Senior Vice President, Engineering &amp; Maintenance and Director, Planning &amp; Administration of ALL NIPPON AIRWAYS CO., LTD.</p> <p>June 2012      Director of the Company</p> <p>November 2012      Senior Vice President , Engineering &amp; Maintenance Center and Director, Planning &amp; Administration of ALL NIPPON AIRWAYS CO., LTD.</p> <p>March 2014      Resigned from Director of the Company</p> <p>April 2014      Senior Vice President of ALL NIPPON AIRWAYS CO., LTD. President of Air Japan Co., Ltd.</p> <p>April 2015      Adviser of Air Japan Co., Ltd.</p> <p>June 2015      Representative Director &amp; EVP (Assistant to President, Quality Assurance, Information System and Aircraft Maintenance Company, CIO) of the Company</p> <p>June 2016      Representative Director &amp; EVP (Assistant to President, Quality Assurance, Information System and Aircraft Maintenance Group, CIO)</p> <p>April 2017      Representative Director &amp; EVP (Assistant to President, Information System, Quality Assurance and Aircraft Maintenance Group, CIO) (to present)</p>	1,300
<p>[Reasons for appointment]</p> <p>Mr. Katsuhiko Ogami served as Outside Director of the Company from 2012 to 2014. He has engaged in important business execution, and has been involved in the Board of Directors' decision-making and checking process concerning the execution as Director in charge of Quality Assurance, Information System and Aircraft Maintenance Group since 2015. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies, we propose him as a candidate for Director.</p>			
3	Toshikazu Kimura (October 14, 1959)	<p>April 1980      Joined the Company</p> <p>April 2009      General Manager of Corporate Planning Department</p> <p>June 2012      Director, General Manager of Corporate Planning Department</p> <p>June 2013      Executive Officer (Corporate Planning, IR &amp; PR and Corporate Administration)</p> <p>April 2014      Executive Officer (Strategies and Corporate Administration)</p> <p>June 2014      Executive Officer (Strategies, General Manager of Corporate Administration Department)</p> <p>April 2015      Managing Executive Officer (Corporate Administration &amp; Human Resource, CRO, General Manager of Corporate Planning Department)</p> <p>June 2015      Director &amp; Managing Executive Officer (Corporate Administration &amp; Human Resource, CRO, General Manager of Corporate Planning Department)</p> <p>April 2016      Director &amp; Senior Managing Executive Officer (Corporate Planning, Public Relations &amp; Investor Relations, CRO, General Manager of Corporate Planning Department)</p> <p>November 2016      Director &amp; Senior Managing Executive Officer (Corporate Administration &amp; Human Resource, CFO, CCO)</p> <p>April 2017      Director &amp; Senior Managing Executive Officer (Corporate Administration &amp; Human Resource, CFO) (to present)</p>	4,300
<p>[Reasons for appointment]</p> <p>Mr. Toshikazu Kimura has abundant experience in and a wealth of knowledge of Corporate Planning and Corporate Administration. He has a good track record as CRO, CCO and CFO. He has engaged in important business execution, and has been involved in the Board of Directors' decision-making and checking process concerning the execution. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies, we propose him as a candidate for Director.</p>			

