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(Stock Exchange Code 6768)
June 9, 2017

To Shareholders with Voting Rights:

Naoki Tamura
President
TAMURA CORPORATION
1-19-43, Higashi-Oizumi,
Nerima-ku, Tokyo, Japan

**NOTICE OF
THE 94TH 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 94th Annual General Meeting of Shareholders of TAMURA 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 by submitting the Voting Rights Exercise Form, or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals via the following instructions, and exercise your voting rights by the end of the Company's business hours (5:20 p.m.) on Tuesday, June 27, 2017, Japan time.

1. Date and Time: Wednesday, June 28, 2017 at 10:00 a.m. Japan time (reception begins at 9:00 a.m.)

2. Place: Basement 2F La Rose, HOTEL CADENZA HIKARIGAOKA, J.CITY
5-8-20, Takamatsu, Nerima-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 94th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 94th Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors
Proposal 3: Issuance of Stock Acquisition Rights as Stock Compensation-type Stock Options
Proposal 4: Partial Amendments to Response Policy for a Large-scale Purchase of the Company's Shares (Takeover Defense Measures)

Should the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, or Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's Internet website (<http://www.tamura-ss.co.jp/jp/finance/index.html>).

Instructions on Exercising Voting Rights

When Exercising Voting Rights by Attending the General Meeting of Shareholders

When attending the meeting, please bring this notice and submit the enclosed Voting Rights Exercise Form at the reception desk.

*If attending the General Meeting of Shareholders, there is no need to complete the procedures for exercising voting rights by mail (Voting Rights Exercise Form) or by the Internet.

When Exercising Voting Rights in Writing

Please indicate whether you approve or disapprove the proposals on the enclosed Voting Rights Exercise Form, and return by mail so that it will arrive by 5:20 p.m. on Tuesday, June 27, 2017, Japan time.

Due to circumstances surrounding tabulation of voting rights exercise results, the Company appreciates your early exercise.

When Exercising Voting Rights via the Internet

If exercising voting rights via the Internet, please confirm the instructions on the following pages (in Japanese) and exercise your voting rights.

(1) Exercise of Voting Rights via Proxy

To exercise voting rights via proxy, you may designate one (1) other shareholder with voting rights to act as your proxy and attend the meeting. However, please understand that the proxy must submit documentation proving power of attorney.

(2) Only the last vote arriving at the Company shall be accepted as the valid vote. In the event that a voting right is exercised both via the Internet, etc. and in writing by the Voting Rights Exercise Form on the same day, the vote cast through the Internet, etc., shall be accepted as the valid vote.

(3) In the event that voting rights are exercised multiple times via the Internet, only the final vote submitted shall be considered valid.

(4) In addition, in the event that voting rights are exercised multiple times via computer, smartphone, or mobile phone, only the final vote submitted shall be considered valid.

<p>The “Notes” to the “Consolidated Financial Statements” and the “Non-consolidated Financial Statements” mentioned in this document are available on the Company’s Internet website (http://www.tamura-ss.co.jp/jp/finance/index.html) and are not included in this document. As a result, the Consolidated Financial Statements and the Non-consolidated Financial Statements contained in this document are a subset of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor during preparation of their respective Audit Reports.</p>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Matters concerning year-end dividends

The Company considers the return of profits to shareholders the most important management task, and strives to maintain and enhance the level of dividends, while focusing on enhancing its financial position by expanding business earnings and securing internal reserves for the purpose of increasing corporate value through medium- to long-term business plans.

Concerning year-end dividends, based on comprehensive consideration of future business trends and the financial standing, etc., the Company proposes a year-end dividend of 5 yen per share. Combined with the interim dividend of 4 yen, the annual dividend will be 9 yen.

(1) Type of dividend property:

Cash

(2) Matters related to and the aggregate amount of the dividend property to be allotted to shareholders:

5 yen per share of the Company's ordinary stock

Total amount of dividends: 410,094,455 yen.

(3) Effective date of dividends of surplus:

June 29, 2017

Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates for Director are as follows:

No.	Name	Present position and responsibilities in the Company	Attendance at meetings of the Board of Directors
1	Reappointment Naoki Tamura	President Controller of Business Sectors at Head Office Controller of Electronic Chemicals/FA Systems-related Business General Manager of Electronic Chemicals & FA System Business Sector General Manager of CSR Promotion Division	100% (19 out of 19 times)
2	Reappointment Masahiro Asada	Director/Executive Vice President Controller of Electronic Components-related Business General Manager of Electronic Components Business Sector	100% (19 out of 19 times)
3	Reappointment Guohua Li	Director/Vice President Deputy General Manager of Electronic Chemicals & FA System Business Sector	95% (18 out of 19 times)
4	Reappointment Outside Independent Director Takeo Minomiya	Outside Director	84% (16 out of 19 times)
5	Reappointment Outside Independent Director Shigeaki Ishikawa	Outside Director	100% (19 out of 19 times)
6	Reappointment Norihiro Nanjo	Director/Senior Executive Officer Deputy General Manager of Electronic Components Business Sector	89% (17 out of 19 times)
7	Reappointment Shoichi Saito	Director/Senior Executive Officer Deputy General Manager of Electronic Chemicals & FA System Business Sector General Manager of Factory Automation Business Unit	100% (19 out of 19 times)
8	Reappointment Yusaku Hashiguchi	Director/Senior Executive Officer In charge of Corporate Management and Information Security General Manager of Corporate Management Division	100% (19 out of 19 times)

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Naoki Tamura (February 11, 1958) [Reappointment] Attendance at meetings of the Board of Directors: 100% (19 out of 19 times)	<p>August 1987 Joined the Company</p> <p>June 1991 Director</p> <p>June 1997 Managing Director</p> <p>June 1999 President (current position)</p> <p>June 2009 Controller of Business Sectors at Head Office (current position)</p> <p>July 2012 General Manager of CSR Promotion Division (current position)</p> <p>June 2016 Controller of Electronic Chemicals/FA Systems-related Business and General Manager of Electronic Chemicals & FA System Business Sector (current position)</p> <p>Reason for nomination as a candidate for Director Since his appointment as President, Mr. Naoki Tamura has formulated a new management philosophy and has led and driven reforms of management across the Group with assertive leadership. Going forward, we expect him to use his abundant experience and high level of insight to execute strategies for realizing the sustainable growth and the long-term enhancement of corporate value of the Group, and therefore request his continued election as a Director of the Company.</p>	1,063,803
2	Masahiro Asada (June 19, 1959) [Reappointment] Attendance at meetings of the Board of Directors: 100% (19 out of 19 times)	<p>April 1982 Joined the Company</p> <p>April 2003 Director, TAMURA EUROPE LIMITED (current position)</p> <p>April 2005 Senior Executive Officer, General Manager of Home & Infocom Device Business Unit and in charge of ASEAN and Materials for Electronic Components Business, the Company</p> <p>June 2007 Director/Senior Executive Officer, in charge of Electronic Components Materials, General Manager of Home & Infocom Device Business Unit, the Company</p> <p>June 2009 Director/Vice President, General Manager of Electronic Components Business Administration Sector</p> <p>April 2010 Controller of Electronic Components-related Business and General Manager of Electronic Components Business Sector (current position)</p> <p>April 2016 President, KOHA CO., LTD. (current position)</p> <p>June 2016 Director/Executive Vice President, the Company (current position)</p> <p>Reason for nomination as a candidate for Director Mr. Masahiro Asada has taken responsibility for the management of the Company as Director/Executive Vice President, and exerts leadership in the Electronic Components Business Sector, which operates on a global scale. As he significantly contributes to the development of the Group, going forward, we expect him to use his abundant experience and high level of insight for the sustainable growth and the medium- to long-term enhancement of corporate value of the Group, and therefore request his continued election as a Director of the Company.</p>	15,713

