

Please note that the English translation of this Notice of Annual General Meeting of Shareholders and the attached Reference Materials for Exercise of Voting Rights are provided for reference only. The official documents are written in Japanese.

The Company announced its financial results for the fiscal year ended March 31, 2015 (FY2013) on April 30, 2015.

Daibiru Corporation

Registered Office
6-32, Nakanoshima 3-chome,
Kita-ku, Osaka, Japan
Takehiko Yamamoto
Representative Director
President Executive Officer
(Securities Code: 8806)

June 5, 2015

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 25, 2015

To Our Shareholders:

You are cordially invited to attend the Annual General Meeting of Shareholders of Daibiru Corporation (the “Company”) as follows.

In case you are not able to attend the meeting, you will be able to exercise your voting rights using the enclosed voting rights exercise form or electronically (via the Internet). Please read through the attached reference documents as described, follow the “about announcement of voting rights exercise” steps on the next page and exercise your voting rights by no later than Wednesday June 24, 2015, at 5:00 p.m. (Japan Standard Time).

I. Date: Thursday, June 25, 2015, 10:00 a.m.

II. Place: Heian-no-ma Hall, fourth floor of ANA CROWNE PLAZA OSAKA
3-1, Dojimahama 1-chome, Kita-ku, Osaka

III. Purposes:

Matters to be reported

1. Reports on business activities, consolidated financial results for fiscal year 2014 (from April 1, 2014 to March 31, 2015), and reports on the audit results of the consolidated statements for fiscal year 2014 (from April 1, 2014 to March 31, 2015), from the accounting auditors and the Board of Corporate Auditors.
2. Reports on the non-consolidated financial documents for fiscal year 2014 (from April 1, 2014 to March 31, 2015)

Matters to be resolved

1. Appropriation of Retained Earnings for Fiscal Year 2014
2. Partial Amendments to the Articles of Incorporation
3. Appointment of Six (6) Directors
4. Appointment of Two (2) Audit & Supervisory Board Members
5. Payment of Bonuses for Directors
6. The Final Payment, in Conjunction with the Abolition of Retirement Allowances to a Retiring Director and a Audit & Supervisory Board Member
7. Revision of the Amount of Remuneration for Audit & Supervisory Board Members

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- ◎ When you arrive at the meeting, please submit the enclosed voting rights exercise form at the reception desk.
 - ◎ Amendments to the reference documents for the Annual General Meeting of Shareholders, reports on business performance, consolidated financial documents, and non-consolidated financial documents, if any, will be posted on the Company Web site. (<http://www.daibiru.co.jp/>).

[About announcement of voting rights exercise]

1. When Exercising Voting Rights by Mail

Please indicate yeas or nays for the matters to be resolved on the enclosed voting rights exercise form, and send the form by postal mail, by no later than Wednesday, June 24, 2015, at 5:00 p.m.

2. When Exercising Voting Rights via the Internet

(1) Exercise of voting rights online is available only on the Web site specified by the Company below. It is also possible to access this Web site via mobile phone.

[Voting rights exercise URL] <http://www.web54.net>

(Note: The Web site for Internet voting is in Japanese only)

- (2) To exercise your voting rights online, please register yeas or nays on the matters to be resolved by following the guidance on the screen, upon using the voting rights exercise card and passwords written on the enclosed voting rights exercise form, by no later than Wednesday, June 24, 2015, at 5:00 p.m..
- (3) In case you exercised your voting rights both in writing and online, the online vote shall be considered your effective vote.
- (4) In case you exercised your voting rights online multiple times, or by both PC and mobile phone, your last vote shall be considered your effective vote.
- (5) The fee to connect to an Internet service provider and telecommunication fee to the telecommunication company when using the voting rights exercise Web site, shall be the responsibility of shareholders.
- (6) The following system environment is required to access the voting rights exercise Web site:
- A) Internet access
 - B) Microsoft® Internet Explorer Version 6.0 or higher Internet browser software. The hardware environment must allow for the above Internet browser software.
 - C) To exercise your voting rights using a mobile phone, the phone must have 128bit SSL communication (enciphered communication to ensure security, so the voting rights cannot be exercised by some models. And please remember that you may exercise your voting rights using a full-scale browsing function on mobile phones including smartphones, but not with certain phones.)
(Microsoft® is a trademark of Microsoft Corporation in the United States and other countries.)

