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**Notice of Convocation of**  
**the 112th Ordinary General Meeting of Shareholders**

Securities Code: 1802  
June 3, 2016

Dear Shareholders,

You are cordially invited to attend the 112th Ordinary General Meeting of Shareholders of OBAYASHI CORPORATION (hereinafter referred to as the “Corporation”). The meeting will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal voting or Internet voting as below. Prior to voting, please examine the attached Reference Documents for General Meeting of Shareholders and vote in one of the following ways: (1) filling in the enclosed “Form for Exercising Voting Rights” and posting it to us by mail, or (2) via the Internet at the designated website below, so that your vote is received by 5:15 p.m. on Tuesday, June 28, 2016 in Japan Standard Time.

**Postal voting**

Please carefully read and examine “Reference Documents for General Meeting of Shareholders” on pages 4 to 12 and return the enclosed “Form for Exercising Voting Rights” indicating your vote for or against each proposal by the time and date stated above.

**Internet voting**

Prior to voting, please review “Guide to Exercising Voting Rights via the Internet” on pages 13 to 14, access the website to exercise your voting rights (<http://www.evotep.jp/>) and exercise your voting rights by indicating your vote for or against each proposal by the time and date stated above.

Sincerely yours,

Toru Shiraishi  
President  
OBAYASHI CORPORATION  
2-15-2, Konan, Minato-ku, Tokyo

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Notes:

- \* You are kindly requested to present the enclosed “Form for Exercising Voting Rights” to the receptionist when you attend the meeting.
- \* If you intend to exercise your voting rights by proxy, one other shareholder who possesses voting rights may attend the General Meeting of Shareholders as proxy. If this is the case, please note that such shareholder is requested to submit the letter of proxy.
- \* The Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, and audit reports of the Accounting Auditors and the Audit & Supervisory Board are stated in the attached 112th Business Term Report. However, the following items are provided to shareholders on our website (<http://www.obayashi.co.jp/>), in accordance with laws and regulations, and the provisions of Article 16 of the Articles of Incorporation of the Corporation. The documents attached to this Notice of Convocation represent part of the data which the Accounting Auditors and Audit & Supervisory Board Members audited respectively in preparing their audit reports.
  - (1) Notes to Consolidated Financial Statements
  - (2) Notes to Non-Consolidated Financial Statements
- \* If any changes have been made to items in the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements or the Reference Documents for General Meeting of Shareholders, such changes will be posted on our website (<http://www.obayashi.co.jp/>).

## **Details of the General Meeting of Shareholders**

**1. Date and Time:**

Wednesday, June 29, 2016, at 10:00 a.m. (Japan Standard Time)

**2. Place:**

Head Office of the Corporation (3F Auditorium), Shinagawa Intercity Tower B,  
2-15-2, Konan, Minato-ku, Tokyo, Japan

**3. Agenda**

**Matters to be reported:**

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 112th Fiscal Year (from April 1, 2015 to March 31, 2016; hereinafter referred to as the “fiscal year under review”), as well as the audit reports of the Accounting Auditors and the Audit & Supervisory Board for Consolidated Financial Statements

**Matters to be resolved:**

**Proposal 1:** Appropriation of Surplus

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

**Proposal 3:** Election of Eleven (11) Directors

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

## **Reference Documents for General Meeting of Shareholders**

### **Proposals and Reference Issues**

#### **Proposal 1: Appropriation of Surplus**

The basic policy of the Corporation is to return profits to shareholders in accordance with its business performance, while placing its priorities on maintaining long-term stable dividends, as well as increasing internal reserves for further strengthening financial standing, technological development and capital investments for the future.

Under the policy, the Corporation proposes a year-end dividend for the fiscal year under review of 13 yen per share. In addition to the interim dividend of 5 yen, the annual dividend would amount to 18 yen per share, an increase of 8 yen from the previous fiscal year.