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	Guohua Li (April 1, 1957) [Reappointment] Attendance at meetings of the Board of Directors: 95% (18 out of 19 times)	<p>October 1993 Joined the Company</p> <p>June 2001 Director, General Manager of Corporate Strategy Office, Head of Core Technology Center</p> <p>June 2005 Director/Senior Executive Officer, General Manager of Broadcom Business Unit</p> <p>June 2009 Director/Vice President (current position)</p> <p>June 2009 Controller of Electronic Chemical Materials, Soldering Equipment-related Business, President, Tamura Kaken Co., Ltd.</p> <p>June 2009 President, SHANGHAI XIANGLE TAMURA ELECTRO CHEMICAL INDUSTRY CO., LTD. (current position)</p> <p>June 2009 President, TAMURA KAKEN (DONGGUAN) LTD. (China) (current position)</p> <p>June 2016 Deputy General Manager of Electronic Chemicals & FA System Business Sector, the Company (current position)</p> <p>Reason for nomination as a candidate for Director Mr. Guohua Li has taken responsibility for the management of the Company as Director/Vice President, and exerts leadership in the Electronic Chemicals & FA System Business, which operates on a global scale. As he significantly contributes to the development of the Group, going forward, we expect him to use his abundant experience and high level of insight for the sustainable growth and the medium- to long-term enhancement of corporate value of the Group, and therefore request his continued election as a Director of the Company.</p>	26,492
4	Takeo Minomiya (January 18, 1944) [Reappointment] [Outside] [Independent Director] Attendance at meetings of the Board of Directors: 84% (16 out of 19 times)	<p>April 1962 Joined Sony Corporation</p> <p>June 2001 Senior Managing Corporate Executive Officer</p> <p>June 2001 Deputy President, Sony EMCS Corporation</p> <p>June 2007 Director, the Company (current position)</p> <p>June 2011 Outside Director, ShibaSoku Co., Ltd. (current position)</p> <p>December 2012 President and Representative Director, Houtoku Energy Co., Ltd. (current position)</p> <p>April 2015 Outside Director, Paloma Co., Ltd. (current position)</p> <p>Reason for nomination as a candidate for Director Mr. Takeo Minomiya has engaged in corporate management for many years as a manager in multiple other global companies that represent Japan. His abundant experience and wide-ranging insight that covers the industry contributes significantly to the sustainable growth and the medium- to long-term enhancement of corporate value of the Group. Going forward, we expect to continue receiving his useful and unreserved opinions and guidance from an objective and broad perspective, and therefore request his continued election as a Director of the Company.</p>	82,590
5	Shigeaki Ishikawa (July 21, 1944) [Reappointment] [Outside] [Independent Director] Attendance at meetings of the Board of Directors: 100% (19 out of 19 times)	<p>April 1968 Joined National Police Agency</p> <p>August 1998 Director, Kanto Division, National Police Agency</p> <p>August 1999 Chief Secretary, National Police Agency</p> <p>August 2002 Superintendent General, Tokyo Metropolitan Police</p> <p>February 2004 Chairman, Japan Road Traffic Information Center</p> <p>February 2008 Attorney at Law, HOMMA & PARTNERS (current position)</p> <p>June 2015 Outside Director, KOBAYASHI YOKO CO., LTD. (current position)</p> <p>June 2015 Director, the Company (current position)</p> <p>Reason for nomination as a candidate for Director Mr. Shigeaki Ishikawa has led administrative organizations and others for many years. He provides useful and unreserved opinions and guidance on various matters surrounding corporate management, including governance and compliance, from the perspective of a specialist in law as an Attorney at Law, with expertise and insight based on his experience. For the sustainable growth and enhanced corporate value of the Group, we request his continued election as a Director of the Company.</p>	0

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
6	Norihiko Nanjo (February 11, 1965) [Reappointment] Attendance at meetings of the Board of Directors: 89% (17 out of 19 times)	<p>April 1988 Joined the Company</p> <p>June 2008 Senior Executive Officer, General Manager of AVIO & Industrial Device Business Unit</p> <p>June 2009 Director/Senior Executive Officer (current position), Deputy General Manager of Electronic Components Business Administration Sector</p> <p>December 2009 President, TAMURA EUROPE LIMITED (current position)</p> <p>April 2010 Deputy General Manager of Electronic Components Business Sector, the Company (current position)</p> <p>October 2011 Director, TAMURA CORPORATION OF CHINA LIMITED (current position)</p> <p>Reason for nomination as a candidate for Director Mr. Norihiko Nanjo has been engaged in the globally-operating Electronic Components Business for many years, mainly in the management of the Electronic Components Business Sector for industrial devices. He has driven the broad-ranging business covering both Japan and overseas markets with his abundant experience, high level of insight and assertive leadership. For the sustainable growth and enhanced corporate value of the Group over the medium- to long-term, we request his continued election as a Director of the Company.</p>	22,937
7	Shoichi Saito (December 20, 1964) [Reappointment] Attendance at meetings of the Board of Directors: 100% (19 out of 19 times)	<p>April 1988 Joined Tamura Kaken Co., Ltd.</p> <p>April 2005 Executive Officer, General Manager, Overseas Support Division</p> <p>June 2007 Director/Executive Officer, General Manager, Corporate Management Division</p> <p>April 2010 Senior Executive Officer, General Manager, Circuit Equipment Business Unit, Electronic Chemicals Sector, the Company</p> <p>June 2013 Director/Senior Executive Officer (current position)</p> <p>June 2015 Deputy General Manager of Electronic Chemicals & FA System Business Sector and General Manager of Factory Automation Business Unit (current position)</p> <p>August 2015 Director, TAMURA CORPORATION SINGAPORE PTE.LTD. (current position)</p> <p>Reason for nomination as a candidate for Director Mr. Shoichi Saito has been engaged in the globally-operating Electronic Chemicals & FA System Business, ranging from electronic chemical materials to factory automation systems. He has driven the broad-ranging business covering both Japan and overseas markets with his abundant experience, high level of insight, and assertive leadership. For the sustainable growth and enhanced corporate value of the Group over the medium- to long-term, we request his continued election as a Director of the Company.</p>	19,575

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
8	Yusaku Hashiguchi (September 16, 1962) [Reappointment] Attendance at meetings of the Board of Directors: 100% (19 out of 19 times)	<p>April 1986 Joined the Company</p> <p>June 2009 Senior Executive Officer, Deputy General Manager of Electronic Components Business Administration Sector (in charge of Business in China)</p> <p>April 2011 President, TAMURA CORPORATION OF HONG KONG LIMITED (current position)</p> <p>October 2011 President, TAMURA CORPORATION OF CHINA LIMITED (current position)</p> <p>June 2014 General Manager of Corporate Management Division and in charge of Corporate Management and Information Security, the Company (current position)</p> <p>June 2015 Director/Senior Executive Officer (current position)</p> <p>August 2015 President, TAMURA CORPORATION SINGAPORE PTE.LTD. (current position)</p> <p>Reason for nomination as a candidate for Director Mr. Yusaku Hashiguchi has managed the Company's businesses at both Japanese and overseas locations in the globally-operating Electronic Components Business, and has subsequently taken responsibility for the business administration of the Group as a whole. His abundant experience, broad-ranging insight, including not only management but also technical aspects, as well as his assertive leadership is valuable for the sustainable growth and enhanced corporate value of the Group over the medium- to long-term. Thus, we request his continued election as a Director of the Company.</p>	15,863

(Notes)

1. There are no special conflicts of interest between the candidates and the Company.
2. Of the candidates for Director, Messrs. Takeo Minomiya and Shigeaki Ishikawa are candidates for Outside Director. Furthermore, Mr. Takeo Minomiya's term of office as Outside Director of the Company will be ten (10) years at the close of this General Meeting, and Mr. Shigeaki Ishikawa's term of office as Outside Director of the Company will be two (2) years at the close of this General Meeting.
3. Messrs. Takeo Minomiya and Shigeaki Ishikawa have been submitted as Independent Director/Auditors pursuant to the regulations of the Tokyo Stock Exchange, and if reelected as proposed, they are planned to continue as such Independent Director/Auditors.
4. The Company has concluded a liability limitation agreement with Messrs. Takeo Minomiya and Shigeaki Ishikawa, and if reelected, the Company plans to continue with these agreements. A summary of these liability limitation agreements is as follows.
 - If an Outside Director is negligent in duties and becomes liable to the Company for damages, the liability for damages shall be the minimum amount as stipulated by Article 427, Paragraph 1 of the Companies Act.
 - The above liability limit for damages shall be accepted only in the case where the execution of duties which caused the liability was conducted by the Outside Director in good faith and without gross negligence.

(Reference)

1. Policies and procedures for selection of candidates for Director and Audit & Supervisory Board Member

(1) Candidates for Director

By introducing the Executive Officer System and separating execution and supervision, the Company creates an appropriate scope of personnel to enable functioning of the Board of Directors.

In consideration of the business content, scale, and management environment, etc., of the Company, personnel with knowledge, experience, and capacity to contribute to enabling functionality of the Board of Directors are selected as candidates for Director upon consideration of the overall balance and diversity of the Board of Directors.

Additionally, the Company selects two or more Outside Directors, seeks personnel in wide and varied fields, and works to have candidates that satisfy the standards of independence defined by the Tokyo Stock Exchange and the Company.

Candidates are recommended in the Nomination and Remuneration Advisory Committee based on the Director Nomination Standards, deliberation is carefully made in the Board of Directors, and determination is made.

(2) Candidates for Audit & Supervisory Board Member

In consideration of the business content, scale, management environment, and audit structure, etc., personnel that can audit the business execution conditions of Directors from a fair and objective standpoint, have capacity to contribute to improvement of the health and transparency of management, and have a wealth of knowledge and experience regarding corporate management and business operations are selected as candidates for Audit & Supervisory Board Member.

Additionally, the Company selects a majority of Outside Audit & Supervisory Board Members, seeks personnel in wide and varied fields, and works to have candidates that satisfy the standards of independence defined by the Tokyo Stock Exchange and the Company.

Candidates are recommended in the Nomination and Remuneration Advisory Committee based on the Audit & Supervisory Board Member Nomination Standards, deliberation is carefully made in the Board of Directors and upon resolution, a proposal is submitted to the Audit & Supervisory Board, and determination is made upon receiving approval.

2. Standards of independence for Outside Officers

To establish a corporate governance structure that can enable management with high transparency and strong management supervision functions and aim to improve corporate value, standards for determining independence of Outside Officers of the Company are defined as follows.

Additionally, Outside Officers shall maintain the below standards of independence after appointment, and if changes are deemed to have occurred, evaluation shall be made in the Board of Directors.

The standard of independence shall be that none of the following items applies.

