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(Security Code 7408)  
June 10, 2016

**To Shareholders:**

Yoshihisa Suzuki  
Chairman of the Board  
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 76TH 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 76th 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 Monday, June 27, 2016, Japan time.

**1. Date and Time:** Tuesday, June 28, 2016 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 76th Fiscal Year (April 1, 2015 - March 31, 2016) 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 76th Fiscal Year (April 1, 2015 - March 31, 2016)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of thirteen (13) Directors  
**Proposal 3:** Election of one (1) Substitute Audit & Supervisory Board Member  
**Proposal 4:** Award of Retirement Benefits to Retiring Directors

**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 76th Fiscal Year, taking into consideration overall matters including the steady progress in 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  
¥40 per common stock of the Company, total amount will be ¥1,073,013,560
3. Effective date of the Surplus distribution  
June 29, 2016

### Proposal 2: Election of thirteen (13) Directors

The terms of office of all nine (9) current Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of thirteen (13) 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 (to present)</p>	0
<p>[Reasons for appointment]</p> <p>Mr. Harutoshi Okita had served as Executive Officer, Chief Operating Officer, Plant Project, Marine &amp; Aerospace Division of ITOCHU Corporation, our major shareholder, until March 2015, and thus has extensive and abundant insight concerning not only the aviation industry but also other transportation equipment, etc. In addition, the Company has judged that he will be able to utilize his abundant knowledge and experience as Corporate Auditor of ITOCHU Corporation, concerning corporate management and the enhancement of corporate governance, to the management of the Company, and proposes to appoint him as a Director.</p>			

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	Toshiharu Okura (December 16, 1951)	April 1974	Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	3,500
		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 April 2016	Representative Director & EVP (Assistant to President, CFO) Representative Director & EVP (Assistant to President, Finance & Accounting , Corporate Administration & Human Resource and Internal Audit)	
[Reasons for appointment] Mr. Toshiharu Okura has abundant experience in, and knowledge of, the divisions of corporate administration & human resource and finance & accounting as well as excellent track records as CFO, and has engaged in important business execution as well as decision-making and supervision of management as Director in charge of various divisions of the head office, including the finance & accounting division. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to reappoint him as a Director.				
3	Katsuhiro Ogami (December 1, 1956)	April 1980	Joined ALL NIPPON AIRWAYS CO., LTD.	1,100
		April 2007	Director, Corporate Planning of ALL NIPPON AIRWAYS CO., LTD.	
		April 2008	Director, Engineering , Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD.	
		April 2012	Senior Vice President, Engineering & Maintenance and Director, Planning & Administration of ALL NIPPON AIRWAYS CO., LTD.	
		June 2012	Director of the Company	
		November 2012	Senior Vice President , Engineering & Maintenance Center and Director, Planning & Administration of ALL NIPPON AIRWAYS CO., LTD.	
		March 2014	Resigned from Director of the Company	
		April 2014	Senior Vice President of ALL NIPPON AIRWAYS CO., LTD. President of Air Japan Co., Ltd.	
		April 2015	Adviser of Air Japan Co., Ltd.	
		June 2015	Representative Director & EVP (Assistant to President, Quality Assurance, Information System and Aircraft Maintenance Company, CIO) of the Company (to present)	
[Reasons for appointment] Mr. Katsuhiro Ogami served as Outside Director of the Company from 2012 to 2014, and has engaged in important business execution as well as decision-making and supervision of management as Director in charge of Quality Assurance, Information System and Aircraft Maintenance Company since 2015. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to reappoint him as a Director				
4	Yasuo Sekikawa (January 7, 1952)	August 1978	Joined the Company	12,550
		April 2006	Senior Specialist of Engineering Department, Aircraft Interiors Company	
		April 2009	General Manager of Engineering Department, Aircraft Interiors Company	
		June 2011	Director	
		June 2013	Director & Managing Executive Officer (Company President of Aircraft Interiors Company)	
		April 2014	Director & Senior Managing Executive Officer (Company President of Aircraft Interiors Company)	
		June 2014	Representative Director & Senior Managing Executive Officer (Company President of Aircraft Interiors Company)	

