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Securities Code: 7259

May 29, 2017

To Those Shareholders with Voting Rights

Yasumori Ihara  
President  
AISIN SEIKI CO., LTD.  
1, Asahi-machi 2-chome, Kariya-shi  
Aichi, Japan

### NOTICE OF THE 94<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 94<sup>th</sup> Ordinary General Meeting of Shareholders of AISIN SEIKI CO., LTD (hereinafter, the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by mailing the enclosed Voting Rights Exercise Form or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders (pages 2 through 13), and exercise your voting rights no later than 5:30 p.m. on Thursday, June 15, 2017.

**1. Date and Time:** Friday, June 16, 2017 at 10:00 a.m.

**2. Place:** The Company’s KYODOKAN Hall  
36, Hachiken-cho 2-chome, Kariya-shi, Aichi

**3. Agenda of the Meeting:**

**Matters to be reported:** The Business Report, the Financial Statements, the Consolidated Financial Statements, and the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 94<sup>th</sup> Fiscal Term (from April 1, 2016 to March 31, 2017).

**Proposals to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Fourteen Directors

**Proposal No. 3:** Election of One Audit & Supervisory Board Member

**Proposal No. 4:** Payment of Bonuses to Directors

## Reference Documents for the General Meeting of Shareholders

### Proposals and references

#### Proposal No. 1: Appropriation of Surplus

[Matters related to year-end dividends]

With maintaining stable dividend payment as our basic policy, the Company intends to live up to the expectations of our shareholders in overall consideration of business performance, payout ratio, and others.

1. Type of Dividend Property

Cash

2. Appropriation of Dividend Property to Shareholders and Total Amount

¥75 per common share

¥20,950,363,575 (total amount)

The cash dividend for the fiscal term, including an interim dividend, is ¥125 per share.

3. Effective Date of Distribution of Surplus

June 19, 2017

## Proposal No. 2: Election of Fourteen Directors

The term of office of all the thirteen Directors of the Company will expire at the closing of this General Meeting of Shareholders. At this juncture, the Company newly adds one Director in order to strengthen the management structure and proposes the election of fourteen Directors including three Outside Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Current Position at the Company	Responsibilities at the Company	Attributes of the Candidate
1	Kanshiro Toyoda	Chairman	–	Reelected
2	Yasumori Ihara	President	–	Reelected
3	Makoto Mitsuya	Executive Vice President	Assistant to President (in charge of Aisin-Group Corporate Planning Headquarters, Group Managerial Administration Sector (excluding TQM, PM & ISO and Safety, Health and Environment), North America, India, Brazil, etc.)	Reelected
4	Naofumi Fujie	Executive Vice President	Assistant to President (in charge of Innovation Center, Quality Assurance Sector, Corporate R&D Sector, TQM, PM & ISO, Safety, Health and Environment, and Europe)	Reelected
5	Hitoshi Okabe	Executive Vice President	Assistant to President (in charge of Sales & Marketing Sector, Automotive Systems, Purchasing Sector, Product Promotion Sector, and Australia and Asia)	Reelected
6	Kazumi Usami	Director	Supervisor of Group Managerial Administration Sector (excluding TQM, PM & ISO and Safety, Health and Environment)	Reelected
7	Kazuhisa Ozaki	Director	–	Reelected
8	Toshio Kobayashi	Outside Director	–	Reelected Outside Director Independent Director
9	Tsunekazu Haraguchi	Outside Director	–	Reelected Outside Director Independent Director
10	Michiyo Hamada	Outside Director	–	Reelected Outside Director Independent Director
11	Masahiro Nishikawa	Senior Managing Officer	Executive General Manager of Body Product Division	Newly elected
12	Hiroshi Uenaka	Senior Managing Officer	Executive General Manager of Electronic Product Division	Newly elected
13	Satoshi Ogiso	–	–	Newly elected
14	Kanichi Shimizu	–	–	Newly elected

Reelected: Candidate for Director to be reelected Newly elected: Candidate for New Director Outside Director: Candidate for Outside Director Independent Director: Candidate for Independent Director as specified by Tokyo Stock Exchange, Inc.

<Reference> Policy and procedures for nominating candidates for Director and Audit & Supervisory Board Member  
The Company nominates the candidates by comprehensively judging their appropriate and quick decision-making and considering placing the right person in the right position.