##### **1. Matters concerning year-end dividends**

- (1) Type of dividend property: Cash
- (2) Appropriation of dividends to shareholders and total amount of dividends  
Dividend per share: 13 yen  
Total amount of dividends: 9,334,935,324 yen
- (3) Date of effectiveness: June 30, 2016

##### **2. Matters concerning other appropriation of surplus**

- (1) Item and amount of surplus to be increased  
General reserve: 40 billion yen
- (2) Item and amount of surplus to be decreased  
Retained earnings brought forward: 40 billion yen

#### **Proposal 2: Partial Amendment to the Articles of Incorporation**

##### **1. Reasons for amendment**

To prepare for future business development and clarify the contents of business, the Corporation proposes to make partial amendments and add business purposes to Article 2 (Purpose) of the current Articles of Incorporation.

## 2. Details of proposed amendment

Details of the proposed amendment are as follows:

(Underlined portions indicate the parts that are to be amended.)

Current Article	Proposed Amendment
<p>Article 2 (Purpose) The purpose of the Corporation is to engage in the following businesses:</p> <ol style="list-style-type: none"> <li>1 Contracting of construction works;</li> <li>2 Regional, urban, oceanic and environmental development and other business relating to construction;</li> <li>3 Engineering and management related to the preceding two items, including research, surveying, planning, devising, designing and supervising;</li> <li>4 <u>Housing business</u>;</li> <li>5 Sale, purchase, exchange, lease, brokerage, ownership, caretaking, and utilization of real estate;</li> </ol> <p style="text-align: center;">(Newly established)</p> <ol style="list-style-type: none"> <li>6 Operation of type II financial instruments and exchange business, investment advisory and agency business under Financial Instruments and Exchange Act;</li> <li>7 Planning, construction, retention, maintenance, and management of such infrastructures as road, port, water supply and drainage, municipal building, educational and cultural facility, waste treatment facility, medical facility, and others;</li> <li>8 Project of recovering environmental pollution like purification of soil, sediment of river and lake, water-quality of lake and sea; and collection, transportation, treatment, and recycling municipal and industrial wastes;</li> <li>9 Power generation <u>and</u> supply of electricity and heat;</li> <li>10 Dealing business of right of exhausting greenhouse gases;</li> <li>11 Manufacture, supply, sale, and lease of construction machinery and equipment, and materials and equipment for temporary works;</li> <li>12 Manufacture and sale of concrete products for construction, fireproof or nonflammable building materials, materials for interior and exterior of buildings, furniture and wooden products for buildings, and sale of civil engineering and building materials;</li> <li>13 Undertaking of maintenance and care of buildings and related facilities and undertaking of security and guard services;</li> <li>14 Acquisition, development, licensing for use, and sale of <u>software</u>, industrial properties, <u>and</u> know-how related to utilization of computers;</li> <li>15 Operation of information processing service, <u>business of information furnishing service, and supply of telecommunication circuits</u>;</li> <li>16 Sale, lease, and maintenance service of electronic office machinery and equipment including computers;</li> <li>17 Management of health, medical, sport and leisure facilities, hotels and restaurants, and business of travel agency;</li> </ol> <p style="text-align: center;">(Newly established)</p> <ol style="list-style-type: none"> <li>18 Manufacture and sale of Medical machinery and tools;</li> </ol>	<p>Article 2 (Purpose) The purpose of the Corporation is to engage in the following businesses:</p> <ol style="list-style-type: none"> <li>1 Contracting of construction works;</li> <li>2 Regional, urban, oceanic, <u>space, resource and energy</u> and environmental development and other business relating to construction;</li> <li>3 Engineering and management related to the preceding two items, including research, surveying, planning, devising, designing and supervising;</li> <li>4 <u>Development and sale of land, and construction and sale of housing</u>;</li> <li>5 Sale, purchase, exchange, lease, brokerage, ownership, caretaking, and utilization of real estate;</li> <li>6 <u>Investments in special purpose companies related to real estate, and real estate investment trusts, as well as transaction, brokerage, and management of the equity contribution related to said investments, and business under the Act on Specified Joint Real Estate Ventures</u>;</li> <li>7 Operation of type II financial instruments and exchange business, investment advisory and agency business under Financial Instruments and Exchange Act;</li> <li>8 Planning, construction, retention, maintenance, and management of such infrastructures as road, <u>railway</u>, port, <u>airport, river facility</u>, water supply and drainage, municipal building, educational and cultural facility, waste treatment facility, medical facility, and others;</li> <li>9 Project of recovering environmental pollution like purification of soil, sediment of river and lake, water-quality of lake and sea; and collection, transportation, treatment, and recycling municipal and industrial wastes;</li> <li>10 Power generation, supply of electricity and heat, <u>and manufacture and sale of fuels</u>;</li> <li>11 Dealing business of right of exhausting greenhouse gases;</li> <li>12 Manufacture, supply, sale, and lease of construction machinery and equipment, and materials and equipment for temporary works;</li> <li>13 Manufacture and sale of concrete products for construction, fireproof or nonflammable building materials, materials for interior and exterior of buildings, furniture and wooden products for buildings, and sale of civil engineering and building materials;</li> <li>14 Undertaking of <u>diagnosis and evaluation and</u> maintenance and care of buildings and related facilities, and undertaking of security and guard services <u>and cleaning services</u>;</li> <li>15 Acquisition, development, licensing for use, and sale of industrial properties, <u>copyrights</u>, know-how <u>and software</u> related to utilization of computers;</li> <li>16 Operation of information processing service, information furnishing service, <u>telecommunication business and broadcasting business</u>;</li> <li>17 Sale, lease, and maintenance service of electronic office machinery and equipment including computers;</li> <li>18 Management of health, medical, sport and leisure facilities, hotels and restaurants, and business of travel agency;</li> <li>19 <u>Management of facilities for elderly people with nursing care services and business providing home-care service</u>;</li> <li>20 Manufacture and sale of Medical machinery and tools;</li> </ol>