- 1) The person is or was within the past 10 years a business executor (Note) of the Company or a subsidiary of the Company (hereinafter the "Group").
- 2) The person was a major shareholder that held an investment stake of 5% or more in the Company or a business executor thereof within any of the past five fiscal years.
- 3) The person was a transaction partner of which the amount of transactions was over 3% of consolidated net sales of the Company or said transaction partner within the past three fiscal years or a business executor thereof.
- 4) The person was a major lender of the Company or a business executor thereof within the past three fiscal years.
- 5) The person received donations in excess of 10 million yen per annum from the Group or was affiliated with an organization, etc., that received said donations within the past three fiscal years.
- 6) The person received remuneration in excess of 10 million yen per annum from the Group aside from executive remuneration within the past three fiscal years.
- 7) The person is a spouse or relative within the second degree of a person to which 1. to 6. above applies.

(Note) A business executor refers to Executive Directors and Executive Officers.

End

Proposal 3: Issuance of Stock Acquisition Rights as Stock Compensation-type Stock Options

1. Reason for issuing stock acquisition rights as stock options

The Company implemented an executive officer system in June 2005 as part of structural reforms for its officer system, significantly reassessing the compensation system for Directors, and terminated its previous officer retirement benefits system. As a result, by placing Directors (excluding Outside Directors; the same applies hereinafter) and Executive Officers in a position not only to share the benefits of higher stock prices but also the risks of lower stock prices with shareholders, the Company intends to provide added motivation and morale for improving the stock price and increasing corporate value, and proposes the following.

The Company proposes the issuance of gratis stock acquisition rights to Directors and Executive Officers of the Company, as described in “Summary of issuance of stock acquisition rights” below, that are exercisable from the day following retirement, and are stock compensation-type stock options with a paid-in amount of 1 yen per share for exercise of each stock acquisition right.

Furthermore, the Company also plans to allot gratis stock acquisition rights as stock compensation-type stock options to Directors and Executive Officers in the future, on the condition that approval is gained from a General Meeting of Shareholders of the Company for each fiscal year in which the Directors and Executive Officers are in office.

2. Summary of issuance of stock acquisition rights

(1) Persons subject to allotment of stock acquisition rights, number of persons, and number of stock acquisition rights to be allotted

Directors of the Company (excluding Outside Directors)	6 persons	23 stock acquisition rights
Executive Officers of the Company	8 persons	14 stock acquisition rights

(2) Class and number of shares to be allocated upon exercise of the stock acquisition rights

The upper limit will be 37,000 shares of ordinary stock of the Company.

The number of shares to be allocated upon exercise of each stock acquisition right (hereinafter the “number of shares granted”) shall be 1,000 shares. However, in the event that the Company conducts a stock split or reverse stock split of its ordinary stock on or after the date of issue (hereinafter the “issue date”), the number of shares granted shall be adjusted based on the following formula (fractions of less than one share shall be rounded down), and the total number of shares allocated by the stock acquisition rights shall be the post-adjustment number of shares granted multiplied by the number of unexercised or unretired stock acquisition rights at the given time.

$$\text{Post-adjustment number of shares granted} = \text{Pre-adjustment number of shares granted} \times \text{Ratio of split or reverse split}$$

In addition to the above, in the event the Company conducts a capital reduction, a merger, or a company split on or after the issue date, or other equivalent circumstances whereby an adjustment to the number of shares granted is necessary, the Company may appropriately adjust the number of shares granted, within reason, taking into consideration the conditions such as the capital reduction, merger, or company split, and the total number of shares allocated by the stock acquisition rights shall be the post-adjustment number of shares granted multiplied by the number of unexercised or unretired stock acquisition rights at the given time.

(3) Total number of stock acquisition rights

37 stock acquisition rights

(4) Paid-in amount for stock acquisition rights

There will be no paid-in cash requirement in exchange for the stock acquisition rights offering.

(5) Value of Assets to be Contributed Upon the Exercise of Stock Acquisition Rights

The value of assets contributed upon the exercise of each stock acquisition right shall be 1 yen for every share that may be issued upon the exercise of the stock acquisition rights, multiplied by the number of shares granted.

Furthermore, if the Company conducts a stock split or reverse stock split after the issue date for the stock acquisition rights, the paid-in amount shall be adjusted based on the following formula, and fractions of less than 1 yen shall be rounded up.

Post-adjustment paid-in amount = Pre-adjustment paid-in amount \times $\frac{1}{\text{Ratio of split or reverse split}}$

(6) Period of exercising rights for stock acquisition rights

From July 1, 2017 to June 30, 2047.

(7) Exercise conditions for stock acquisition rights

- (i) Directors and Executive Officers may exercise stock acquisition rights only within ten (10) days of the day following retirement.
- (ii) Regardless of (i) above, if either (a) or (b) below apply to the holder of stock acquisition rights, stock acquisition rights may be exercised within the respective periods.
 - (a) If a proposal to approve a merger agreement with the Company as the extinct company is approved at a General Meeting of Shareholders, or if a proposal to approve a stock exchange agreement or proposal to approve a stock transfer making the Company a wholly-owned subsidiary is approved at a General Meeting of Shareholders, the period shall be within two (2) weeks of the day following approval.
 - (b) If the holder of stock acquisition rights dies, the heir will have a period of three (3) months from the day following the death of the holder of stock acquisition rights.
- (iii) Each stock acquisition right may not be exercised in part.

(8) Increase in capital and capital reserve in the case of issuance of shares through the exercise of stock acquisition rights

- (i) When shares are issued through the exercise of stock acquisition rights, the amount of capital increase shall be one-half of the maximum limit for increases in capital calculated in accordance with Article 17, Paragraph 1 of the Company Accounting Ordinance, and fractions of less than 1 yen shall be rounded up.
- (ii) When shares are issued through the exercise of stock acquisition rights, the amount of capital reserve to be added shall be determined by subtracting the amount of capital increase as stipulated in (i) above from the maximum limit for increases in capital indicated in (i) above.

(9) Matters concerning the acquisition of stock acquisition rights

- (i) In the event the Company's General Meeting of Shareholders approves (or resolutions by its Board of Directors where the resolution of the General Meeting of Shareholders is not necessary) a proposal for a merger agreement in which the Company is the extinct company, proposal for an absorption-type merger agreement in which the Company is split or is planned to be newly spun off, or a resolution for a stock exchange agreement or stock transfer plan in which the Company becomes a wholly-owned subsidiary, the Company is entitled to acquire all existing stock acquisition rights gratis on a date separately determined by the Board of Directors of the Company.
- (ii) The Company may, at any time, acquire gratis unexercised stock acquisition rights held by the Company.

(10) Limits on transferability of stock acquisition rights

Transfer of stock acquisition rights shall require the approval of the Board of Directors of the Company.

(11) Treatment of stock acquisition rights during a reorganization

If the Company is subject to a merger (limited to a case where the Company ceases to exist after to the merger), merger by absorption and spin-off, demerger, stock exchange or stock transfer (hereinafter "Reorganization"), it shall, pursuant to the provisions below, deliver new stock acquisition rights covering shares in the Reorganized Company as indicated in Article 236, Paragraph 1, Items 8a through e of the Companies Act for the respective cases (hereinafter "Reorganized Company"), to the holder of the Company's existing stock acquisition rights (hereinafter "Existing Stock Acquisition Rights") on date the Reorganization becomes effective. In this case, the Existing Stock Acquisition Rights will cease to exist and the Reorganized Company will issue new stock acquisition rights. However, this shall be limited to the case whereby the delivery of new stock acquisition rights for the Reorganized Company is stipulated in the merger agreement, absorption-type merger agreement, spin-off agreement, stock exchange agreement, or stock transfer plans in accordance with the conditions below.

- (i) Number of new stock acquisition rights of the Reorganized Company to be provided
 - The same number as the number of existing stock acquisition rights that remain in the hands of the holders of stock acquisition rights shall be provided.
- (ii) Class of shares of the Reorganized Company underlying the new stock acquisition rights

The class of shares underlying the new stock acquisition rights shall be the Reorganized Company's ordinary stock.

- (iii) Number of shares of the Reorganized Company underlying the new stock acquisition rights
To be determined in accordance with (2) above upon consideration of such factors as the conditions of the Reorganization.
- (iv) Total amount to be invested upon exercise of new stock acquisition rights
The total amount to be invested upon exercise of the new stock acquisition rights allotted shall be, after consideration of factors such as the Reorganization, the post-adjustment paid in amount obtained from adjusting the exercise price as stated in (5) above, multiplied by the number of shares of the Reorganized Company to be granted due to the exercise of new stock acquisition rights as stipulated in (iii) above.
- (v) Exercise period for new stock acquisition rights
Between the first day of the period that that stock acquisition rights can be exercised as stated in (6) above and the effective date of the Reorganization, whichever is later, until the final day of the period that stock acquisition rights can be exercised as stated in (6) above.
- (vi) Increase in capital and capital reserve in case of issuance of shares through exercise of the new stock acquisition rights
Determined in accordance with (8) above.
- (vii) Restrictions on acquisition of stock acquisition rights via transfer
Acquisition of stock acquisition rights via transfer shall require resolution by the Board of Directors of the Reorganized Company (if the Reorganized Company does not implement a Board of Directors, a "Director").
- (viii) Reasons for acquisition and conditions for stock acquisition rights
Determined in accordance with (9) above.