As for the procedures of nomination and election, the President, the Vice President in charge, and Outside Directors discuss the nomination in the Executive Nomination Council pursuant to the above mentioned policy.

Candidate No.	Name	Career summary	
1	Kanshiro Toyoda Reelected	April 1965	Joined Shinkawa Kogyo Co., Ltd.
		June 1979	Director of the Company
		June 1983	Managing Director of the Company
		June 1985	Senior Managing Director of the Company
		June 1988	Executive Vice President of the Company
		June 1995	President of the Company
		June 2005	Chairman of the Company (to present)
	Current Position at the Company: Chairman	Responsibilities at the Company: -	
	The reasons why the Company elects him as a candidate for Director: Mr. Kanshiro Toyoda has been engaged for many years in the management of the Company and the Group companies in Japan and overseas as President, and Chairman of the Company (to present), etc. He is recommended for the position of Director as he is expected to make use of his extensive experience and broad insights into overall corporate management for the appropriate supervision of the entire Group.		
	Date of birth: August 14, 1941 (75 years old)	Special interest relationship with the Company: -	
	Important concurrent position: Outside Corporate Auditor of EXEDY Corporation	Number of shares of the Company held: 1,000,533 shares	
	Number of years since the candidate assumed the office of Director: 38 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 16/17 (94.1%)	
2	Yasumori Ihara Reelected	April 1975	Joined Toyota Motor Sales Co., Ltd.
		June 2004	Managing Officer of Toyota Motor Corporation
		June 2007	President of Toyota Transportation Co., Ltd.
		June 2009	Senior Managing Director of Toyota Motor Corporation
		June 2011	Director and Senior Managing Officer of Toyota Motor Corporation
		June 2013	Executive Vice President of Toyota Motor Corporation
		June 2015	President of the Company (to present)
	Current Position at the Company: President	Responsibilities at the Company: -	
	The reasons why the Company elects him as a candidate for Director: Mr. Yasumori Ihara has been engaged in the Company's management as President (to present) since 2015, following service as Executive Vice President in Toyota Motor Corporation. He is recommended for the position of Director as he is expected to make use of his extensive experience and broad insights into overall corporate management for the management of the Company.		
	Date of birth: November 17, 1951 (65 years old)	Special interest relationship with the Company: -	
	Important concurrent position: -	Number of shares of the Company held: 10,100 shares	
	Number of years since the candidate assumed the office of Director: 2 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 16/17 (94.1%)	

Candidate No.	Name	Career summary		
3	Makoto Mitsuya Reelected	April 1981	Joined the Company	
		June 2005	Managing Officer of the Company	
		June 2009	Senior Managing Director of the Company	
		June 2012	Director and Senior Managing Officer of the Company	
		June 2013	Executive Vice President of the Company (to present)	
		Current Position at the Company: Executive Vice President	Responsibilities at the Company: Assistant to President (in charge of Aisin-Group Corporate Planning Headquarters, Group Managerial Administration Sector (excluding TQM, PM & ISO and Safety, Health and Environment), North America, India, Brazil, etc.)	
		The reasons why the Company elects him as a candidate for Director: Mr. Makoto Mitsuya has been engaged in the Company's management as Director since 2009 and as Executive Vice President (to present) since 2013. He has a wealth of experience from a career in the Managerial Administration Sector including assignment to a Group company overseas. He is recommended for the position of Director as he is expected to make use of his extensive experience and broad insights into overall corporate management for the management of the Company.		
Date of birth: December 13, 1958 (58 years old)	Special interest relationship with the Company: -			
Important concurrent position: Outside Director of EXEDY Corporation (He is scheduled to assume the office on June 27, 2017.)	Number of shares of the Company held: 37,974 shares			
Number of years since the candidate assumed the office of Director: 8 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 17/17 (100.0%)			
4	Naofumi Fujie Reelected	April 1977	Joined the Company	
		June 2005	Managing Officer of the Company	
		June 2008	Senior Managing Director of the Company	
		June 2012	Director and Senior Managing Officer of the Company	
		June 2014	Executive Vice President of the Company (to present)	
		Current Position at the Company: Executive Vice President	Responsibilities at the Company: Assistant to President (in charge of Innovation Center, Quality Assurance Sector, Corporate R&D Sector, TQM, PM & ISO, Safety, Health and Environment, and Europe)	
		The reasons why the Company elects him as a candidate for Director: Mr. Naofumi Fujie has been engaged in the Company's management as Director since 2008 and as Executive Vice President (to present) since 2014. He has a wealth of experience from a career in the Corporate R&D Sector. He is recommended for the position of Director as he is expected to make use of his extensive experience and broad insights into overall corporate management for the management of the Company.		
Date of birth: August 20, 1953 (63 years old)	Special interest relationship with the Company: -			
Important concurrent position: -	Number of shares of the Company held: 23,000 shares			
Number of years since the candidate assumed the office of Director: 9 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 16/17 (94.1%)			