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
4	Masamichi Kato (July 19, 1957)	April 1981 April 2008 June 2013 July 2015 April 2016 June 2016 April 2017	Joined the Company General Manager of Aircraft Interiors Company, Assigned to JAMCO AMERICA INC. Executive Officer and President of JAMCO AMERICA INC. Executive Officer (Vice President, Aircraft Interiors Company, General Manager of Operations, Aircraft Interiors Company) Managing Executive Officer (Vice President, Aircraft Interiors Company, General Manager of Operations, Aircraft Interiors Company) Director & Managing Executive Officer (Deputy Chief Operating Officer of Aircraft Interiors and Components Group, General Manager of Aircraft Seat Manufacturing Division, General Manager of Aircraft Interiors Manufacturing Division) Director & Senior Managing Executive Officer (Chief Operating Officer of Aircraft Interiors and Components Group) (to present)	1,100
		[Significant concurrent positions] Director of Niigata JAMCO Corporation Director of Miyazaki JAMCO Corporation Director of JAMCO AMERICA, INC. Director (Deputy) of JAMCO SINGAPORE PTE LTD. Director (Deputy) of JAMCO AERO DESIGN & ENGINEERING PTE LTD.		
[Reasons for appointment] Mr. Masamichi Kato served as President of overseas subsidiary in the U.S. and Singapore. He has accumulated abundant experience through his role and a wealth of knowledge in management of overseas business. He has also served as Executive Officer, General Manager and Chief Operating Officer in the division of Aircraft Interiors and Aircraft Seat Manufacturing since 2015. As Director, he has engaged in important business execution, and has been involved in the Board of Directors' decision-making and checking process concerning the execution. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies, we propose him as a candidate for Director.				
5	Yasushige Aoki (April 18, 1955)	July 1978 June 2008 June 2013 April 2014 December 2014 April 2015 June 2015 June 2016 April 2017	Joined the Company General Manager of Marketing & Sales Department, Aircraft Interiors Company Executive Officer (Global Sales, General Manager of Marketing & Sales Department, Aircraft Interiors Company) Executive Officer (General Manager of Global Sales Department, General Manager of Marketing & Sales Department, Aircraft Interiors Company) Executive Officer (General Manager of Global Sales Department, General Manager of Marketing & Sales Department, Aircraft Interiors Company, General Manager of Hamburg Branch, Aircraft Interiors Company) Managing Executive Officer (Sales, Marketing and Procurement, General Manager of Global Sales Department) Director & Managing Executive Officer (Sales, Marketing and Procurement, General Manager of Global Sales Department) Director & Managing Executive Officer (Procurement and Outsourcing, Division General Manager of Marketing & Sales Division) Director & Managing Executive Officer (Division General Manager of Marketing & Sales Division and President of JAMCO SINGAPORE PTE LTD.) (to present)	1,300
		[Significant concurrent positions] Chairman of the Board and President of JAMCO SINGAPORE PTE LTD. Director of SINGAPORE JAMCO SERVICES PTE LTD.		
[Reasons for appointment] Mr. Yasushige Aoki has a wealth of knowledge and abundant experience in Sales Division of the Aircraft Interiors Business. He has engaged in important business execution as Director in charge of the Sales Division and the Procurement, and has been involved in the Board of Directors' decision-making and checking process concerning the execution. He has gained considerable credibility with our customers world-wide. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies, we propose him as a candidate for Director.				