Current Article	Proposed Amendment
<u>19</u> <u>Operation of temporary personnel placement agency business under the Temporary Personnel Placement Agency Act;</u>	<u>21</u> <u>Worker Dispatching Undertaking, and fee-charging employment placement business;</u>
<u>20</u> Undertaking of services relating to general affairs, personnel affairs, accounting matters etc.;	<u>22</u> Undertaking of services relating to general affairs, personnel affairs, accounting matters etc.;
<u>21</u> Operation of insurance agency under the Automobile Accident Compensation Security Act and of nonlife insurance agency;	<u>23</u> Operation of insurance agency under the Automobile Accident Compensation Security Act and of nonlife insurance agency, <u>and services related to life insurance solicitation;</u>
<u>22</u> Landscaping, gardening, and tree planting;	<u>24</u> Landscaping, gardening, and tree planting;
<u>23</u> Production, processing and sale of agricultural products, and acquisition, development, licensing for use and sale of agriculture-related technologies;	<u>25</u> Production, processing and sale of agricultural, <u>fishery, and forestry</u> products <u>and operation of related facilities,</u> and acquisition, development, licensing for use and sale of agriculture-, <u>fishery-</u> , and <u>forestry-</u> related technologies;
<p style="text-align: center;">(Newly established)</p>	<u>26</u> <u>Business dealing with land, ocean and air transport, and of freight forwarding;</u>
<p style="text-align: center;">(Newly established)</p>	<u>27</u> <u>Planning, production and sale of information media including advertisements, publications, printing, and videos, and planning and operation of event programs;</u>
<u>24</u> Money-lending, suretyship on obligations and other financial services;	<u>28</u> Money-lending, suretyship on obligations and other financial services, <u>and general lease business;</u>
<u>25</u> Consulting services related to each item above; and	<u>29</u> Consulting services related to each item above; and
<u>26</u> Activities related to any of the preceding items.	<u>30</u> <u>All activities related to or incidental to any of the preceding items.</u>

Note: Some underlining does not coincide with the Japanese version because of translation adjustments.