Candidate No.	Name	Career summary			
5	Hitoshi Okabe Reelected	April 1977	Joined the Company		
		June 2007	Managing Officer of the Company		
		June 2012	Senior Managing Officer of the Company		
		April 2016	Vice President and Operating Officer of the Company		
		June 2016	Executive Vice President of the Company (to present)		
		Current Position at the Company:	Executive Vice President	Responsibilities at the Company:	Assistant to President (in charge of Sales & Marketing Sector, Automotive Systems, Purchasing Sector, Product Promotion Sector, and Australia and Asia)
		The reasons why the Company elects him as a candidate for Director: Mr. Hitoshi Okabe played a leading role in the business centered on purchasing at the Company, while having gained experience as a senior manager at overseas companies. He has been engaged in the Company's management as Executive Vice President (to present) since 2016. He is recommended for the position of Director as he is expected to make use of his extensive experience and broad insights into overall corporate management for the management of the Company.			
Date of birth:	January 3, 1955 (62 years old)	Special interest relationship with the Company:	-		
Important concurrent position:	-	Number of shares of the Company held:	39,100 shares		
Number of years since the candidate assumed the office of Director:	1 year (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings:	14/14 (100.0%)		
6	Kazumi Usami Reelected	April 1980	Joined the Company		
		June 2005	Managing Officer of the Company		
		June 2010	Senior Managing Director of the Company		
		June 2012	Senior Managing Officer of the Company (to present)		
		June 2013	Director of the Company (to present)		
		Current Position at the Company:	Director	Responsibilities at the Company:	Supervisor of Group Managerial Administration Sector (excluding TQM, PM & ISO and Safety, Health and Environment)
		The reasons why the Company elects him as a candidate for Director: Mr. Kazumi Usami has been engaged in the Company's management as Director since 2013. He has a wealth of experience from a career in the Managerial Administration Sector including assignment to a Group company overseas. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.			
Date of birth:	August 28, 1956 (60 years old)	Special interest relationship with the Company:	-		
Important concurrent position:	-	Number of shares of the Company held:	23,200 shares		
Number of years since the candidate assumed the office of Director:	4 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings:	17/17 (100.0%)		

Candidate No.	Name	Career summary	
7	Kazuhisa Ozaki Reelected	April 1980	Joined Aisin-Warner Ltd.
		June 2005	Director of Aisin AW Co., Ltd.
		June 2009	Managing Director of Aisin AW Co., Ltd.
		June 2011	Senior Managing Director of Aisin AW Co., Ltd.
		June 2013	Director and Senior Managing Officer of Aisin AW Co., Ltd.
		April 2015	Director of Aisin AW Co., Ltd.
		April 2015	Senior Managing Officer of the Company
June 2015	Director of the Company (to present)		
June 2017	President of Aisin AW Co., Ltd. (He is scheduled to assume the office on June 5, 2017.)		
		Current Position at the Company: Director	Responsibilities at the Company: –
		The reasons why the Company elects him as a candidate for Director: Mr. Kazuhisa Ozaki has gained a wealth of experience through his assignment to the Automatic Transmission Business, one of the Group's core businesses, at the Corporate R&D Sector of Aisin AW Co., Ltd., a subsidiary of the Company. Following service as Director of Aisin AW Co., Ltd., he has held the position of Director of the Company since 2015, and has served as President of Powertrain Virtual Company since April 2017. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.	
		Date of birth: December 16, 1957 (59 years old)	Special interest relationship with the Company: –
		Important concurrent position: President of Aisin AW Co., Ltd. (He is scheduled to assume the office on June 5, 2017.)	Number of shares of the Company held: 14,500 shares
		Number of years since the candidate assumed the office of Director: 2 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 17/17 (100.0%)