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
6	Toshihisa Kasuya (March 1, 1960)	April 1982 April 2010 April 2012 April 2013 June 2013 May 2014 June 2015 April 2016 June 2016 April 2017	Joined the Company General Manager of Planning Development Office, Aircraft Interiors Company General Manager of Engineering Department, Aircraft Interiors Company Company Vice President of Aircraft Interiors Company Executive Officer (Company Vice President of Aircraft Interiors Company, CTO) Executive Officer (Company Vice President of Aircraft Interiors Company, CTO) and President of JAMCO SINGAPORE PTE LTD. Director & Executive Officer (CTO) Director & Managing Executive Officer (CTO) Director & Managing Executive Officer (CTO of Engineering and Technology Division, Aircraft Interiors and Components Group) Director & Managing Executive Officer (CTO of Engineering and Technology Division, Aircraft Interiors and Components Group) (to present)	3,900
		[Significant concurrent positions] Director of Niigata JAMCO Corporation Director & President of JAMCO AERO DESIGN & ENGINEERING PTE LTD.		
[Reasons for appointment] Mr. Toshihisa Kasuya has abundant experience and advanced expertise in the Engineering and Technology Division of Aircraft Interiors and Components Group. As Director in charge of the Engineering and Technology, he has engaged in important business execution and has been involved in the Board of Directors' decision-making and checking process concerning the execution. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies, we propose him as a candidate for Director.				
7	Kentaro Goto (February 3, 1962)	April 1985 April 2009 April 2010 June 2010 March 2013 April 2013 June 2013 November 2013 April 2015 March 2016 April 2016 June 2016 November 2016 April 2017	Joined ITOCHU Corporation Deputy General Manager of ICT, Aerospace & Electronics Planning & Coordinating Department of ITOCHU Corporation General Manager of Aircraft & Interior Systems Department of ITOCHU Corporation Director of the Company Resigned from Director of the Company General Manager of Human Resource Department of the Company (assigned to the Company) Executive Officer (Assistant to Executive Officer in charge of Personnel and Labor relations, General Manager of Human Resource Department) Executive Officer (Personnel and Labor relations, General Manager of Human Resource Department) Executive Officer (CCO, General Manager of Corporate Administration & Human Resource Department) Resigned from ITOCHU Corporation Managing Executive Officer (Corporate Administration & Human Resource, CCO, General Manager of Corporate Administration & Human Resource Department) Director & Managing Executive Officer (Corporate Administration & Human Resource, CCO, General Manager of Corporate Administration & Human Resource Department) Director & Managing Executive Officer (Corporate Planning, PR & IR, CRO, General Manager of Corporate Planning Department) Director & Managing Executive Officer (PR & IR, CRO, General Manager of Corporate Planning Department) (to present)	200
		[Significant concurrent positions] Director of JAMCO AMERICA, INC.		
[Reasons for appointment] Mr. Kentaro Goto served as Outside Director of the Company from 2010 to 2013. He has engaged in important business execution as Executive Officer since 2013 and as Director since June 2016. He has been involved in the Board of Directors' decision-making and checking process concerning the execution. Having judged that he will be able to realize the management philosophy of the Company and carry out business strategies, we propose him as a candidate for Director.				

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Naoya Osaki (July 19, 1961)	<p>April 1985      Joined ITOCHU Corporation</p> <p>April 2007      Deputy General Manager of Aircraft &amp; Electronics Department of ITOCHU Corporation</p> <p>May 2009        Director &amp; President of ITOCHU AVIATION, INC. (assigned to ITOCHU AVIATION, INC.)</p> <p>April 2014      General Manager of Aerospace &amp; Defense Department of ITOCHU Corporation</p> <p>June 2015      Director of the Company (to present)</p> <p>[Significant concurrent positions]</p> <p>General Manager of Aerospace &amp; Defense Department of ITOCHU Corporation</p> <p>Director of JAPAN AEROSPACE CORPORATION</p> <p>Director of ITOCHU AVIATION CO., LTD.</p> <p>Director of ITOCHU AVIATION, INC.</p> <p>Director of IC AirLease One Limited</p>	0
[Reasons for appointment] Mr. Naoya Osaki is currently General Manager of Aerospace & Defense Department of ITOCHU Corporation, our major shareholder. He has abundant experience in the aviation industry. Having judged that he will be able to appropriately perform his duties by leveraging his experience and knowledge in this industry, we propose him as a candidate for Outside Director.			
9	Toshiaki Kobori (November 7, 1958)	<p>April 1982      Joined ALL NIPPON AIRWAYS CO., LTD.</p> <p>June 1996      Chief Staff Member, Electrical Engineering, Aircraft Equipment Engineering, Aircraft Equipment Center, Engineering &amp; Maintenance of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2003      Leader, Electrical Engineering Team, Engineering, Engineering &amp; Maintenance of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2008      Deputy Director, Quality Assurance, Quality Promotion, Engineering &amp; Maintenance of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2010      Director, Quality Assurance, Quality Promotion, Engineering &amp; Maintenance of ALL NIPPON AIRWAYS CO., LTD.</p> <p>April 2013      President &amp; CEO of ANA COMPONENT TECHNICS CO., LTD.</p> <p>April 2015      Deputy Senior Vice President, Engineering &amp; Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.</p> <p>June 2016      Director of the Company</p> <p>April 2017      Deputy Senior Vice President, Engineering &amp; Maintenance Center and General Manager, e.TPS Promotion Office, Engineering &amp; Maintenance Center of ALL NIPPON AIRWAYS CO., LTD. (to present)</p> <p>[Significant concurrent positions]</p> <p>Vice President, Engineering &amp; Maintenance Center and General Manager of e.TPS Promotion Office, Engineering &amp; Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.</p>	0
[Reasons for appointment] Mr. Toshiaki Kobori is currently Deputy Senior Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD., a subsidiary of our major shareholder, ANA HOLDINGS INC. He has abundant experience in and a wealth of knowledge of the airline industry. Having judged that he will be able to appropriately perform his duties by leveraging his experience and knowledge in this industry, we propose him as a candidate for Outside Director.			