(12) Allotment date for stock acquisition rights

July 1, 2017

(13) Treatment of share certificates for stock acquisition rights

Share certificates for stock acquisition rights shall be issued only upon request by a holder of stock acquisition rights.

3. Calculation of fair value for stock acquisition rights

The fair value of stock acquisition rights shall be calculated based on the Black-Scholes model in consideration of various factors on the allotment date.

Proposal 4: Partial Amendments to Response Policy for a Large-scale Purchase of the Company's Shares (Takeover Defense Measures)

At a meeting of the Board of Directors held on May 9, 2014, the Company resolved to continue the policy for responding to a large-scale purchase of the Company's shares with partial amendments, and then received shareholders' approval after submitting a proposal at the Annual General Meeting of Shareholders held on June 26, 2014 (hereinafter, the policy approved at that Annual General Meeting of Shareholders shall be referred to as the "Existing Policy"). The effective period of the Existing Policy is until the conclusion of the Annual General Meeting of Shareholders to be held on June 28, 2017 (hereinafter "this General Meeting of Shareholders").

Following the introduction of the Existing Policy, the Company has continued to consider the appropriateness of renewing it and the necessity of amending its contents, taking into account changes in social and economic conditions, and the direction and progression of discussions surrounding takeover defense measures. As a result of these considerations, taking into account the status of progress on the medium-term plan, which is currently underway, and initiatives concerning the corporate governance structure, the Company has concluded that reviewing and continuing to implement the Existing Policy will contribute to protecting and enhancing the corporate value of the Company and shareholders' common interests. Accordingly, at the meeting of the Board of Directors held on May 29, 2017, the Company resolved to renew the Existing Policy after partial amendment, subject to receiving shareholders' approval at this General Meeting of Shareholders. (Hereinafter, the new, partially amended policy shall be referred to as the "New Policy.")

Accordingly, the renewal of the policy is proposed.

Furthermore, the main changes accompanying this renewal are as follows.

- The introduction of a mechanism for confirming the will of shareholders when activating countermeasures

If the Special Committee recommends the holding of a General Meeting of Shareholders to confirm the will of shareholders regarding the whether or not to activate countermeasures ("Shareholder Will Confirmation General Meeting"), and the Board of Directors of the Company judges it to be appropriate while respecting the Recommendation of the Special Committee to the maximum extent possible, the Board of Directors shall promptly convene a Shareholder Will Confirmation General Meeting and confirm the will of shareholders.

There are no other fundamental changes to the scheme compared with the Existing Policy, but in order to aid shareholders' understanding, the contents have been partially streamlined and amended.

1. Basic policy regarding persons controlling the policies on finance and business of the Company

As a stock company listed on the stock exchange, the Company believes that the purchase and sale of the Company's shares should be entrusted to the market, and whether the Company's shares are sold in response to a purchase of the Company's shares by a specified shareholder etc. (Note 1) should ultimately depend on the judgment of shareholders that hold the Company's shares. In addition, if participation in management by a specified shareholder etc. does not necessarily harm corporate value, and leads to growth in the corporate value of the Company, it should not altogether be denied.

However, among large-scale share purchases, there are some that would harm the corporate value of the Company, and shareholders' common interests, which the Company has sustained and enhanced, such as those that aim to temporarily control management and force the transfer of important tangible and intangible management assets of the Company to specified shareholders etc., those that aim to use the assets of the Company to repay the debts etc. of specified shareholders etc., those that have no intention to truly participate in management but simply aim to sell the Company's shares to the Company or related parties at a high price (so-called greenmailers), and those that aim to realize a one-time high dividend by, for example, forcing the sale of highly valued assets etc. held by the Company.

Therefore, if a large-scale purchase is conducted, it will be difficult for shareholders to appropriately assess the impact of the large-scale purchase on the corporate value of the Company and shareholders' common interests if information that is both necessary and sufficient is not provided by the specified shareholder etc.

In particular, as a group, the Company has over 40 subsidiaries and affiliates in Japan and overseas, spanning the five regions of Japan, Southeast Asia, ASEAN, the Americas, and Europe, and operates a wide range of businesses, mainly focusing on the sale and manufacture of electronic components, electronic chemicals and FA systems, information equipment, and products in other fields. Therefore, in the management of the Company, wide-ranging expertise and rich experience, together with sufficient understanding of the relationships etc. built with stakeholders, including customers, employees and business partners both in Japan and overseas, are essential. In order to do so, it is necessary to sufficiently understand the positions and roles of each of the Company's group companies, and aim for stable management with an eye to future development from a more medium- to long-term perspective.

In the event of a purchase of the Company's shares by a specified shareholder etc., the Company believes there may be cases when it is not easy to secure sufficient information considering the characteristics of the Company and the Group mentioned above for shareholders in a short period of time, and assess the validity of the purchase of the Company's shares by the specified shareholder etc. upon sufficient analysis based on this information. At present, the Company is not aware that the Company's shares are the target of any purchase by a specified shareholder etc., but if in future there is a tender offer for the Company's shares by a specified shareholder etc. or a buying up of the Company's shares etc. without the consent of the Company, the Company believes that in order to prevent harm to the corporate value of the Company and unintentional disadvantage to shareholders, it is important that the necessary information and time are reasonably secured to consider points such as: 1) whether the objectives etc. of the specified shareholder etc. will harm the interests of shareholders; 2) whether purchase by the specified shareholder etc. may raise the concern of effectively forcing shareholders to sell the Company's shares; and 3) whether sufficient information has been disclosed to shareholders by the specified shareholder etc.

Based on the above, we believe it is necessary to establish certain rules relating to advance information about the content below (hereinafter the "Large-Scale Purchase Rules").

2. Effective use of the property of the Company, appropriate corporate group formation and other special mechanisms contributing to the realization of basic policy regarding company control

(1) Corporate philosophy

The company that would eventually become the Tamura Group came into being in 1924, one year before the start of radio broadcasting in Japan, as the Tamura Radio Store. Its main business was radio repair and the manufacture of original radios. In the process of pursuing superior sound, the firm came to handle the manufacture of the key component, the transformer, and laid the foundations for the electronic component business, with transformers at its core. Subsequently, the Company expanded its operations to include flux and soldering materials that were born out of the pursuit of quality joining materials for the manufacture of transformers; soldering systems; and even broadcast audio equipment and communication systems, based on achievements in the manufacture of transformers for broadcasting and communication. Currently, the Company conducts business operations in three areas: electronic components, electronic chemical mounting, and information equipment, to develop and supply products that meet the needs of new markets.

Contributing to society with excellent products. The Company's philosophy has remained unchanged since its founding in 1924, to today, when it operates businesses in more global fields. Based on that consistent philosophy, the Company has a corporate slogan of being "Your One and Only Company," and has established the "Tamura Group Mission Statement," composed of the "Mission, Vision, and Guidelines."

Mission

The Tamura Group supplies an original range of products and services, highly regarded in the global electronics market, to satisfy the evolving needs of customers, employees and shareholders supporting the Group's growth.

Vision

1. The management of the Tamura Group is based on businesses related to the requirements of the global electronics industry.
2. The business of the Tamura Group is based on technologies that support rapidly diversifying customer needs, with a special focus on high market value.
3. The Tamura Group evaluates its employees with fairness and highly rates excellent performance and exceptional productivity.
4. The Tamura Group is a responsible member of the global community and respects the laws and customs of the countries in which it conducts business activities.
5. The Tamura Group strives to protect the global environment, conserve natural resources and promote recycling.

Guidelines

1. We attach great importance to partnership.
2. We attach great importance to nurturing a spirit of creativity.
3. We attach great importance to individuality.
4. We attach great importance to social responsibility.

(2) Medium-term management plan

The Group formulates medium-term management plans based on its corporate philosophy, and conducts initiatives to enhance corporate value. For the medium-term management plan for the three years from FY2016 to FY2018, the Group has formulated the 11th Medium-Term Management Plan, “Biltrite Tamura GROWING,” as it looks toward the 100th anniversary of its founding (2024) as a long-term vision.

[Target management indicators]

- 1) Aim for a consolidated operating profit margin of 7% or more, as the first target toward enhanced profitability.
- 2) Aim to secure an ROE of 9% or more on a consolidated basis, as a target for capital efficiency. Increase capital efficiency while enhancing shareholders’ equity and creating stable management foundations.
- 3) Aim for sound corporate growth by providing the “One and Only Products” that have value for customers, without thoughtlessly aiming to increase sales.

[Medium-term management strategy]

- 1) Drawing a path to abundant growth
 - We will position the seeds of the “One and Only Products,” which are the source of the Company’s earnings, as “strategic products,” and promote marketing of product technology in order to enhance the development of these products and the efficiency of investment in their development.
 - As we focus on the early development of “strategic products,” we will also consider M&A and partnerships.
- 2) Manufacturing excellent products
 - We will strive to enhance competitiveness and profitability by fully leveraging our uniqueness and strengths, and strengthen the “One and Only Products,” which are superior from the perspective of customer value.
- 3) Creating sound management
 - We will promote the proper allocation of management resources, including identifying operations and products that have completed their role, and reviewing the business portfolio.
- 4) Establishing the best global operation
 - In order to secure cost competitiveness and profitability that can compete on a global basis, we will shift overseas operations to local bases for autonomy, and Japan, where costs are high, will focus on high value-added operations. In addition, in order to realize this object, the Company will promote the activities of local hires.