Candidate No.	Name	Career summary	
8	Toshio Kobayashi Reelected Outside Director Independent Director	February 1986	Professor of Institute of Industrial Science, the University of Tokyo
		July 1996	Professor of Center for Collaborative Research, the University of Tokyo
		July 2000	Council Member of Science Council of Japan
		July 2000	Professor of Institute of Industrial Science, the University of Tokyo
		May 2003	Vice Chief Director and President of Japan Automobile Research Institute
		June 2003	Emeritus Professor of the University of Tokyo
		April 2012	President of Japan Automobile Research Institute
		October 2013	Advisor of Japan Automobile Research Institute (to present)
June 2014	Director of the Company (to present)		
October 2016	Chairperson of Japan Drive-Recorder Consortium (to present)		
Current Position at the Company:		Responsibilities at the Company:	
Outside Director		-	
<p>The reasons why the Company elects him as a candidate for Outside Director: Mr. Toshio Kobayashi has held positions including Professor of Institute of Industrial Science, the University of Tokyo and President of Japan Automobile Research Institute. He is recommended for the position of Outside Director as he is expected to make use of his expertise centered on mechanical engineering and computational engineering and science, as well as a wide range of experience accumulated throughout his career for the management of the Company.</p>			
Date of birth:		Special interest relationship with the Company:	
July 15, 1941 (75 years old)		-	
Important concurrent position:		Number of shares of the Company held:	
Advisor of Japan Automobile Research Institute Chairperson of Japan Drive-Recorder Consortium		1,900 shares	
Number of years since the candidate assumed the office of Director:		Attendance to Board of Directors' Meetings:	
3 years (at the closing of this General Meeting of Shareholders)		17/17 (100.0%)	



Candidate No.	Name	Career summary	
9	Tsunekazu Haraguchi Reelected Outside Director Independent Director	April 1970	Joined the Ministry of Finance
		May 1995	Director-General of Nagoya Regional Taxation Bureau
		July 1996	Director-General of Kinki Local Finance Bureau
		January 2001	Director-General of the Financial Bureau, the Ministry of Finance
		July 2001	Director-General of the Planning and Coordination Bureau, the Financial Services Agency
		July 2002	Deputy Governor of National Life Finance Corporation
		October 2007	Representative Director, Chairman of AEON Bank, Ltd.
		March 2010	Director, Chairman of AEON Bank, Ltd.
		March 2010	Co-CEO of the Financial Services Business, AEON Co., Ltd.
		November 2012	Director of AEON Credit Service Co., Ltd.
		March 2013	Executive Officer of AEON Co., Ltd.
		April 2013	Representative Director, Chairman of AEON Financial Service Co., Ltd.
March 2014	Representative Director, President and CEO, Chairman of AEON Financial Service Co., Ltd.		
April 2014	Director of AEON Bank, Ltd. (to present)		
May 2014	Director of AEON Reit Management Co., Ltd.		
June 2014	Director of the Company (to present)		
June 2014	Director of AEON Financial Service Co., Ltd. (to present) (He is scheduled to retire from the position on June 27, 2017.)		
October 2016	Audit & Supervisory Board Member of BIGFACE Co., Ltd. (to present)		
Current Position at the Company:		Responsibilities at the Company:	
Outside Director		-	
The reasons why the Company elects him as a candidate for Outside Director: Mr. Tsunekazu Haraguchi has held positions such as Director-General of the Financial Bureau, the Ministry of Finance, and Director-General of the Planning and Coordination Bureau, the Financial Services Agency. He is recommended for the position of Outside Director as he is expected to make use of his expertise and experience accumulated throughout his career, as well as his experience and insights as a management executive of AEON Financial Service Co., Ltd., etc., for the management of the Company.			
Date of birth:	Special interest relationship with the Company:		
May 7, 1947 (70 years old)	-		
Important concurrent position:	Number of shares of the Company held:		
Director of AEON Financial Service Co., Ltd.	1,900 shares		
Number of years since the candidate assumed the office of Director:	Attendance to Board of Directors' Meetings:		
3 years (at the closing of this General Meeting of Shareholders)	16/17 (94.1%)		