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	Shinichi Suzuki (November 12, 1948)	<p>July 1971      Joined Kawasaki Heavy Industries, Ltd.</p> <p>July 2000      General Manager of Defense Systems Department, Marketing &amp; Sales Division, Aerospace Business Division of Kawasaki Heavy Industries, Ltd.</p> <p>April 2003      Assistant Director, Deputy General Manager of Marketing &amp; Sales Division, Aerospace Company and General Manager of Defense Aircraft Department of Kawasaki Heavy Industries, Ltd.</p> <p>April 2005      Executive Officer, Vice President of Aerospace Company and General Manager of Marketing &amp; Sales Division of Kawasaki Heavy Industries, Ltd.</p> <p>June 2008      President of NIPPI Corporation</p> <p>June 2012      Adviser of NIPPI Corporation</p> <p>June 2014      Director of the Company (to present)</p> <p>[Significant concurrent positions] Corporate Auditor of Goko Trading Co., Ltd.</p>	0
[Reasons for appointment] Mr. Shinichi Suzuki has abundant experience and broad knowledge as a Corporate Management. As an Outside Director, he has offered his opinions proactively and supervised the Board of Directors from perspective of Independent Director. Having judged that he will be able to appropriately perform his duties, we propose him as a candidate for Outside Director.			
11	Juichi Watanabe (June 7, 1955)	<p>April 1979      Joined ITOCHU Corporation</p> <p>December 1986      Director in charge of Energy &amp; Chemicals, Bureau de Liaison Office a Alger of ITOCHU Corporation</p> <p>April 1991      Deputy Director of ITOCHU Oil Exploration Co., Ltd.</p> <p>December 1997      Joined Sony Life Insurance Co., Ltd.</p> <p>January 1998      Joined AIDA ENGINEERING, LTD. Manager, International Business Department</p> <p>March 1999      General Secretary, International Business Promotion Office and General Manager, Sales Planning &amp; Administration Department</p> <p>October 2003      Group Manager, Administration Group, Administration Headquarters</p> <p>November 2004      Vice President in charge of European Operation and CFO, AIDA S.r.l. (Italian subsidiary) and Director , German subsidiary</p> <p>January 2007      General Manager, Group Company Audit Office, General Manager, Internal Control Audit Office and General Manager, Group Company Business Office</p> <p>April 2010      Joined Teikoku Printing Inks Mfg. Co., Ltd. Manager, Overseas Operations Department</p> <p>April 2011      Joined Japan Business Assurance Co., Ltd. Manager, Management and Planning HQ</p> <p>April 2015      Senior Manager, Second CS Department, Japan Business Assurance Co., Ltd. Director, Global Business Law Institute Contract Teacher, Waseda University</p> <p>June 2016      Director of the Company (to present)</p> <p>[Significant concurrent positions] Senior Manager, Second CS Department, Japan Business Assurance Co., Ltd. Director, Global Business Law Institute Contract Teacher, Waseda University</p>	0
[Reasons for appointment] Mr. Juichi Watanabe has abundant experience in international corporate activities and broad knowledge of Accounting and Internal Control as a U.S. Certified Public Accountant, Certified Internal Auditor and Certified Fraud Examiner. As an Outside Director, he has proactively offered his opinions and supervised the Board of Directors from perspective of Independent Director. Having judged that he will be able to appropriately perform his duties, we propose him as a candidate for Outside Director.			