- We will aim for a proportion of sales to non-Japanese customers of 30% or more, as increasing business with non-Japanese companies will be essential for the Group to grow on a global basis.

(3) Enhancing corporate value by enriching and strengthening corporate governance

The Company and all group companies consider prioritizing shareholders a basic philosophy of management, and consider the basic policy and objective of corporate governance to be to maximize corporate value from the perspective of shareholders by enhancing management efficiency and transparency, in order to achieve compliance management that is based on the management team's strong sense of mission and high corporate ethical standards, having been entrusted with management by shareholders.

In order to enrich and strengthen the supervising and auditing framework, the Company has a structure with two (2) Outside Directors and three (3) Audit & Supervisory Board Members (including two (2) Outside Audit & Supervisory Board Members). In addition, the Company will focus on further enriching and strengthening corporate governance on an ongoing basis, in order to enhance corporate value over the medium- to long-term, taking into consideration "Japan's Corporate Governance Code," announced by the Tokyo Stock Exchange on June 1, 2015.

3. Content of the New Policy

(1) Objective and overview of the New Policy

The objective of the New Policy is to prevent control of the Company's policies on finances and business by parties that would harm the corporate value of the Company and shareholders' common interests, by establishing Large-Scale Purchase Rules and thus securing the necessary and sufficient information and time for shareholders to make an appropriate assessment, and in addition, to secure an opportunity for negotiation with the specified shareholder etc., and for the Company to activate countermeasures against the large-scale purchase in the event that the specified shareholder etc. does not comply with the Large-Scale Purchase Rules, or in the event that the corporate value of the Company or shareholders' common interests would be harmed by the large-scale purchase.

An overview of the New Policy is as follows.

- 1) The specified shareholder etc. must provide necessary and sufficient information to the Board of Directors of the Company in advance.
- 2) The large-scale purchase must begin only after the necessary period has elapsed for the Board of Directors of the Company to conduct a certain level of evaluation of the large-scale purchase, and present an alternative proposal, or in cases where holding a General Meeting of Shareholders to confirm the will of shareholders regarding whether to activate countermeasures (hereinafter the "Shareholder Will Confirmation General Meeting") is judged to be necessary, after the Board of Directors of the Company have resolved to activate or not activate countermeasures based on the resolution of the Shareholder Will Confirmation General Meeting.
- 3) The Board of Directors of the Company must consider and evaluate the large-scale purchase, and disclose their opinion as the Board of Directors of the Company.
- 4) In order to guarantee the objectiveness, rationality, and fairness of the assessment of the Board of Directors of the Company in relation to matters such as the activation of countermeasures against the large-scale purchase, a Special Committee must be established as a body independent from the Board of Directors of the Company.
- 5) The Special Committee must offer its own assessment regarding such matters as the appropriateness of the activation of countermeasures and the necessity of holding a Shareholder Will Confirmation General Meeting, and offer a recommendation or advice (hereinafter the "Recommendation etc.") to the Board of Directors of the Company.
- 6) The Board of Directors of the Company must make a final decision while respecting the Recommendation etc. of the Special Committee regarding such matters as the appropriateness of the activation of countermeasures to the maximum extent possible.

(2) Establishment of the Special Committee and holding of a Shareholder Will Confirmation General Meeting

The Board of Directors of the Company will make the final decision regarding the activation of countermeasures against the specified shareholder etc. based on the Large-Scale Purchase Rules, but the Company will establish a Special Committee as defined in Attachment 1 “Special Committee Overview,” in order to ensure that the Large-Scale Purchase Rules are implemented appropriately, to prevent arbitrary judgments by the Board of Directors of the Company, and to guarantee the rationality and fairness of the decision. Furthermore, there will be between three (3) and five (5) members of the Special Committee, and in order to make fair and neutral judgment possible, they will be appointed from among those that are independent of the management team responsible for executing the business of the Company, including Outside Directors, Outside Audit & Supervisory Board Members, external attorneys, certified public tax accountants, certified public accountants, and academic experts. The candidates for members of the Special Committee under the New Policy and their past experience are as shown in Attachment 2.

Prior to the activation of countermeasures, the Board of Directors of the Company will consult the Special Committee regarding the appropriateness etc. of the activation of countermeasures, and the Special Committee will give a Recommendation etc. regarding such matters as the appropriateness of the activation of countermeasures to the Board of Directors of the Company after carefully evaluating and considering the large-scale purchase from the perspective of enhancing the corporate value of the Company and shareholders’ common interests, and the Board of Directors of the Company will make a decision regarding the activation of countermeasures while respecting the Recommendation etc. of the Special Committee to the maximum extent possible. In addition, the Special Committee may recommend the confirmation of the will of shareholders regarding the appropriateness of the activation of countermeasures by holding a Shareholder Will Confirmation General Meeting. In this case, the Board of Directors of the Company will convene a Shareholder Will Confirmation General Meeting at a time judged to be appropriate, while respecting the Recommendation of the Special Committee to the maximum extent possible, and make a decision regarding the activation of countermeasures based on the resolution of the Shareholder Will Confirmation General Meeting.

Furthermore, an overview of the content of the Recommendation etc. of the Special Committee shall be appropriately disclosed.

(3) Large-Scale Purchase Rules content

(a) Submission of statement of intent by the specified shareholder, etc.

If a specified shareholder etc. attempts to conduct a large-scale purchase, they shall, in advance, first submit to the Representative Director of the Company a statement of intent pledging to comply with the Large-Scale Purchase Rules, and clearly stating an overview of the large-scale purchase proposed, in addition to the name of the specified shareholder etc., their address, jurisdiction of incorporation, name(s) of representative(s), and contact details within Japan.

If the Board of Directors of the Company receives a statement of intent from a specified shareholder, etc., it shall promptly disclose that fact and, as necessary, the contents thereof.

(b) Submission of Required Information by the specified shareholder, etc.

Within ten (10) business days of receiving the statement of intent, the Board of Directors of the Company shall issue to the specified shareholder, etc. a list, in writing, of the information that should initially be provided by the specified shareholder, etc., and that is necessary and sufficient for the assessment of the shareholders of the Company and for the Board of Directors of the Company to form an opinion (hereinafter the “Required Information”), and the specified shareholder, etc. shall submit the Required Information in writing, in Japanese, to the Board of Directors of the Company.

The specific contents of the Required Information will differ depending on the attributes of the specified shareholder etc. and the details of the large-scale purchase, but some of the general items are as follows.

- 1) Details of the specified shareholder etc. and their group (including joint holders, specially related parties, and in the case of a fund, members and other constituent members) (including name, capital structure etc., history, business contents of the specified shareholder etc., financial details,

and information relating to experience etc. in businesses in the same industry as those of the Company and its group companies)

- 2) Objectives, methods, and details of the large-scale purchase (including the amount and type of consideration for the purchase etc., timing of purchase etc., structure of related transactions, legality of the method of purchase etc., and the feasibility of the purchase etc.)
- 3) Calculation basis for the acquisition price of the Company's shares (including facts that form the basis of the calculation, calculation method, quantitative data used for the calculation, and the amount of synergies expected to arise from transactions related to the purchase etc. and their calculation basis etc.) and backing for acquisition funds (including the specific names of providers of purchase funds (including de facto providers), method of raising purchase funds, and details of related transactions)
- 4) Management policy, business plans, financial plans, capital policy, dividend policy, asset utilization policy and the like expected after participating in the management of the Company (hereinafter the "Post-Purchase Management Policy etc.")
- 5) Post-purchase policies relating to employees, customers, business partners, local communities, and other stakeholders
- 6) Specific measures to avoid a conflict of interest with other shareholders in the Company if assumed
- 7) Other information necessary for the Board of Directors of the Company and the Special Committee to make a reasonable assessment

Furthermore, if after examining the information initially received, it is reasonably recognized that it is insufficient, the Board of Directors of the Company will request additional information from the specified shareholder etc. until the Required Information is assembled, while respecting the Recommendation etc. of the Special Committee to the maximum extent possible.

The fact that there was a proposal for a large-scale purchase and the Required Information submitted to the Board of Directors of the Company shall all be submitted to the Special Committee. In addition, the Board of Directors of the Company will disclose information from the Required Information that is recognized as necessary for the assessment of the shareholders of the Company at a time judged to be appropriate, while respecting the Recommendation etc. of the Special Committee to the maximum extent possible.

(c) Review and evaluation etc. by the Board of Directors

The Company believes that, after the specified shareholder etc. has completed the submission of the Required Information to the Board of Directors of the Company, in accordance with the difficulty of evaluating the large-scale purchase etc., 60 days (for purchases of all of the Company's shares by tender offer where the price is only in cash (yen)) or 90 days (for other large-scale purchases) should be given as a period for the Board of Directors' evaluation, consideration, negotiation, opinion forming, and preparation of alternative proposals (hereinafter the "Board of Directors' Evaluation Period").