Candidate No.	Name	Career summary	
10	Michiyo Hamada Reelected Outside Director Independent Director	April 1974	Associate Professor at School of Law, Nagoya University
		April 1985	Professor at Nagoya University
		April 1999	Professor at Nagoya University Graduate School of Law
		June 2004	Audit & Supervisory Board Member of the Company
		April 2008	President of Nagoya University Graduate School of Law
		April 2009	Commissioner of Japan Fair Trade Commission
		April 2009	Professor emeritus at Nagoya University (to present)
		June 2014	Auditor, Toyota School Foundation (to present)
		June 2014	Outside Auditor of TOHO GAS Co., Ltd. (to present)
		June 2014	Outside Auditor of the Metropolitan Expressway Company Limited (to present)
June 2015	Outside Director of SANGETSU Co., Ltd. (to present)		
June 2016	Director of the Company (to present)		
		Current Position at the Company: Outside Director	Responsibilities at the Company: –
		The reasons why the Company elects her as a candidate for Outside Director: Ms. Michiyo Hamada has an extensive career including Professor of School of Law, Nagoya University, Commissioner of the Fair Trade Commission, Outside Officer of other companies, etc. She is recommended as Outside Director of the Company as she is expected to make use of her expertise and broad experience concerning the Companies Act and the Antimonopoly Act accumulated throughout her career for the management of the Company.	
		Date of birth: November 25, 1947 (69 years old)	Special interest relationship with the Company: –
		Important concurrent position: Outside Auditor of Toho Gas Co., Ltd. Outside Director of Sangetsu Co., Ltd.	Number of shares of the Company held 2,000 shares
		Number of years since the candidate assumed the office of Director: 1 year (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 14/14 (100.0%)
11	Masahiro Nishikawa Newly elected	April 1984	Joined the Company
		June 2011	Managing Officer of the Company
		April 2014	Senior Managing Officer of the Company (to present)
		Current Position at the Company: Senior Managing Officer	Responsibilities at the Company: Executive General Manager of Body Product Division
		The reasons why the Company elects him as a candidate for Director: Mr. Masahiro Nishikawa played a leading role in the business centered on body products by serving as Managing Officer and Senior Managing Officer of the Company, and has served as President of Body Virtual Company since April 2017. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.	
		Date of birth: February 17, 1962 (55 years old)	Special interest relationship with the Company: –
		Important concurrent position: –	Number of shares of the Company held: 13,700 shares

Candidate No.	Name	Career summary	
12	Hiroshi Uenaka Newly elected	April 1983	Joined Toyota Motor Corporation
		April 2014	Managing Officer of the Company
		April 2016	Senior Managing Officer of the Company (to present)
		Current Position at the Company:	Responsibilities at the Company:
		Senior Managing Officer	Executive General Manager of Electronic Product Division
The reasons why the Company elects him as a candidate for Director:		Mr. Hiroshi Uenaka has extensive experience in the field of electronics gained at Toyota Motor Corporation, played a leading role in electronics by serving as Managing Officer and Senior Managing Officer of the Company, and has served as President of Information and Electronics Product Virtual Company since April 2017. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.	
Date of birth:	February 18, 1960 (57 years old)	Special interest relationship with the Company:	–
Important concurrent position:	–	Number of shares of the Company held:	1,300 shares
13	Satoshi Ogiso Newly elected	April 1983	Joined Toyota Motor Corporation
		April 2011	Executive General Manager of Toyota Motor Corporation
		April 2013	Managing Officer of Toyota Motor Corporation
		June 2015	President of ADVICS Co., Ltd. (to present)
		Current Position at the Company:	Responsibilities at the Company:
–	–	The reasons why the Company elects him as a candidate for Director:	
Mr. Satoshi Ogiso has engaged in the management of the Group as President of ADVICS Co., Ltd., a subsidiary of the Company. Also, he has served as President of Chassis and Vehicle Safety System Product Virtual Company since April 2017. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.			
Date of birth:	January 5, 1961 (56 years old)	Special interest relationship with the Company:	–
Important concurrent position:	President of ADVICS Co., Ltd.	Number of shares of the Company held:	0 shares