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
		<p data-bbox="406 271 1284 383">April 2015      Representative Director &amp; Senior Managing Executive Officer (Company President of Aircraft Interiors Company, Executive Advisory Officer for Aircraft Components Company) (to present)</p> <p data-bbox="406 443 1284 562">[Significant concurrent positions] Director of Niigata JAMCO Corporation Director of JAMCO AMERICA, INC. Director of JAMCO SINGAPORE PTE LTD.</p>	
	<p data-bbox="183 577 1292 607">[Reasons for appointment]</p> <p data-bbox="183 607 1292 748">Mr. Yasuo Sekikawa has abundant experience and advanced expertise in each division of the aircraft interiors business, and has engaged in important business execution as well as decision-making and supervision of management as Director in charge of the divisions of aircraft interiors and aircraft components. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to reappoint him as a Director</p>		

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Toshikazu Kimura (October 14, 1959)	April 1980	Joined the Company	4,000
		April 2009	General Manager of Corporate Planning Department	
		June 2012	Director, General Manager of Corporate Planning Department	
		June 2013	Executive Officer (Corporate Planning, IR & PR and Corporate Administration)	
		April 2014	Executive Officer (Strategies and Corporate Administration)	
		June 2014	Executive Officer (Strategies, General Manager of Corporate Administration Department)	
		April 2015	Managing Executive Officer (Corporate Administration & Human Resource, CRO, General Manager of Corporate Planning Department)	
		June 2015	Director & Managing Executive Officer (Corporate Administration & Human Resource, CRO, General Manager of Corporate Planning Department)	
		April 2016	Director & Senior Managing Executive Officer (Corporate Planning, Public Relations & Investor Relations, CRO, General Manager of Corporate Planning Department) (to present)	
[Reasons for appointment] Mr. Toshikazu Kimura has abundant experience in, and knowledge of, corporate planning and corporate administration, and shows highly effective risk management capability as CRO, while he has engaged in important business execution as well as decision-making and supervision of management as Director in charge of divisions of corporate planning and corporate administration & human resource. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to reappoint him as a Director				
6	Yasushige Aoki (April 18, 1955)	July 1978	Joined the Company	1,200
		June 2008	General Manager of Marketing & Sales Department, Aircraft Interiors Company	
		June 2013	Executive Officer (Global Sales, General Manager of Marketing & Sales Department, Aircraft Interiors Company)	
		April 2014	Executive Officer (General Manager of Global Sales Department, General Manager of Marketing & Sales Department, Aircraft Interiors Company)	
		January 2015	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)	
		April 2015	Managing Executive Officer (Sales, Marketing and Procurement, General Manager of Global Sales Department)	
		June 2015	Director & Managing Executive Officer (Sales, Marketing and Procurement, General Manager of Global Sales Department) (to present)	
[Reasons for appointment] Mr. Yasushige Aoki has abundant experience in, and knowledge of, the sales division of the aircraft interiors business, and has engaged in important business execution as well as decision-making and supervision of management as Director controlling the company-wide sales division and procurement. He also enjoys excellent customer reliability on a global basis. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to reappoint him as a Director.				