### Proposal 3: Election of Eleven (11) Directors

The terms of office of all eleven (11) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect eleven (11) Directors (including two (2) Outside Directors).

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation	Number of the Corporation's shares held
1	Takeo Obayashi (Jun. 9, 1954)	Apr. 1977 Joined the Corporation Jun. 1983 Director of the Corporation Jun. 1985 Managing Director of the Corporation Jun. 1987 Senior Managing Director of the Corporation Jun. 1989 Executive Vice President of the Corporation Jun. 1997 Vice Chairman of the Corporation Jun. 2003 Chairman of the Corporation Jun. 2007 Director of the Corporation Jun. 2009 Chairman Representative Director of the Corporation (incumbent)	16,894,095
2	Toru Shiraishi (Jun. 29, 1947)	Jul. 1971 Joined the Corporation Jun. 2001 Director of the Corporation Jun. 2003 Managing Director of the Corporation Jun. 2005 Managing Officer of the Corporation Apr. 2007 Senior Managing Officer of the Corporation Jun. 2007 Representative Director President of the Corporation (incumbent)	59,400
3	Shozo Harada (Sep. 27, 1949)	Apr. 1973 Joined the Corporation Jun. 2005 Executive Officer of the Corporation Apr. 2007 Managing Officer of the Corporation Jun. 2007 Managing Director of the Corporation Jun. 2009 Senior Managing Director of the Corporation Apr. 2010 Director Senior Managing Executive Officer of the Corporation Apr. 2011 Representative Director Senior Managing Executive Officer of the Corporation Apr. 2012 Representative Director Executive Vice President of the Corporation (incumbent) (In charge: overall administration)	27,200
4	Nao Sugiyama (Nov. 6, 1949)	Apr. 1975 Joined the Corporation Apr. 2007 Executive Officer of the Corporation Apr. 2009 Managing Officer of the Corporation Jun. 2009 Managing Director of the Corporation Apr. 2010 Director Senior Managing Executive Officer of the Corporation Apr. 2012 General Manager, Building Construction Division of the Corporation (incumbent) Apr. 2015 Representative Director Executive Vice President of the Corporation (incumbent) (In charge: overall building construction and General Manager, Building Construction Division)	14,600