During the Board of Directors' Evaluation Period, the Board of Directors of the Company will sufficiently evaluate and consider the Required Information submitted while respecting the Recommendation etc. of the Special Committee to the maximum extent possible, and carefully assemble and publicly disclose an opinion as the Board of Directors of the Company. In addition, as necessary, the Board of Directors of the Company may also negotiate improvements in terms relating to the large-scale purchase with the specified shareholder etc., and present alternative proposals to the Company's shareholders as the Board of Directors of the Company.

Furthermore, if the Board of Directors of the Company does not reach a resolution regarding whether or not to activate countermeasures within the evaluation period and an extension of the evaluation period is necessary, the Board of Directors shall consult with the Special Committee after providing reasons why an extension of the evaluation period is necessary, the necessary extension period, and any other necessary matters. Subsequently, the evaluation period may be extended by a maximum of 30 days in principle, only in cases when the Special Committee has given a Recommendation etc. permitting an extension of the evaluation period. In addition, after extension of the evaluation period, the same applies for further extensions of the period. If the evaluation period is extended, the Board of Directors of the Company shall promptly disclose information relating to the reasons the evaluation

period was extended, the extension period, and other matters judged to be appropriate, after the resolution of the extension.

If there is a specified shareholder etc., the Board of Directors of the Company shall take measures considered appropriate to protect the interests of shareholders of the Company, while respecting the Recommendation etc. given by the Special Committee to the maximum extent possible. When giving a Recommendation etc. to the Board of Directors of the Company, the Special Committee shall conduct an assessment from a third-party, specialized standpoint of whether there are circumstances in which the acquisition of control by the specified shareholder etc. will cause harm to the Company from which it is difficult to recover, or circumstances that harm the interests of shareholders, from a standpoint that is independent of the Board of Directors of the Company, taking as its assessment criteria matters such as: 1) whether the objectives etc. of the specified shareholder etc. harm the interests of shareholders; 2) whether the large-scale purchase by the specified shareholder etc. may effectively force shareholders to sell the Company's share certificates etc. (Note 2); 3) whether sufficient information has been disclosed to shareholders by the specified shareholder etc.; 4) whether sufficient time has been given to consider alternative proposals by the Board of Directors of the Company; and 5) whether the issuance of stock acquisition rights is appropriate as a measure for defending corporate value.

The large-scale purchase may not be implemented until the end of the Board of Directors' Evaluation Period in cases where a Shareholder Will Confirmation General Meeting is not held, or until the Board of Directors makes a resolution to activate or not activate countermeasures based on the resolution of the Shareholder Will Confirmation General Meeting, in cases where a Shareholder Will Confirmation General Meeting is held.

Therefore, the large-scale purchase shall be started only after the aforementioned period has passed.

4. Policy to address a large-scale purchase

(1) If the specified shareholder etc. does not comply with the Large-Scale Purchase Rules

Regardless of the specific purchase method, if the specified shareholder etc. does not comply with the Large-Scale Purchase Rules, the Board of Directors of the Company may oppose the large-scale purchase by taking countermeasures permitted by the Companies Act, other laws and the Company's Articles of Incorporation, such as issuing stock acquisition rights, with the objective of protecting the interests of the Company and the Company's shareholders as a whole.

(2) If the specified shareholder etc. complies with the Large-Scale Purchase Rules

Even if the Board of Directors is opposed to the large-scale purchase, if the specified shareholder etc. complies with the Large-Scale Purchase Rules, the Board of Directors of the Company will only express its opinion opposing the purchase proposal and present an alternative proposal to persuade shareholders, and will not take countermeasures against the large-scale purchase in principle. The shareholders of the Company must determine whether to accept the purchase proposal of the specified shareholder etc. upon consideration of matters such as the purchase proposal and the opinion presented by the Company toward the purchase proposal, and alternative proposals.

However, even if the Large-Scale Purchase Rules have been complied with, if the large-scale purchase meets any of the conditions for activation of countermeasures listed below and the Board of Directors recognizes that it is appropriate to take countermeasures, the Board of Directors of the Company may take countermeasures within a necessary and appropriate range.

- 1) If it is recognized that, as a result of actions such as the following, the corporate value of the Company and the interests of the Company's shareholders as a whole will be significantly harmed
 - a. Actions for which the objective of the large-scale purchase is to buy up shares even though there is no intention to truly participate in company management, and demand that the Company purchase those shares at a high price
 - b. Actions for which the objective of the large-scale purchase is mainly to create profits for the large-scale purchaser at the expense of the Company, such as acquiring at a low price the important assets etc. of the Company, including real estate, movables, intellectual property, expertise, corporate secrets, main business partners, and customers
 - c. Actions for which the objective of the large-scale purchase is mainly to use all or an important part of the Company's assets as collateral or repayment funds for the debt of the specified

- shareholder etc. or their group companies etc.
- d. Actions for which the objective of the large-scale purchase is mainly to force the sale of highly valued assets etc. held by the Company such as real estate and marketable securities etc., and use those profits to force a one-time high dividend, or alternatively to take advantage of the increase in share price caused by the one-time high dividend to sell shares at a high price
 - 2) Large-scale purchases by anti-social organizations, or individuals or groups whom those organizations control or are involved in
 - 3) Actions that may effectively force shareholders to sell shares, including so-called coercive two-stage purchases, where a tender offer is conducted while not offering to purchase all shares in the initial purchase and setting unfavorable purchase terms for the second-stage purchase, or not making those terms clear
 - 4) Actions that may destroy relationships with the Company's shareholders and other stakeholders that are indispensable for creating the corporate value of the Company, owing to factors such as the large-scale purchaser's acquisition of control or policies for treating the employees of the Company, customers, business partners, local communities, and other stakeholders after the acquisition of control
 - 5) Purchases for which the terms of the purchase (consideration amount and type, purchase timing, legality of purchase method, feasibility of purchase implementation) etc. are insufficient or inappropriate in view of the true corporate value of the Company

In order to guarantee the objectivity and rationality of considerations and judgment regarding whether the large-scale purchase falls under the conditions for activation of countermeasures and whether taking countermeasures is recognized as appropriate, the Board of Directors of the Company will make a decision after considering the specific details of the specified shareholder etc. and the large-scale purchase (including objectives, method, target, acquisition consideration type and amount) and the impact of the large-scale purchase on the interests of the Company's shareholders as a whole, based on the Required Information including the Post-Purchase Management Policy etc. provided by the specified shareholder etc., while respecting the Recommendation etc. of the Special Committee to the maximum extent possible.

(3) Resolution of the Board of Directors and the holding of a Shareholder Will Confirmation General Meeting

In the event that the Board of Directors of the Company makes a judgment regarding the appropriateness of activating countermeasures as described in items (1) and (2) above, it shall decide whether or not to activate countermeasures upon sufficiently considering the necessity and appropriateness of countermeasures, while respecting the Recommendation etc. of the Special Committee to the maximum extent possible. Regarding which specific methods to adopt in cases when countermeasures are activated, the Company will select the option which the Board of Directors of the Company judges to be the most appropriate at that time while respecting the Recommendation etc. of the Special Committee to the maximum extent possible. Furthermore, an overview of when the Company issues stock acquisition rights by shareholder allotment as a specific countermeasure is described in Attachment 3 "Overview of Issuance of Stock Acquisition Rights by Shareholder Allotment," but if actually issuing stock acquisition rights, the Company will set an exercise period and exercise conditions etc. in order to make them function effectively as a countermeasure, such as making it a condition of exercising the stock acquisition rights that one does not belong to the specified shareholder etc.

In addition, if the Special Committee recommends that holding a General Meeting of Shareholders and confirming the will of shareholders whether or not to activate countermeasures is appropriate, and the Board of Directors of the Company judges it to be appropriate while respecting the Recommendation of the Special Committee to the maximum extent possible, the Board of Directors shall promptly convene a Shareholder Will Confirmation General Meeting and make a decision on whether or not to activate countermeasures based on the resolution thereof.

(4) Countermeasure activation suspension etc.

In the item (3) above, if the Board of Directors of the Company judges that the activation of countermeasures is not appropriate, such as cases when the specified shareholder etc. has withdrawn from or changed the large-scale purchase after the Board of Directors of the Company decided to adopt specific countermeasures, the Board of Directors may suspend or change etc. the activation of countermeasures while sufficiently respecting the Recommendation etc. of the Special Committee. For example, in cases when the Company conducts gratis allotment of stock acquisition rights as a countermeasure, if the Board of Directors of the Company judges that the activation of countermeasures is not appropriate such as when the specified shareholder etc. has withdrawn from or changed the large-scale purchase after the gratis allotment has been decided, or even after the gratis allotment has been conducted, the Company can, after receiving the Recommendation etc. of the Special Committee, suspend the activation of countermeasures by canceling the gratis allotment etc. of the stock acquisition rights until the day prior to the effective date, or alternatively after the gratis allotment of the stock acquisition rights, by the method of acquiring the stock acquisition rights without consideration until the day prior to the beginning of the exercise period.

In such cases when the activation of countermeasures is suspended, the Company will make timely, appropriate disclosure together with items deemed necessary by the Special Committee, in accordance with laws and regulations and the listing regulations of the Tokyo Stock Exchange where the Company is listed etc.

5. Impact on shareholders and investors etc.

(1) Impact of the New Policy on shareholders and investors etc.