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Toshihisa Kasuya (March 1, 1960)	<p>April 1982      Joined the Company</p> <p>April 2010      General Manager of Planning Development Office, Aircraft Interiors Company</p> <p>April 2012      General Manager of Engineering Department, Aircraft Interiors Company</p> <p>April 2013      Company Vice President of Aircraft Interiors Company</p> <p>June 2013      Executive Officer (Company Vice President of Aircraft Interiors Company, CTO)</p> <p>May 2014      Executive Officer (Company Vice President of Aircraft Interiors Company, CTO) and President of JAMCO SINGAPORE PTE LTD.</p> <p>June 2015      Director &amp; Executive Officer (CTO)</p> <p>April 2016      Director &amp; Managing Executive Officer (CTO) (to present)</p> <p>[Significant concurrent positions]</p> <p>Director of JAMCO SINGAPORE PTE LTD.</p> <p>Director &amp; President of JAMCO AERO DESIGN &amp; ENGINEERING PTE LTD.</p> <p>Director (Deputy) of SINGAPORE JAMCO SERVICES PTE LTD.</p>	3,800
<p>[Reasons for appointment]</p> <p>Mr. Toshihisa Kasuya has abundant experience and advanced expertise in the engineering division of the aircraft interiors business, and has engaged in important business execution as well as decision-making and supervision of management as Director controlling the company-wide technology division. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to reappoint him as a Director.</p>			
8	*Masamichi Kato (July 19, 1957)	<p>April 1981      Joined the Company</p> <p>April 2008      General Manager of Aircraft Interiors Company, Assigned to JAMCO AMERICA INC.</p> <p>June 2013      Executive Officer and President of JAMCO AMERICA INC.</p> <p>July 2015      Executive Officer (Vice President, Aircraft Interiors Company, General Manager of Operations, Aircraft Interiors Company)</p> <p>April 2016      Managing Executive Officer (Vice President, Aircraft Interiors Company, General Manager of Operations, Aircraft Interiors Company) (to present)</p> <p>[Significant concurrent positions]</p> <p>Director of Miyazaki JAMCO Corporation</p> <p>Director of JAMCO AMERICA, INC.</p> <p>Director and Chairman of JAMCO SINGAPORE PTE LTD.</p> <p>Director (Deputy) of JAMCO AERO DESIGN &amp; ENGINEERING PTE LTD.</p>	1,100
<p>[Reasons for appointment]</p> <p>Having served as President of operating companies in the U.S. and Singapore, Mr. Masamichi Kato has abundant experience in corporate management overseas, and has executed important business as Vice President of Aircraft Interiors Company and General Manager of Operations of Aircraft Interiors Company since 2015. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to appoint him as a Director.</p>			
9	*Kentarō Goto (February 3, 1962)	<p>April 1985      Joined ITOCHU Corporation</p> <p>April 2009      Deputy General Manager of ICT, Aerospace &amp; Electronics Planning &amp; Coordinating Department of ITOCHU Corporation</p> <p>April 2010      General Manager of Aircraft &amp; Interior Systems Department of ITOCHU Corporation</p> <p>June 2010      Director of the Company</p> <p>March 2013      Resigned from Director of the Company</p> <p>April 2013      General Manager of Human Resource Department of the Company (assigned to the Company)</p> <p>June 2013      Executive Officer (Assistant to Executive Officer in charge of Personnel and Labor relations, General Manager of Human Resource Department)</p> <p>November 2013      Executive Officer (Personnel and Labor relations, General Manager of Human Resource Department)</p> <p>April 2015      Executive Officer (CCO, General Manager of Corporate Administration &amp; Human Resource Department)</p> <p>March 2016      Resigned from ITOCHU Corporation</p> <p>April 2016      Managing Executive Officer (Corporate Administration &amp;</p>	0

No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
		Human Resource, CCO, General Manager of Corporate Administration & Human Resource Department) (to present) [Significant concurrent positions] Director of Orange JAMCO Corporation	
	[Reasons for appointment] Mr. Kentaro Goto served as Outside Director of the Company for two years from 2010, and has engaged in important business execution since 2013 as Executive Officer in charge of Corporate Administration & Personnel and General Manager of Human Resource Department. The Company has judged that he will be able to realize the management philosophy of the Company and carry out business strategies, and proposes to appoint him as a Director.		
10	Naoya Osaki (July 19, 1961)	April 1985      Joined ITOCHU Corporation April 2007      Deputy General Manager of Aircraft & Electronics Department of ITOCHU Corporation May 2009        Director & President of ITOCHU AVIATION, INC. (assigned to ITOCHU AVIATION, INC.) April 2014      General Manager of Aerospace & Defense Department of ITOCHU Corporation June 2015      Director of the Company (to present) [Significant concurrent positions] General Manager of Aerospace & Defense Department of ITOCHU Corporation Director of JAPAN AEROSPACE CORPORATION Director of ITOCHU AVIATION CO., LTD. Director of ITOCHU AVIATION, INC.	0
	[Reasons for appointment] Mr. Naoya Osaki serves as General Manager of Aerospace & Defense Department of ITOCHU Corporation, our major shareholder. The Company proposes to appoint him as an Outside Director as the Company expects him to utilize his abundant experience in the aviation industry to the management of the Company.		
11	*Toshiaki Kobori (November 7, 1958)	April 1982      Joined ALL NIPPON AIRWAYS CO., LTD. June 1996      Chief Staff Member Electrical Engineering, Aircraft Equipment Engineering, Aircraft Equipment Center, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD. April 2003      Leader, Electrical Engineering Team, Engineering, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD. April 2008      Deputy Director, Quality Assurance, Quality Promotion, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD. April 2010      Director, Quality Assurance, Quality Promotion, Engineering & Maintenance of ALL NIPPON AIRWAYS CO., LTD. April 2013      President & CEO of ANA COMPONENT TECHNICS CO., LTD. April 2015      Deputy Senior Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD. (to present) [Significant concurrent positions] Vice President, Engineering & Maintenance Center of ALL NIPPON AIRWAYS CO., LTD.	0
	[Reasons for appointment] Mr. Toshiaki Kobori serves as Vice President of Engineering & Maintenance Center of ALL NIPPON AIRWAYS, CO., LTD., a subsidiary of our major shareholder, ANA HOLDINGS INC. The Company proposes to appoint him as an Outside Director as the Company expects him to utilize his abundant experience in the air carrier industry to the management of the Company.		