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation	Number of the Corporation's shares held
5	Kozaburo Tsuchiya (Jan. 27, 1951)	<p>Apr. 1973 Joined the Corporation</p> <p>Apr. 2008 Executive Officer of the Corporation</p> <p>Apr. 2010 Managing Executive Officer of the Corporation</p> <p>Apr. 2012 Senior Managing Executive Officer of the Corporation</p> <p>Apr. 2013 General Manager, Civil Engineering Construction Division of the Corporation (incumbent)</p> <p>Apr. 2015 Executive Vice President of the Corporation (incumbent)</p> <p>Jun. 2015 Representative Director of the Corporation (incumbent)</p> <p>(In charge: overall civil engineering construction and General Manager, Civil Engineering Construction Division)</p>	16,400
6	Makoto Kishida (Nov. 14, 1951)	<p>Apr. 1974 Joined the Corporation</p> <p>Jun. 2005 Executive Officer of the Corporation</p> <p>Apr. 2007 Managing Officer of the Corporation</p> <p>Jun. 2007 Managing Director, General Manager, Building Construction Division of the Corporation</p> <p>Apr. 2009 General Manager, Tokyo Building Construction Division of the Corporation</p> <p>Jun. 2009 Senior Managing Director of the Corporation</p> <p>Apr. 2010 Director Senior Managing Executive Officer of the Corporation (incumbent) General Manager, Tokyo Main Office of the Corporation</p> <p>Apr. 2011 General Manager, Overseas Business Division of the Corporation (incumbent)</p> <p>(In charge: General Manager, Overseas Business Division)</p> <p>(Significant concurrent position: Director, Thai Obayashi Corporation Limited)</p>	15,000
7	Akihisa Miwa (Mar. 23, 1952)	<p>Apr. 1974 Joined the Corporation</p> <p>Jun. 2005 Executive Officer of the Corporation</p> <p>Apr. 2007 Managing Officer of the Corporation</p> <p>Jun. 2007 Managing Director of the Corporation General Manager, Nuclear Facilities Division of the Corporation (incumbent)</p> <p>Nov. 2007 General Manager, Technical Division of the Corporation (incumbent)</p> <p>Apr. 2010 Director Senior Managing Executive Officer of the Corporation (incumbent)</p> <p>(In charge: General Manager, Technical Division and General Manager, Nuclear Facilities Division, Information System)</p>	17,300
8	Kenji Hasuwa (Nov. 15, 1953)	<p>Apr. 1977 Joined the Corporation</p> <p>Apr. 2010 Executive Officer of the Corporation</p> <p>Oct. 2012 Managing Executive Officer of the Corporation</p> <p>Oct. 2014 General Manager, Technology Business Development Division of the Corporation (incumbent)</p> <p>Jun. 2015 Director of the Corporation (incumbent)</p> <p>Apr. 2016 Senior Managing Executive Officer of the Corporation (incumbent)</p> <p>(In charge: General Manager, Technology Business Development Division)</p>	12,900



No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation	Number of the Corporation's shares held
9 (New Appoint- ment)	Jiro Otsuka (Sep. 19, 1956)	Apr. 1979 Joined the Corporation Apr. 2014 Executive Officer Deputy General Manager-in-Charge, Building Construction Division, Tokyo Main Office of the Corporation Apr. 2016 Managing Executive Officer of the Corporation (incumbent) (In charge: Corporate Management Planning Department, Group Business Administration Department, Personnel Department, Finance Department, Accounting Department, and Deputy General Manager-in- charge, Tokyo Main Office (in charge of administration)) (Significant concurrent position: President and Representative Director of OC Finance Corporation)	12,200
10	Shinichi Otake (Jan. 25, 1948)	Apr. 1971 Joined NTT Public Corporation (the predecessor of NTT) Jun. 2002 President, NTT ME Tokyo Corporation Jun. 2004 Executive Vice President Nippon Telegraph and Telephone WEST Corporation Jun. 2007 Senior Executive Vice President Jun. 2008 President Jun. 2012 Chief Executive Counselor, Member of the Board Jun. 2013 Outside Director of the Corporation (incumbent) Jun. 2014 Chief Executive Counselor, Nippon Telegraph and Telephone WEST Corporation (incumbent) (Significant concurrent position: Outside Director Osaka International Convention Center Corp.)	0
11	Shinichi Koizumi (Feb. 29, 1948)	Apr. 1971 Joined Toray Industries, Inc. Jun. 2004 Vice President (Member of the Board) Jun. 2006 Senior Vice President (Member of the Board) Jun. 2007 Senior Vice President (Member of the Board & Member of the Executive Committee) Jun. 2008 Executive Vice President and Representative Member of the Board Jun. 2013 Senior Advisor Chairman of the Board, Toray Corporate Business Research, Inc. Jun. 2015 Advisor of Toray Industries, Inc.(incumbent) Outside Director of the Corporation (incumbent)	0