For further details regarding online voting rights exercise, please contact:

Shareholder Registry Administrator,

Sumitomo Mitsui Trust Bank, Limited. Stock Transfer Agency Service Online Support

[Direct dial] 0120-652-031 (available 9:00-21:00 a day)

[Other inquiries] 0120-782-031 (available 9:00-17:00 weekdays)

**Reference Documents
for the Annual General Meeting of Shareholders**

Matters to Be Resolved and Reference Materials

Proposal 1. Appropriation of Retained Earnings for Fiscal Year 2014

The Company's basic management policies recognize the execution of stable dividend payments reflecting its business performance while building up internal reserves needed to reinforce financial strength and fund future business development.

During the fiscal year, our business expanded steadily in Japan and overseas, as the Shin-Daibiru Building was completed and we acquired the CornerStone Building, and as a result, we secured consolidated net income for FY2014 higher than our initial forecast. In addition, we project that consolidated operating income for the next fiscal year ending March 2016 will mark a record high for the third consecutive year and net income will reach the same level as FY2014.

In light of the above, we plan to pay the year-end dividend and appropriation of retained earnings as follows:

1. Year-end dividend
 - (1) Type of dividend
Cash
 - (2) Appropriation of dividends and total amount
¥7.00 per share of the Company's common stock.
(The ordinary dividend was increased by ¥1.00 from the previous year. ¥1.50 of the commemorative dividend was paid in the previous year.)
Total: ¥816,405,576
(Note) The annual dividend per share including the interim dividend was ¥13. (The ordinary dividend was increased by ¥1.00 from the previous year. ¥1.50 of the commemorative dividend was paid in the previous year.)
 - (3) Effective date of dividend payment from retained earnings
June 26, 2015
2. Other appropriation of retained earnings
 - (1) Increasing retained earnings and amount
Special reserves: ¥3,000,000,000
 - (2) Decreasing retained earnings and amount
Retained earnings brought forward: ¥3,000,000,000

Proposal 2. Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments
 - (1) In order to define the accountability of directors and establish a management structure that can swiftly adapt to changes in the economic climate, the Company shall propose to change the term of office of Directors from two (2) years to one (1) year.
Proposed amendment is as follows:

(Underlined part is to be amended)

Current Articles of Incorporation		Proposed Amendments	
(Term of office of Directors)		(Term of office of Directors)	
Article 21	The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within two (2) years after election.	Article 21	The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within <u>one (1) year</u> after election.

Proposal 3. Appointment of Six (6) Directors

At the conclusion of this Annual General Meeting of Shareholders, the term of office will expire for the following five (5) Directors: Takehiko Yamamoto, Katumi Tamai, Junichi Narita, Akira Takamatsu, and Hirokazu Hatta. In addition, subject to the approval of proposal 2, the term of office of Director Takeo Yada will expire at the conclusion of this Annual General Meeting of Shareholders. The Company shall propose that six (6) directors be appointed. The candidates for the position are as follows.

	Name (Date of Birth)	Career summary, positions, responsibilities, and key concurrent post	Number of shares in the Company owned by candidate
1	Takehiko Yamamoto (September 29, 1952)	<p>April 1975 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>June 2002 General Manager of Associated Business Division</p> <p>June 2003 General Manager of Group Business Division</p> <p>June 2005 Executive Officer, responsible for Group Business Division, Kansai Region</p> <p>June 2007 Outside Director of Daibiru Corporation</p> <p>June 2009 Managing Executive Officer, responsible for Group Business Division, Kansai Region</p> <p>June 2009 Director, Senior Managing Executive Officer, responsible for Group Business Division, Kansai Region</p> <p>June 2010 Retired Director, Senior Managing Executive Officer</p> <p>Assistant to President Chief Executive Officer, Executive Vice President, Representative Director of Daibiru Corporation</p> <p>June 2011 Representative Director, President Chief Executive Officer (to present)</p>	37,300