No.	Name (Date of birth)	Brief past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
12	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 insight as a corporate manager, and strives to proactively offer opinions from the standpoint of an independent officer at the Board of Directors. He thus displays his excellent supervising capability. The Company proposes to reappoint him as an Outside Director as the Company expects him to utilize his experience, insight and capability to the management of the Company.			
13	*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 1999      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. (current position) Director, Global Business Law Institute (current position) Contract Teacher, Waseda University (current position) (to present)</p>	0
[Reasons for appointment] Mr. Juichi Watanabe has abundant experience in international corporate activities and broad insight as a U.S. certified public accountant, certified internal auditor and certified fraud examiner, concerning accounting and internal control. The Company proposes to appoint him as an Outside Director as the Company expects him to utilize his experience and insight to the management of the Company.			

(Notes)

1. \* indicates a new candidate for Director.
2. 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.
3. 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.
4. There are no special interests between the other candidates and the Company.
5. 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 Mr. Shinichi Suzuki as an independent officer prescribed by Tokyo Stock Exchange, Inc. and submitted a notification of the appointment to Tokyo Stock Exchange, Inc. The Company plans to submit a notification of appointment of Mr. Juichi Watanabe as an independent officer to Tokyo Stock Exchange, Inc.
  - (2) Mr. Naoya Osaki currently serves as the Outside Director of the Company, and his term of office will be one (1) year at the conclusion of the 76th Annual General Meeting of Shareholders. Also, Mr. Shinichi Suzuki currently serves as the Outside Director of the Company, and his term of office will be two (2) years at the conclusion of the 76th 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) 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:

No.	Name (Date of birth)	Brief past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Mitsuyoshi Yamamoto (September 29, 1944)	<p>April 1968      Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>February 1998      Representative Director of Tokyo Diamond Global Service Co., Ltd.</p> <p>February 1999      Joined NIKKISO CO., LTD.</p> <p>June 1999      Director of NIKKISO CO., LTD.</p> <p>June 2003      Managing Director of NIKKISO CO., LTD.</p> <p>June 2007      Audit &amp; Supervisory Board Member of NIKKISO CO., LTD.</p> <p>June 2011      Adviser of NIKKISO CO., LTD.</p> <p>June 2012      Resigned from Adviser of NIKKISO CO., LTD. (to present)</p> <p>[Significant concurrent positions]</p> <p>Director of Bolthouse Farms Japan Y.K.</p> <p>Audit &amp; Supervisory Board Member of Bohler-Uddeholm KK</p>	0

No.	Name (Date of birth)	Brief past experience, positions and significant concurrent positions	Number of shares of the Company held
	[Reasons for appointment] The Company proposes to appoint Mr. Mitsuyoshi Yamamoto as a Substitute Outside Audit & Supervisory Board Member as he possesses experiences on wide range of operations such as operations of domestic and overseas bases as well as various practices at divisions including sales, corporate planning, international, foreign exchange, personnel and secretarial office which were accumulated during his career at a bank. In addition, after joining management of a bank's subsidiary and a manufacturing company, he accumulated knowledge and experience on overall corporate management. In light of this, his appointment as a Substitute Outside Audit & Supervisory Board Member is proposed.		

(Notes)

1. There are no special interests between the candidate for Substitute Audit & Supervisory Board Member and the Company.
2. Matters relating to candidate for Substitute Audit & Supervisory Board Member are as follows:
  - (1) Mr. Mitsuyoshi Yamamoto is a candidate for Outside Audit & Supervisory Board Member.
  - (2) If Mr. Mitsuyoshi Yamamoto, 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 4: Award of Retirement Benefits to Retiring Directors**

Outside Director, Mr. Seiro Arakawa, retired by resignation on March 31, 2016, and Director, Mr. Yoshihisa Suzuki, will retire due to expiration of his term of office at the conclusion of this year's General Meeting of Shareholders.

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.

Past experiences of the retiring Directors are as follows:

Name	Brief past experience	
Seiro Arakawa	June 2014	Outside Director of the Company
	March 2016	Resigned from Outside Director of the Company
Yoshihisa Suzuki	June 2011	Representative Director & EVP of the Company
	June 2012	Representative Director, President & CEO
	April 2016	Chairman of the Board (to present)