- Notes: 1. No special conflicts of interest exist between the Corporation and the proposed candidates.
2. Messrs. Shinichi Otake and Shinichi Koizumi are candidates for Outside Directors. In addition, they meet the "Requirements for selection as an Outside Director/Audit & Supervisory Board Member candidate" stipulated by the Corporation (presented on page 11), and are candidates for independent directors/auditors pursuant to the provisions of the financial instruments exchange on which the Corporation is listed.
3. Special matters concerning the candidates for Outside Director are as follows.
- (1) Reasons for the nomination of the candidates as Outside Director  
We propose to elect Messrs. Shinichi Otake and Shinichi Koizumi as Outside Directors in order to make use of the considerable experience and extensive knowledge they have gained through many years of involvement in company management in appropriate decision making by the Corporation's Board of Directors and supervision of management.
- (2) Number of years since the candidates assumed office as Outside Director of the Corporation  
(i) The term of office of Mr. Shinichi Otake as Outside Director will have been three years at the conclusion of this General Meeting of Shareholders.  
(ii) The term of office of Mr. Shinichi Koizumi as Outside Director will have been one year at the conclusion of this General Meeting of Shareholders.

- (3) Summary of the contents of liability limitation agreement made with each candidate for Outside Director  
The Corporation has entered into a liability limitation agreement regarding the liabilities described in Clause 1, Article 423 of the Companies Act with Mr. Shinichi Otake and Mr. Shinichi Koizumi respectively. Under the agreement, each of them shall be liable to compensate for damages up to 5 million yen or the minimum liability limit set forth in Clause 1, Article 425 of the Companies Act, whichever is higher, if they were acting in good faith and did not commit gross negligence in performing their duties. If the candidates are re-elected at this General Meeting of Shareholders, the Corporation plans to renew the agreement with them respectively.

(Reference)

**Requirements for selection as an Outside Director/Audit & Supervisory Board Member candidate**

1. The capabilities, knowledge, experience and character of the Outside Director/Audit & Supervisory Board Member candidate (hereinafter referred to as the “Candidate”) are suitable for an Outside Director/Audit & Supervisory Board Member at the Corporation, and the Candidate is able to provide directions and opinions to the Corporation’s management from an independent and impartial standpoint.
2. The Candidate is not a former Director/Audit & Supervisory Board Member or employee of the Corporation or any of its associated companies.
3. The Candidate does not currently belong, and has not belonged in the past, to an Accounting Auditor, law office or main bank with which the Corporation currently has a contract.
4. The Candidate is not a major shareholder with an ownership stake of 10% or more (or a person that currently belongs or has belonged in the past to an entity that is a major shareholder).
5. The Candidate does not currently belong, and has not belonged in the past, to an entity that has a business relationship with the Corporation in which the annual amount of transactions has exceeded 2% of the net sales of both the Corporation and such entity during the last three fiscal years.
6. The Candidate does not currently work, and has not worked in the past, as an executive at a non-profit organization to which the Corporation has made an annual donation exceeding 20 million yen during the last three fiscal years.
7. If the Candidate does not meet the requirements in 3. through 6., at least five years have passed since the Candidate left the relevant entity.
8. The Candidate meets the requirements for an independent director/auditor pursuant to the provisions of the Tokyo Stock Exchange’s Securities Listing Regulations.

#### **Proposal 4: Election of One (1) Audit & Supervisory Board Member**

Of five (5) incumbent Audit & Supervisory Board Members, the term of office of Audit & Supervisory Board Member, Hiroshi Tadokoro, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect one (1) Audit & Supervisory Board Member. We obtained the prior consent of the Audit & Supervisory Board with respect to submission of this proposal.