The Large-Scale Purchase Rules under the New Policy guarantee the information necessary for the Company's shareholders to assess whether to accept the large-scale purchase, and also the opportunity to receive opinions and alternative proposals etc. from the Board of Directors of the Company, who are currently responsible for the management of the Company. As a result, the Company believes that it will be possible for the Company's shareholders to make an appropriate assessment of whether to accept the large-scale purchase based on sufficient information, which will protect the interests of the Company's shareholders as a whole. Therefore, the Company believes that the establishment of the Large-Scale Purchase Rules is a precondition for the Company's shareholders and investors to make appropriate investment decisions, and will contribute to the interests of the Company's shareholders and investors.

Furthermore, as mentioned in item 4 above, the response of the Company to the large-scale purchase will vary depending on whether the specified shareholder etc. complies with the Large-Scale Purchase Rules, so shareholders and investors are asked to pay attention to the behavior of the specified shareholder etc.

(2) Impact on shareholders and investors when countermeasures are activated etc.

If the specified shareholder etc. does not comply with the Large-Scale Purchase Rules, the Board of Directors of the Company may take countermeasures permitted by the Companies Act, other laws and the Company's Articles of Incorporation, with the objective of protecting the interests of the Company and the Company's shareholders as a whole, but because of the structure of the countermeasures, the Company does not expect the occurrence of any event that would cause the Company's shareholders (excluding specified shareholders etc. that violate the Large-Scale Purchase Rules) to suffer any particular loss in terms of their legal rights or from an economic perspective. If the Board of Directors of the Company decides to take specific countermeasures, the Company will make timely, appropriate disclosure in accordance with laws and regulations and the listing regulations of the Tokyo Stock Exchange where the Company is listed etc.

Furthermore, among items that may be considered as countermeasures, the procedure for the Company's shareholders relating to the issuance of stock acquisition rights is as follows.

With regard to the issuance of stock acquisition rights, in the case of a gratis allotment of stock acquisition rights, stock acquisition rights will be automatically allotted without consideration to the Company's shareholders recorded in the final Register of Shareholders of the Company as of the allotment date for stock acquisition rights, which the Board of Directors of the Company will separately determine and announce. Therefore, there is no need for the Company's shareholders to complete

application procedures in order to receive an allotment of stock acquisition rights. However, shareholders of the Company who have not completed registration of the transfer of shares in the Register of Shareholders of the Company are required to complete registration of the transfer of shares by the allotment date. Furthermore, the Company's shares are managed under the Book-entry Transfer System for stocks, etc., so there is no need for shareholders using the Japan Securities Depository Center to complete procedures for registration of the transfer of shares.

In order to acquire new shares by exercising stock acquisition rights, it is necessary to pay a certain amount within the prescribed period. The Company will separately inform shareholders of the details of these procedures if actually issuing stock acquisition rights, based on laws and regulations and the listing regulations of the Tokyo Stock Exchange where the Company is listed etc.

Furthermore, if after receiving the Recommendation etc. of the Special Committee, the Board of Directors of the Company cancels the issuance of stock acquisition rights or acquires issued stock acquisition rights without consideration (shareholders will lose the stock acquisition rights as the Company acquires the stock acquisition rights without consideration), no dilution of the value per share will occur, so there is a possibility that shareholders and investors that have conducted transactions etc. based on the assumption that a dilution in the value of the Company's stock would occur after shareholders to receive the allotment of stock acquisition rights have been determined (after the ex-rights date) may suffer an unexpected loss owing to fluctuations in the share price.

6. The New Policy effective period and amendment/cancellation

The New Policy will become effective following approval at this General Meeting of Shareholders, and its effective period will be until the conclusion of the Annual General Meeting of Shareholders of the Company for the final fiscal year ending within three (3) years of effectuation. However, even prior to the end of the effective period, if a proposal to amend or cancel the New Policy is approved at a General Meeting of Shareholders of the Company, the Policy will be amended or canceled.

In addition, even prior to the end of the effective period, the Board of Directors of the Company may amend or cancel the New Policy within a range that does not go against the intent of the resolution of this General Meeting of Shareholders, such as cases when laws, regulations or rules of a financial instruments exchange etc. relating to the New Policy is newly enacted, revised or abolished and it is appropriate to reflect the new enactment, revision, or abolition; and cases when it is appropriate to correct words and phrases because of mistakes and omissions etc.

In the event that the New Policy is amended or canceled, the Company shall promptly notify shareholders to that effect.

7. Regarding the fact that the New Policy corresponds with basic policies relating to corporate control, is consistent with the corporate value of the Company and shareholders' common interests, and is not aimed at sustaining the status of officers of the Company

(1) Satisfies the requirements of the Guidelines Regarding Takeover Defense

The New Policy satisfies the three principles (the principle of protecting and enhancing corporate value and the interests of shareholders as a whole, the principle of prior disclosure and shareholder will, and the principle of ensuring the necessity and reasonableness) determined in the "Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholders' Common Interests," announced by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005.

In addition, the New Policy also takes into consideration the contents of the "Takeover Defense Measures in Light of Recent Environmental Changes" report announced on June 30, 2008 by the Corporate Value Study Group established by the Ministry of Economy, Trade and Industry, and "Principle 1-5. Anti-Takeover Measures" of "Japan's Corporate Governance Code" announced by the Tokyo Stock Exchange on June 1, 2015.

(2) Introduced with the objective of protecting and enhancing shareholders' common interests

As described in "1. Basic policy regarding persons controlling the policies on finance and business of the Company" above, the New Policy is introduced with the objective of protecting and enhancing the corporate value of the Company and shareholders' common interests, by making it possible to secure the necessary information and time, in order for shareholders to assess whether to accept the purchase

etc. or for the Board of Directors of the Company to present an alternative proposal and conduct negotiations with the specified shareholder etc. for shareholders in the event of a purchase etc. of the Company's shares.

(3) Establishes reasonable and objective activation requirements

As described in "4. Policy to address a large-scale purchase" above, the New Policy is established such that countermeasures will not be activated unless predefined reasonable and objective requirements are satisfied, and a mechanism is ensured to prevent arbitrary activation by the Board of Directors of the Company.

(4) Values the judgment of highly independent outside parties and information disclosure

When activating countermeasures etc. under the New Policy, the Board of Directors will consult with the Special Committee, which is a body independent from the Board of Directors of the Company, and shall respect the Recommendation etc. of the Special Committee to the maximum extent possible.

In addition, a mechanism is ensured such that the New Policy will be implemented in a transparent manner that is consistent with the corporate value of the Company and shareholders' common interests, as an overview of that judgment shall be disclosed to shareholders.

(5) Values shareholders' will

The New Policy will be introduced with partial changes to the Existing Policy with a clearly defined effective period, subject to the approval of shareholders at this General Meeting of Shareholders, and thus shareholders' intentions will be reflected in its implementation and continuation after expiry. In addition, shareholders' intentions will be reflected as the New Policy will be abolished when a resolution to abolish the New Policy is made at a General Meeting of Shareholders, even prior to the expiry of the effective period. Furthermore, under the New Policy, the Special Committee may recommend that holding a Shareholder Will Confirmation General Meeting is appropriate as a condition for activating countermeasures against a large-scale purchase, and as the Board of Directors shall respect the recommendation of the Special Committee to the maximum extent possible, a mechanism is thus in place to directly confirm the will of shareholders regarding the appropriateness of the activation of countermeasures, etc.

(6) Not dead-hand or slow-hand takeover defense measures

The New Policy can be abolished by resolution at a General Meeting of Shareholders or resolution of the Board of Directors of the Company, and so is not a so-called dead-hand takeover defense measure (takeover defense measures whose activation cannot be prevented even if a majority of the members of the Board of Directors are replaced). In addition, the Company does not use a staggered board system for the members of the Board of Directors, and so it is not a slow-hand takeover defense measure either (takeover defense measures that require time for the prevention of their activation as all members of the Board of Directors cannot be replaced at once).

(Note 1) A "specified shareholder etc." is someone that is a holder of the Company's share certificates, etc., a tender offeror, or both a holder and tender offeror, and for whom any of the following exceed 20% of the Company's total number of shares outstanding, or are recognized by the Board of Directors of the Company to exceed 20%: i) the total ownership ratio of share certificates, etc. relating to the Company's share certificates held by the holder in question and the Company's share certificates, etc. held by joint holders of the holder in question; ii) the total ownership ratio of share certificates of the Company's shares certificates, etc. held or that will be held by the tender offeror in question and the Company's share certificates, etc. held by specially related parties of the tender offeror in question; or iii) the total ownership ratio of share certificates, etc. of the Company's shares held or that will be held by the party in question that is both a holder and tender offeror and the Company's share certificates, etc. held by joint holders or specially related parties of the party in question that is both a holder and tender offeror.

Furthermore, the following terms used in (Note 1) have meanings as defined below.

"Ownership ratio of share certificates, etc." refers to the ownership ratio of share certificates, etc. as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act (Act No. 25 of

April 13, 1948. Includes subsequent amendments. Hereinafter the same applies).

“Held” refers to held as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act.

“Holder” refers to a holder as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, and includes persons deemed to be holders based on Paragraph 3 of the same.

“Tender offeror” refers to a tender offeror as defined in Article 27-3, Paragraph 2 of the Financial Instruments and Exchange Act.

“Someone that is both a holder and tender offeror” refers to the holder in cases when the holder is also a tender offeror.