Candidate No.	Name	Career summary	
14	Kanichi Shimizu Newly elected	April 1973	Joined Aisin Chemical Co., Ltd.
		June 2001	Director of Aisin Chemical Co., Ltd.
		June 2004	Managing Director of Aisin Chemical Co., Ltd.
		June 2007	Senior Managing Director of Aisin Chemical Co., Ltd.
		June 2011	Executive Vice President of Aisin Chemical Co., Ltd.
		June 2014	President of Aisin Chemical Co., Ltd. (to present) (He is scheduled to retire from the position on June 9, 2017.)
	Current Position at the Company:	Responsibilities at the Company:	
	–	–	
	The reasons why the Company elects him as a candidate for Director: Mr. Kanichi Shimizu has engaged in the management of the Group as President of Aisin Chemical Co., Ltd., the subsidiary of the Company. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.		
	Date of birth:	Special interest relationship with the Company:	
	March 20, 1951 (66 years old)	–	
	Important concurrent position:	Number of shares of the Company held	
	–	8,300 shares	

Notes: 1. The Company was created by the merger of Aichi Kogyo Co., Ltd. and Shinkawa Kogyo Co., Ltd. in August 1965.

2. The age, position and responsibility of the candidates are accurate as of the date of this General Meeting of Shareholders.
3. Mr. Toshio Kobayashi, Mr. Tsunekazu Haraguchi and Ms. Michiyo Hamada are the candidates for Outside Directors stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Company has registered Mr. Toshio Kobayashi, Mr. Tsunekazu Haraguchi and Ms. Michiyo Hamada as Independent Directors as specified by Tokyo Stock Exchange, Inc.
4. The term of office of Mr. Toshio Kobayashi and Mr. Tsunekazu Haraguchi as Outside Directors of the Company will reach three years at the closing of this General Meeting of Shareholders.
5. The term of office of Ms. Michiyo Hamada as Outside Director of the Company will reach one year at the closing of this General Meeting of Shareholders.
6. The Company has entered into agreements with Mr. Toshio Kobayashi, Mr. Tsunekazu Haraguchi and Ms. Michiyo Hamada to limit the liability stipulated by Article 423, Paragraph 1 of the Companies Act to the amount stipulated by Article 425, Paragraph 1 of the Companies Act.
7. The number shown under “Attendance to Board of Directors’ Meetings” for Mr. Hitoshi Okabe and Ms. Michiyo Hamada indicates their attendance to the meetings that were held after their inauguration on June 17, 2016.

### Proposal No. 3: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Ryo Kobayashi will expire at the closing of this General Meeting of Shareholders. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

The Audit & Supervisory Board has already approved this Proposal No. 3.

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

Name	Career summary	
Ryo Kobayashi Reelected Outside Audit & Supervisory Board Member Independent Audit & Supervisory Board Member	April 1986	Associate Professor at Faculty of Law, Kyushu University
	April 1996	Professor at School of Law, Nagoya University
	April 1999	Professor at Nagoya University Graduate School of Law (to present)
	June 2009	Audit & Supervisory Board Member of the Company (to present)
	Current Position at the Company: Outside Audit & Supervisory Board Member	
	The reasons why the Company elects him as a candidate for Outside Audit & Supervisory Board Member: Mr. Ryo Kobayashi has an extensive career including Professor at Nagoya University Graduate School of Law, etc. He is recommended as Outside Audit & Supervisory Board Member as he is expected to make use of his expertise and wealth of insights as a law scholar, accumulated throughout his career, for audit of the Company.	
	Date of birth: August 31, 1957 (59 years old)	Special interest relationship with the Company: —
	Important concurrent position: Professor at Nagoya University Graduate School of Law	Number of shares of the Company held: 1,400 shares
Number of years since the candidate assumed the office of Audit & Supervisory Board Member 8 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 17/17 (100.0%)	

Notes: 1. No conflict of interest exists between the Company and the above candidate for Audit & Supervisory Board Member.

2. Mr. Ryo Kobayashi is the candidate for Outside Audit & Supervisory Board Member stipulated in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act. The Company has registered Mr. Ryo Kobayashi as Independent Audit & Supervisory Board Member as specified by Tokyo Stock Exchange, Inc.
3. The term of office of Mr. Ryo Kobayashi as Audit & Supervisory Board Member of the Company will reach eight years at the closing of this General Meeting of Shareholders.
4. The Company has entered into an agreement with Mr. Ryo Kobayashi to limit the liability stipulated by Article 423, Paragraph 1 of the Companies Act to the amount stipulated by Article 425, Paragraph 1 of the Companies Act.

### Proposal No. 4: Payment of Bonuses to Directors

The Company proposes to pay 232,000,000 yen as bonuses to ten Directors, excluding Outside Directors, as of the end of the fiscal term in consideration of the business performance and various other affairs.