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

Name (Date of birth)	Career summary, position in the Corporation, and significant concurrent positions outside the Corporation	Number of the Corporation's shares held
Tadashi Utashiro (Aug. 8, 1955) (New Appointment)	Apr.1979      Joined the Corporation	2,400
	Oct. 2010      General Manager, PFI Division of the Corporation	
	Apr.2013      Deputy General Manager, Tohoku Branch of the Corporation	
	Apr.2015      Deputy General Manager-in-Charge, Real Estate Development Division of the Corporation	
	Apr.2016      Advisor of the Corporation (incumbent)	

- Notes:
1. No special conflicts of interest exist between the Corporation and the proposed candidate.
  2. If Mr. Tadashi Utashiro is elected at this General Meeting of Shareholders, the Corporation plans to enter into a liability limitation agreement regarding the liabilities described in Clause 1, Article 423 of the Companies Act with him. Under the agreement, he shall be liable to compensate for damages up to 5 million yen or the minimum liability limit set forth in Clause 1, Article 425 of the Companies Act, whichever is higher, if he was acting in good faith and did not commit gross negligence in performing his duties.

## Guide to Exercising Voting Rights via the Internet

If you exercise your voting rights via the Internet, please read and understand carefully the following matters.

If you intend to attend the Ordinary General Meeting of Shareholders, voting by mail (the Form for Exercising Voting Rights) or via the Internet is not necessary.

1. Voting rights website and exercising your voting rights
  - (1) To exercise your voting rights via the Internet, please access the website designated by the Corporation (<http://www.evote.jp/>) via a PC, a smartphone or a mobile phone (i-mode, EZweb or Yahoo! Keitai)\*. Only by accessing this website you can exercise your voting rights via the Internet. (Please be advised that the website is not operational from 2:00 a.m. to 5:00 a.m. in Japan Standard Time.)  
\* i-mode, EZweb and Yahoo! are trademarks or registered trademarks of NTT DOCOMO, INC., KDDI Corporation and Yahoo, Inc. U.S., respectively.
  - (2) Please be aware that, depending on your Internet connection environment, you may not be able to use your PC or smartphone to exercise your voting rights via the voting rights website (e.g., if you connect to the Internet via a firewall, have anti-virus software installed, use a proxy server, or if you don't specify TLS encrypted communication, etc.).
  - (3) To exercise your voting rights via a mobile phone, please use one of the following services: i-mode, EZweb or Yahoo! Keitai. For security reasons, the website is only compatible with mobile phones capable of TLS encrypted communication and transmission of mobile phone information.
  - (4) Voting via Internet is accepted until 5:15 p.m. on Tuesday, June 28, 2016 in Japan Standard Time. However, we respectfully request that you exercise your voting rights at your earliest convenience. If you have any questions, please contact the help desk described in the next page.
2. Exercising your voting rights via Internet
  - (1) On the aforementioned voting rights website, you will be required to input the "Code for Exercise of Voting Rights" and the temporary password assigned to you. These are shown on the enclosed Form for Exercising Voting Rights. Please follow the instructions on the screen and indicate your vote for or against each proposal.
  - (2) Please be aware that, in order to prevent illegal online access (spoofing) and alteration of voting by non-shareholders, you will be requested to change your temporary password on the aforementioned voting rights website.
  - (3) You will be notified of a new "Code for Exercise of Voting Rights" and the temporary password every time a General Meeting of Shareholders is convened.
3. Handling of voting rights when they are exercised more than once
  - (1) Please note that your voting via the Internet shall prevail, if you exercise your voting rights both in writing and via the Internet.
  - (2) If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective. In addition, if you exercise your voting rights more than once using a PC, a smartphone and a mobile phone, only the last vote shall be deemed effective.
4. Fees incurred when accessing the voting rights website

Any fees (connection fees to Internet providers, etc.) incurred when accessing the voting rights website shall be borne by shareholders. Similarly, if voting via mobile phone, etc., any connection charges or other fees arising from the use of mobile phone, etc. shall be borne by shareholders.

<To Institutional Investors>

You may use the Electronic Platform to Exercise Voting Rights operated by ICJ, Inc. as an electronic method for the exercise of voting rights at the General Meeting of Shareholders.

<p>For inquiries about the system for exercising voting rights via the Internet and other matters, please contact: Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation Phone: 0120-173-027 (9:00 to 21:00; toll free)</p>
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