	Name (Date of Birth)	Career summary, positions, responsibilities, and key concurrent post	Number of shares in the Company owned by candidate
2	Katsumi Tamai (November 7, 1952)	<p>April 1975 Joined Sumitomo Bank, Limited (now Sumitomo Mitsui Banking Corporation)</p> <p>June 2002 Executive Officer, General Manager of Branch Operation Department</p> <p>June 2003 Retired Executive Officer Director of Daibiru Corporation, General Manager of Tokyo Office Leasing Department</p> <p>June 2007 Retired Director Managing Executive Officer, Deputy General Manager of Office Leasing & Development Division, General Manager of Tokyo Office Leasing & Development Department</p> <p>June 2009 Director, Managing Executive Officer, Deputy General Manager of Office Leasing & Development Division, General Manager of Tokyo Office Leasing & Development Department</p> <p>June 2013 Director, Senior Managing Executive Officer, General Manager of Office Leasing & Development Division (to present)</p>	26,200
3	Junichi Narita (April 27, 1958)	<p>April 1981 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>June 2006 Executive Director of MOL (Europe) B.V.</p> <p>June 2008 General Manager of Mitsui O.S.K. Lines, Ltd. Logistics Business Division</p> <p>June 2009 Audit & Supervisory Board Member</p> <p>June 2011 Outside Audit & Supervisory Board Member of Daibiru Corporation Outside Audit & Supervisory Board Member of Utoc Corporation</p> <p>June 2013 Retired Audit & Supervisory Board Member of Mitsui O.S.K. Lines, Ltd. Retired Outside Audit & Supervisory Board Member of Daibiru Corporation Retired Outside Audit & Supervisory Board Member of Utoc Corporation Director, Managing Executive Officer, General Manager of Administration Division and General Manager of Corporate Planning & Strategic Business Officer (to present)</p> <p>June 2014 In charge of Internal Audit Office (to present)</p>	10,000

	Name (Date of Birth)	Career summary, positions, responsibilities, and key concurrent post	Number of shares in the Company owned by candidate
4	Takeo Yada (January 7, 1957)	<p>April 1982 Joined Daibiru Corporation</p> <p>April 2006 General Manager of Tokyo Office Development Department</p> <p>June 2007 Executive Officer, Deputy General Manager of Construction Planning Division, Deputy General Manager of Office Leasing & Development Division, General Manager of Construction Planning Department</p> <p>July 2008 Executive Officer, Deputy General Manager of Construction Planning Division, Deputy General Manager of Office Leasing & Development Division, General Manager of Construction Planning Department, General Manager of Technical Department</p> <p>June 2012 Director, Executive Officer, General Manager of Construction Planning Division, General Manager of Construction Planning Department, General Manager of Technical Department</p> <p>June 2013 Director, Managing Executive Officer in charge of Construction & Technical Management Department, General Manager of Construction & Technical Management Department (to present)</p> <p>June 2014 President of Daibiru Facility Management, Ltd. (to present)</p> <p>Key concurrent post: President of Daibiru Facility Management, Ltd.</p>	22,000
5	Akira Takamatsu (December 21, 1948)	<p>April 1973 Joined Bank of Japan</p> <p>May 1996 General Manager of Fukushima Branch</p> <p>September 1999 Auditor</p> <p>June 2004 Audit & Supervisory Board Member of Nagoya Stock Exchange, Inc.</p> <p>June 2005 Managing Executive Officer</p> <p>June 2008 Managing Director Executive Officer</p> <p>June 2012 Advisor</p> <p>June 2013 Retired Advisor Outside Director of Daibiru Corporation (to present) Outside Audit & Supervisory Board Member of Osaka Titanium Technologies, Co., Ltd.</p> <p>June 2014 Outside Director (to present)</p> <p>Key concurrent post: Outside Auditor of Osaka Titanium Technologies, Co., Ltd.</p>	0

	Name (Date of Birth)	Career summary, positions, responsibilities, and key concurrent post	Number of shares in the Company owned by candidate
6	Hirokazu Hatta (January 10, 1957)	<p>July 1981 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>June 2007 General Manager of Human Resources Division</p> <p>June 2009 Executive Officer, General Manager of Human Resources Division</p> <p>June 2011 Executive Officer, responsible for Human Resources Division</p> <p>June 2012 Managing Executive Officer, responsible for Human Resources Division</p> <p>June 2013 Managing Executive Officer, responsible for General Affairs Division, Group Business Division, and Kansai Region (to present)</p> <p>Outside Director of Daibiru Corporation (to present)</p> <p>Key concurrent post: Managing Executive Officer of Mitsui O.S.K. Lines, Ltd.</p>	10,000

(Note 1) Each of the candidates for Director holds no conflicting interest against the Company.