(Notes)

1. ITOCHU Corporation is a specified related business entity as stipulated in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act, and Mr. Naoya Osaki is a person who executes the business of ITOCHU Corporation as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act. In addition, he receives salaries and wages as an employee from ITOCHU Corporation and will continue to receive them in the future.



2. ALL NIPPON AIRWAYS CO., LTD. is a specified related business entity as stipulated in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act, and Mr. Toshiaki Kobori is a person who executes the business of ALL NIPPON AIRWAYS CO., LTD. as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act. In addition, he receives salaries and wages as an employee from ALL NIPPON AIRWAYS CO., LTD. and will continue to receive them in the future.
3. There are no special interests between the other candidates and the Company.
4. Matters relating to candidates for Outside Directors are as follows:
  - (1) Messrs. Naoya Osaki, Toshiaki Kobori, Shinichi Suzuki and Juichi Watanabe are candidates for Outside Directors. The Company has appointed Messrs. Shinichi Suzuki and Juichi Watanabe as independent officers prescribed by Tokyo Stock Exchange, Inc. and submitted a notification of the appointment to Tokyo Stock Exchange, Inc.
  - (2) Messrs. Toshiaki Kobori and Juichi Watanabe currently serve as the Outside Directors of the Company, and their terms of office will be one (1) year at the conclusion of the 77th Annual General Meeting of Shareholders. Also, Messrs. Naoya Osaki and Shinichi Suzuki currently serve as Outside Directors, and their terms of office will be two (2) years and three (3) years, respectively, at the conclusion of the 77th Annual General Meeting of Shareholders.
  - (3) If the appointment of the four (4) candidates for Outside Directors, Messrs. Naoya Osaki, Toshiaki Kobori, Shinichi Suzuki and Juichi Watanabe is approved, the Company will enter into an agreement with each candidate pursuant to the Articles of Incorporation of the Company to limit their liability in order for them to fully play their expected roles. The maximum amount of liability pursuant to the agreement is the minimum amount of liability stipulated by laws and regulations.

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

Audit & Supervisory Board Member, Mr. Masashi Wada, retired by resignation on March 31, 2017. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed. The Audit & Supervisory Board has given its approval to this proposal.

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

Name (Date of birth)	Brief past experience, positions and significant concurrent positions	Number of shares of the Company held
*Toshiharu Okura (December 16, 1951)	April 1974      Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.) December 2003      Joined the Company, Staff General Manager of Corporate Administration Department July 2004      General Manager of Corporate Administration Department December 2005      General Manager of Finance Department April 2006      Senior General Manager of Finance Department June 2006      Director June 2009      Vice President & Director June 2011      Senior Vice President & Director June 2013      Representative Director & EVP (CFO, Executive Advisory Officer for HR) April 2015      Representative Director & EVP (Assistant to President, CFO) April 2016      Representative Director & EVP (Assistant to President, Finance & Accounting, Corporate Administration & Human Resource and Internal Audit) April 2017      Representative Director & EVP (Assistant to President) (to present)	3,600

[Reasons for appointment]

Mr. Toshiharu Okura has abundant experience and a good track record in the division of Corporate Administration & Human Resource, and Finance & Accounting. He has engaged in important business execution, and has been involved in the Board of Directors' decision-making and checking process concerning the execution as Director in charge of Finance & Accounting, Corporate Administration & Human Resource and Internal Audit. Having judged that he will be able to appropriately perform audits based on his past experience, we propose him as a candidate for Audit & Supervisory Board Member.

(Notes)

1. \* indicates a new candidate for Audit & Supervisory Board Member.
2. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.

**Proposal 4: Election of one (1) Substitute Audit & Supervisory Board Member**

In preparation of the case that the number of Audit & Supervisory Board Member would be less than the number stipulated in laws and regulations, the appointment of one (1) Substitute Audit & Supervisory Board Member is proposed. The Audit & Supervisory Board has given its approval to this proposal.