“Joint holder” refers to a joint holder as defined in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, and includes persons deemed to be joint holders based on Paragraph 6 of the same.

“Specially related parties” refers to specially related parties as defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act.

(Note 2) “Share certificates, etc.” refers to share certificates, etc. as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act.

End

Special Committee Overview

1. Special Committee establishment

The Company will establish a Special Committee.

2. Special Committee establishment objective

The objective of the Special Committee is to assess such matters as whether a large-scale purchase will harm the corporate value of the Company, independently of the management team of the Company, in order to prevent harm to the corporate value of the Company and disadvantage to the shareholders of the Company (however, this excludes specified shareholders etc. that violate the Large-Scale Purchase Rules.) as a result of a large-scale purchase of the Company's shares etc. by a specified shareholder etc.

3. Special Committee number of members and composition

The Special Committee is composed within a range of three (3) to five (5) members from among Outside Directors, Outside Audit & Supervisory Board Members, external attorneys, certified public tax accountants, certified public accountants, academic experts, etc.

4. Appointment of committee members

Members of the Special Committee will be appointed based on the resolution of the Board of Directors.

In order to be consistent with the objective of the establishment of the Special Committee as defined in item 2, when selecting committee members, the Board of Directors will select persons with sufficient knowledge that relates to corporate value from a legal or management perspective.

5. Committee members' term of office

The term of office of committee members will be until the conclusion of the Annual General Meeting of Shareholders for the final fiscal year ending within three (3) years of appointment. However, if a committee member is an Outside Director or Outside Audit & Supervisory Board Member of the Company, and retires as Outside Director or Outside Audit & Supervisory Board Member, the said committee member's term of office shall automatically expire. In addition, the term of office of a committee member appointed as a successor to a committee member that has retired prior to the expiry of their term of office shall be until the end of the term of office planned for the committee member that retired. Furthermore, the reappointment of committee members is permitted.

6. Convocation

If a specified shareholder etc. appears, the Board of Directors must promptly convene the Special Committee by resolution.

7. Resolution method

Resolutions of the Special Committee will be those passed by two thirds or more of a full attendance of committee members composing the Special Committee. However, in case a committee member cannot attend for unavoidable reasons, such as illness, resolutions will be those passed by two thirds or more of a full attendance of committee members excluding the committee member in question, with the approval of other committee members on such arrangement.

8. Special Committee authority

- (1) The Special Committee can give a Recommendation or advice by resolution, with regard to large-scale purchases of the Company's shares etc. by a specified shareholder etc. Furthermore, the Board of Directors of the Company must respect this Recommendation or advice to the maximum extent possible.
- (2) In order to conduct the assessment described in the previous item, the Special Committee can request that the Board of Directors of the Company and the specified shareholder etc. disclose or provide the following: 1) details of the specified shareholder etc. and its group; 2) the objectives, method, and contents of the large-scale purchase; 3) the calculation basis for the acquisition price for the Company's shares and the backing for acquisition funds; 4) Post-Purchase Management Policy etc.; 5) post-purchase policy with regards to employees, customers, business partners, local communities, and other stakeholders; 6) specific measures to avoid a conflict of interest with other shareholders of the Company if assumed; and 7) any other information necessary for the Special Committee of the Company to make a reasonable assessment.
- (3) The Special Committee can request advice from attorneys, certified public tax accountants, certified public accountants, academic experts, etc. with regard to the large-scale purchase of the

Company's shares etc. by the specified shareholder etc., at the expense of the Company.

9. Special Committee consideration guidelines

When giving a Recommendation or advice as in the previous item, the guidelines for the assessment of the Special Committee shall be matters such as the following: 1) whether the objective etc. of the specified shareholder etc. will harm the interests of shareholders; 2) whether the purchase by the specified shareholder etc. may effectively force shareholders to sell the Company's share certificates, etc.; 3) whether the specified shareholder etc. has disclosed sufficient information to shareholders; 4) whether sufficient time has been given for the Board of Directors of the Company to consider alternative proposals; and 5) whether the issuance of stock acquisition rights is appropriate as a measure for defending corporate value.

End

Brief Personal History of the Members of the Special Committee

The Board of Directors plans to appoint the following five (5) persons as members of the Special Committee after the renewal of the New Policy.

1. Shigeaki Ishikawa
 - July 21, 1944 Born
 - August 2002 Superintendent General, Tokyo Metropolitan Police
 - February 2004 Chairman, Japan Road Traffic Information Center
 - February 2008 Attorney At Law, HOMMA & PARTNERS (current position)
 - June 2015 Outside Director, the Company (current position)

2. Atsuji Toda
 - January 19, 1955 Born
 - October 1980 Joined Shinko Audit Corporation
 - October 1984 Head of Toda Accountant Office (current position)
 - June 2015 Outside Audit & Supervisory Board Member, the Company (current position)

3. Mieko Nakabayashi
 - September 24, 1960 Born
 - January 1993 U.S. Senate Budget Committee (U.S. government official)
 - April 2002 Fellow, Research Institute of Economy, Trade and Industry
 - August 2009 Member, House of Representatives
 - April 2017 Professor, Waseda University (current position)

4. Takeo Minomiya
 - January 18, 1944 Born
 - April 1962 Joined Sony Corporation
 - June 1999 Managing Corporate Executive Officer, Sony Corporation
 - June 2001 Senior Managing Corporate Executive Officer, Sony Corporation
Deputy President, Sony EMCS Corporation
 - June 2007 Outside Director, the Company (current position)

5. Koichi Moriya
 - September 29, 1960 Born
 - April 1989 Joined Homma Law Office
 - July 2000 Director, Moriya Law Office (current position)
 - June 2001 Outside Audit & Supervisory Board Member, the Company (current position)

Ms. Mieko Nakabayashi is newly appointed; the other members are reappointed.

Mr. Shigeaki Ishikawa, Mr. Atsuji Toda, Mr. Takeo Minomiya, and Mr. Koichi Moriya have been submitted as Independent Director/Auditor pursuant to the regulations of the Tokyo Stock Exchange, and also fulfill the “Standards for independence for Outside Officers” set forth by the Company.

Furthermore, Mr. Masanori Sato, who was a member of the Special Committee established based on the Existing Policy, retired from his position as Outside Audit & Supervisory Board Member of the Company owing to the expiry of his term of office at the conclusion of the Annual General Meeting of Shareholders held on June 28, 2015, and thus retired from his position as member of the Special Committee on the same date.

End

Overview of Issuance of Stock Acquisition Rights by Shareholder Allotment

1. Stock acquisition rights allottees

The Company shall allot one (1) stock acquisition right per share held (however, this excludes ordinary stock in the Company held by the Company) to shareholders listed or recorded in the final Register of Shareholders (including the substantial shareholders list) on the allotment date determined by the Board of Directors of the Company.

2. Class and number of shares underlying the stock acquisition rights

- (1) Underlying the stock acquisition rights shall be ordinary stock in the Company, with an upper limit of the final total number of shares outstanding (however, this excludes ordinary stock in the Company held by the Company) on the allotment date determined by the Board of Directors of the Company multiplied by one (1). However, in cases when the number of shares underlying each stock acquisition right is adjusted owing to item 2. (2), it will be adjusted to a number that is a multiple of the number of shares underlying each stock acquisition right after the adjustment, multiplied by the total number of stock acquisition rights issued.
- (2) The number of shares underlying each stock acquisition right will be one (1) share of ordinary stock in the Company. However, the Company will adjust the number of shares underlying the stock acquisition rights in cases when the Company conducts a stock split or reverse stock split after the issuance of stock acquisition rights, and other cases.

3. Total number of stock acquisition rights to be issued

The total number of stock acquisition rights to be issued will be a number determined by the Board of Directors of the Company, with an upper limit of the final total number of shares outstanding (however, this excludes ordinary stock in the Company held by the Company) on the allotment date determined by the Board of Directors of the Company multiplied by one (1). The Board of Directors of the Company may issue stock acquisition rights over multiple occasions, within a range that does not exceed this maximum number of stock acquisition rights.

4. Stock acquisition rights issue price

The stock acquisition rights shall be issued without consideration.

5. Payment amount (exercise price) upon exercise of stock acquisition rights

The amount (hereinafter the “exercise price”) that should be paid per share upon the exercise of stock acquisition rights will be an amount determined by the Board of Directors of the Company that is 1 yen or more. Furthermore, the Company will separately adjust the exercise price in cases when the Company conducts a stock split or reverse stock split after the issuance of stock acquisition rights, and other cases.

6. Exercise period

The exercise period shall be until the day when three (3) months have passed from the issue date of the stock acquisition rights. However, when the final day of the exercise period falls on a bank holiday, the final day shall be the next banking day.

7. Exercise terms and cancellation terms

- (1) The specified shareholder etc. and parties that have succeeded stock acquisition rights from the specified shareholder etc. (however, this excludes parties that have obtained the approval of the Board of Directors of the Company with regard to the succession) or parties that the Board of Directors of the Company recognizes as persons that these parties effectively control and that act jointly with these parties shall not be able to exercise the stock acquisition rights.
- (2) Other terms of exercise and terms of cancellation shall be determined separately by the Board of Directors of the Company.

8. Restrictions on transfer

Stock acquisition rights cannot be transferred without the approval of the Board of Directors of the Company.

End