(Note 2) Candidate Akira Takamatsu is nominated as an Outside Director. Takamatsu had executed operations at the Bank of Japan and the Nagoya Stock Exchange Inc. as outlined above. The Company shall therefore propose his election as an Outside Director as his extensive experience and knowledge accumulated through those operations can benefit Company management. Takamatsu's term of office as the Company's Outside Director shall be two (2) years, expiring at the conclusion of the Annual General Meeting of Shareholders.

In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company concluded an agreement with Takamatsu, in which his liability, provided for in Paragraph 1 of Article 423 of the said law, shall be limited to the minimum amount stipulated in the laws and regulations. When his election is approved and resolved, the Company plans to continue the contract with him.

The Company registered him as an "independent executive" stipulated in the rules of the Tokyo Stock Exchange Inc.

(Note 3) Candidate Hirokazu Hatta is nominated as an Outside Director. Hatta executed operations at the Company's parent company, Mitsui O.S.K. Lines, Ltd. as outlined above, and at present executes operations as Managing Executive Director of the Company. The Company shall therefore propose his election as his extensive experience and knowledge accumulated through those operations can benefit Company management. His term of office as Outside Director of the Company shall be two (2) years, expiring at the conclusion of the Annual General Meeting of Shareholders.

Proposal 4. Appointment of Two (2) Audit & Supervisory Board Members

At the conclusion of this Annual General Meeting of Shareholders, the term of office will expire for the following one (1) corporate auditor: Shinya Hashizume. And Masaaki Tsuda will retire at the conclusion of the Annual General Meeting of Shareholders. The Company shall therefore propose that two (2) Audit & Supervisory Board Members be appointed.

The candidates for the position are as follows. This proposal has been submitted with the consent of the meeting of Audit & Supervisory Board Members.

	Name (Date of Birth)	Career summary, position, and key concurrent post	Number of shares in the Company owned by candidate
1	Shinya Hashizume (December 6, 1960)	<p>April 1995 Assistant Professor of Kyoto Seika University Faculty of Humanities (concurrently served in the graduate school)</p> <p>April 1998 Concurrently served as General Manager of the university Research Laboratory</p> <p>April 1999 Assistant Professor of Osaka City University Faculty of Literature and Human Sciences</p> <p>April 2001 Assistant Professor of Graduate School of Literature and Human Sciences</p> <p>April 2006 Professor of Graduate School of Literature and Human Sciences, and Professor of Osaka City University Urban Research Plaza (visiting Professor since April 2008) (to present)</p> <p>April 2008 Osaka Prefecture University, Distinguished Professor of Research Organization for University-Community Collaborations (Distinguished Professor of Research Organization for the 21st Century since April 2009) and General Manager of Research Institute for the Tourism Industry (to present) President of Hashizume Research Institute (to present)</p> <p>June 2011 Outside Audit & Supervisory Board Member of Daibiru Corporation (to present)</p> <p>Key concurrent post: Distinguished Professor of Research Organization for the 21st Century and General Manager of Research Institute for the Tourism Industry President of Hashizume Research Institute</p>	0
* 2	Hiroshi Tanaka (December 9, 1956)	<p>April 1983 Registered in Osaka Bar Association Joined Kikkawa Sogo Law Office (now Kikkawa Law Office) (to present)</p> <p>June 2012 Outside Audit & Supervisory Board Member of Koizumi Sangyo Corp. (to present)</p> <p>Key concurrent post: Lawyer of Kikkawa Law Office Outside Audit & Supervisory Board Member of Koizumi Sangyo Corp.</p>	0