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

Name (Date of birth)	Brief past experience, positions and significant concurrent positions	Number of shares of the Company held	
*Hitoshi Takahashi (September 21, 1955)	April 1980	Joined Nippon Steel Corporation	0
	July 1992	Senior Manager (Legal & Administration), Chicago Office, NIPPON STEEL U.S.A., INC. (assigned by Nippon Steel Corporation)	
	July 1996	Deputy General Manager (in charge of management of overseas subsidiaries and contracts) of Pipe & Tube Sales Division, Head Office of Nippon Steel Corporation	
	April 2000	Manager (Legal) of Corporate Auditors' Office, Head Office	
	July 2009	General Manager of Corporate Auditors' Office, Head Office	
	October 2009	Managing Director of Japan Audit & Supervisory Board Members Association	
	October 2010	Professor, Dokkyo Law School	
	April 2017	Professor, Faculty of Law, Dokkyo University	
		[Significant concurrent positions] Professor, Faculty of Law, Dokkyo University	
[Reasons for appointment] Mr. Hitoshi Takahashi is well versed in the Commercial Code, the Companies Act, the Financial Instruments and Exchange Act and corporate legal affairs. Particularly he has profound insight into both legal theory and practice concerning legal responsibilities and risk management of corporate officers and internal control systems of corporate groups. After serving as General Manager of the Corporate Auditors' Office, Head Office of Nippon Steel Corporation, he assumed the position of Managing Director of the Japan Audit & Supervisory Board Members Association. Having judged that he will be able to appropriately perform duties from his experience, we propose him as a candidate for Substitute Outside Audit & Supervisory Board Member.			

(Notes)

1. \* indicates a new candidate for Substitute Audit & Supervisory Board Member.
2. There are no special interests between the candidate for Substitute Audit & Supervisory Board Member and the Company.
3. Matters relating to candidate for Substitute Audit & Supervisory Board Member are as follows:
  - (1) Mr. Hitoshi Takahashi is a candidate for Outside Audit & Supervisory Board Member.
  - (2) If Mr. Hitoshi Takahashi, the candidate for Substitute Audit & Supervisory Board Member, takes office as an Outside Audit & Supervisory Board member, the Company will enter into an agreement with him pursuant to the Articles of Incorporation of the Company to limit his liability in order for him to fully play his expected role. The maximum amount of liability pursuant to the agreement is the minimum amount of liability stipulated by laws and regulations.

**Proposal 5: Award of Retirement Benefits to Retiring Directors and Audit & Supervisory Board Member**

With regard to retirement benefits for Mr. Toshiharu Okura, who will retire from his office as Director at the conclusion of this year's General Meeting of Shareholders and is scheduled to take office as an Audit & Supervisory Board Member, in order to reward him for his contribution during his term as Director, the Company proposes to award retirement benefits within the range of amount pursuant to the internal rules of the Company after expiration of his term of office as Audit & Supervisory Board Member. The Company requests that the specific amounts, the timing of award, the methods, etc., of the award to him be decided by the Board of Directors.

Director, Mr. Yasuo Sekikawa, will retire due to expiration of his term of office at the conclusion of this year's General Meeting of Shareholders, and Audit & Supervisory Board Member, Mr. Masashi Wada, retired by resignation on March 31, 2017.

Accordingly, in order to reward them for their contribution during their term, the Company proposes to award retirement benefits within the range of amount pursuant to the internal rules of the Company. The

Company requests that the specific amounts, the timing of award, the methods, etc., of the awards to the Directors be decided by the Board of Directors and those of the award to the Audit & Supervisory Board Member be decided by the Audit & Supervisory Board.

Past experiences of the retiring Directors and Audit & Supervisory Board Member are as follows:

Name	Brief past experience	
Toshiharu Okura	June 2006	Director of the Company
	June 2013	Representative Director & EVP (to present)
Yasuo Sekikawa	June 2011	Director of the Company
	June 2014	Representative Director & Senior Managing Executive Officer (to present)
Masashi Wada	June 2014	Audit & Supervisory Board Member of the Company
	March 2017	Resigned from Audit & Supervisory Board Member of the Company