- (Note 1) The person with the asterisk (*) is the candidate for the newly appointed Audit & Supervisory Board Member position.
- (Note 2) Each candidate for the Audit & Supervisory Board Member position holds no conflicting interest against the Company.
- (Note 3) Shinya Hashizume and Hiroshi Tanaka are candidates for the Outside Audit & Supervisory Board Member positions.
- (Note 4) Shinya Hashizume has extensive academic experience and has authored numerous publications related to urban planning/design and theories of urban culture. Based on his background, the Company shall therefore propose his election as an Outside Audit & Supervisory Board Member, a role in which he will provide appropriate advice and monitor Company management. The term of office for the Outside Audit & Supervisory Board Member of the Company shall be four (4) years, expiring at the conclusion of the Annual General Meeting of Shareholders.
In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company concluded an agreement with Hashizume, in which his liability, provided for in Paragraph 1 of Article 423 of the said law, shall be limited to the minimum amount stipulated in the laws and regulations. When his election is approved and resolved, the Company plans to continue the contract with him.
The Company registered him as “independent executive” stipulated in the rules of the Tokyo Stock Exchange Inc.
- (Note 4) Candidate Hiroshi Tanaka has extensive professional experience and knowledge as a lawyer. The Company therefore shall propose his election as an Outside Audit & Supervisory Board Member, a role in which his background will be useful in auditing the Company. The Company believes he will be able to appropriately fulfill his responsibilities as an Outside Audit & Supervisory Board Member.
In accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law, the Company concluded an agreement with Tanaka, in which his liability, provided for in Paragraph 1 of Article 423 of the said law, shall be limited to the minimum amount stipulated in the laws and regulations. When his election is approved and resolved, the Company plans to continue the contract with him.
The Company registered him as an “independent executive” stipulated in the rules of the Tokyo Stock Exchange Inc.

Proposal 5. Payment of Bonuses for Directors

Considering the business performance and other factors, during this fiscal term, the Company shall propose to pay a total of ¥39,750,000 in bonuses to four (4) directors (not including two (2) outside directors) as of March 31, 2015.

The Company shall ask the Board of Directors to determine the amount paid to each director.

Proposal 6. The Final Payment, in Conjunction with the Abolition of Retirement Allowances to a Retiring Director and a Audit & Supervisory Board Member

A proposal to abolish the current retirement allowance to directors and Audit & Supervisory Board Members, which has more of the emphasis on deferred payment, was approved at the Board of Directors held on May 20, 2015.

As a result, among six (6) directors reappointed as subject to the approvals of proposal 2 and proposal 3, excluding two (2) outside directors, in order to reward each service of four (4) directors and two (2) incumbent Audit & Supervisory Board Members (both are not Outside Audit & Supervisory Board Members) while in office from their appointments to the conclusion of the Annual General Meeting of Shareholders, according to the rules provided by the Company, it shall propose the final payment within a total of ¥160 million in retirement allowance to the directors, and within a total of ¥17 million to the Audit & Supervisory Board Members.

The payment shall be made at the time of retirement of each director and Audit & Supervisory Board Member, and the specific amount and method to the retiring directors be decided by the Board of Directors, and the retiring Audit & Supervisory Board Members be decided by the meeting of Audit & Supervisory Board Members.

Brief summaries of the careers of the retiring directors and Audit & Supervisory Board Members for the final payment are as follows:

Name	Career summary	
Takehiko Yamamoto	June 2010 June 2011	Representative Director, Executive Vice President Representative Director, President Chief Executive Officer (to present)
Katsumi Tamai	June 2009 June 2013	Director, Managing Executive Officer Director, Senior Managing Executive Officer (to present)
Junichi Narita	June 2013	Director, Managing Executive Officer (to present)
Takeo Yada	June 2012 June 2013	Director, Executive Officer Director, Managing Executive Officer (to present)
Yoshihiro Nishiguchi	June 2014	Audit & Supervisory Board Member (to present)
Masaji Totsuka	June 2013	Audit & Supervisory Board Member (to present)

Proposal 7. Revision of the Amount of Remuneration for Audit & Supervisory Board Members

The amount of remuneration for the Audit & Supervisory Board Member of the Company was approved as “no more than ¥4.5 million per month” at the 128th Annual General Meeting of Shareholders held on June 29, 2000. The Company however shall propose to revise the amount to “no more than ¥7.5 million per month” as a result of a partial review of the organization of the outside Audit & Supervisory Board Members aimed at further enhancing the auditing system.

Of the four (4) current Audit & Supervisory Board Members, one (1) satisfies requirements as an “independent executive” stipulated in the Tokyo Stock Exchange, and one (1) Audit & Supervisory Board Member concurrently serves as the Audit & Supervisory Board Member of the parent company. When Proposal 4 is approved and resolved, two (2) outside Audit & Supervisory Board Members of four (4) Audit & Supervisory Board Members will satisfy requirements as “independent executives.”