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(Securities Code 8806)  
June 6, 2019

**To Shareholders with Voting Rights:**

Toshiyuki Sonobe  
Representative Director  
President Chief Executive Officer  
6-32, Nakanoshima 3-chome, Kita-ku,  
Osaka  
DAIBIRU CORPORATION

**NOTICE OF  
THE 147TH 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 147th Annual General Meeting of Shareholders of DAIBIRU CORPORATION (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet.

Please review the attached reference documents, follow the guide below and exercise your voting rights by no later than 5:00 p.m. on Tuesday, June 25, 2019 (Japan Standard Time).

**I. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. Japan time

**II. Place:** Heian-no-ma Hall, fourth Floor of ANA Crowne Plaza Osaka  
3-1 Dojimahama 1-chome, Kita-ku, Osaka

**III. Meeting Agenda:**

- Matters to be reported:**
1. Report on business activities, consolidated financial results for fiscal year 2018 (from April 1, 2018 to March 31, 2019) and results of audits of the consolidated financial statements for fiscal year 2018 (from April 1, 2018 to March 31, 2019) by the accounting auditor and the Audit & Supervisory Board
  2. Reports on the non-consolidated financial results for fiscal year 2018 (from April 1, 2018 to March 31, 2019)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Seven (7) Directors  
**Proposal 3:** Election of Two (2) Audit & Supervisory Board Members  
**Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member  
**Proposal 5:** Payment of Bonuses to Directors

#### **IV. Guide to Exercising Your Voting Rights:**

- (1) If exercising your voting rights in writing:  
Please indicate your votes for or against the proposals on the enclosed voting rights exercise form and send it to us so that it arrives by 5:00 p.m. on Tuesday, June 25, 2019 (Japan Standard Time).
- (2) If exercising your voting rights via the Internet:  
Please review the “Guide on Exercising your Voting Rights via the Internet” in the Attachment (page 3) and exercise your voting rights by 5:00 p.m. on Tuesday, June 25, 2019 (Japan Standard Time).

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- ◎ When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk.
  - ◎ Should the reference documents for the general meeting of shareholders, the report on business activities, consolidated financial results, non-consolidated financial results require revisions, the revised versions will be posted on the Company’s website (<http://www.daibiru.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Appropriation of Surplus

In fiscal year 2018, businesses in Japan and overseas remained steady. Combined with the recording of equity in earnings of affiliates accounted for by the equity method, profit attributable to owners of the parent exceeded the forecast at the beginning of the year, on a consolidated basis.

The Company's basic management policies are to continuously provide stable dividends to shareholders reflecting its business performance, while building up internal reserves necessary to reinforce financial strength and fund future business development. With regard to the payout ratio level (consolidated), the Company decided in the medium-term management plan announced in April 2018 to pay stable dividends targeting a ratio of 30-35%.

In light of the above, we plan to pay the year-end dividends and appropriate surplus as follows.

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

##### (1) Type of dividend property

Cash

##### (2) Assignment of dividend property and total amount thereof

¥10.50 per share of common stock of the Company (The same as the previous year)

Total: ¥1,224,579,678

(Note) The annual dividends per share, including the interim dividends, was ¥20 per share (increased by ¥1.00 from the previous year), and the payout ratio level (consolidated) was 33.4%.

##### (3) Effective date of distribution of surplus

June 27, 2019

#### 2. Other appropriation of surplus

##### (1) Item to be increased and its amount

General reserves: ¥4,000,000,000

##### (2) Item to be decreased and its amount

Retained earnings brought forward: ¥4,000,000,000

**Proposal 2: Election of Seven (7) Directors**

The terms of office of all six (6) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In order to further strengthen corporate governance, the Company proposes that the number of Directors be increased by one (1), and accordingly requests the election of a total of seven (7) Directors.

The candidates for Directors are as follows:

Candidate number	Name	Current position in the Company	
1	Toshiyuki Sonobe	Representative Director, President Chief Executive Officer	Reappointment
2	Junichi Narita	Representative Director, Senior Managing Executive Officer	Reappointment
3	Takeo Yada	Director, Senior Managing Executive Officer	Reappointment
4	Kensuke Tanaka	Managing Executive Officer	New appointment
5	Takehiko Ota	Managing Executive Officer	New appointment
6	Atsushi Oi	Director	Reappointment Outside Director Independent Director
6	Atsushi Miyanoya	-	New appointment Outside Director Independent Director

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Toshiyuki Sonobe (May 21, 1957) [Reappointment]	<p>April 1981      Joined Japan Line, Ltd. (currently Mitsui O.S.K. Lines, Ltd.)</p> <p>June 2009      General Manager of Tanker Division, Mitsui O.S.K. Lines, Ltd.</p> <p>June 2011      Managing Director of Mitsui O.S.K. Bulk Shipping (Asia Oceania) Pte. Ltd. (currently MOL (Asia Oceania) Pte. Ltd.) (until March 2016)</p> <p>June 2012      Executive Officer, responsible for South-East Asia, Mitsui O.S.K. Lines, Ltd.</p> <p>June 2015      Executive Officer, Chief Executive Representative for Asia, the Middle East and Oceania</p> <p>April 2016      Managing Executive Officer, Group Business Division, responsible for Kansai Area/Japan Logistics Business Promotion</p> <p>June 2016      Director of the Company</p> <p>March 2017      Resigned from Managing Executive Officer of Mitsui O.S.K. Lines, Ltd.</p> <p>April 2017      Executive Vice President, Director General of Office Leasing &amp; Development Division of the Company</p> <p>June 2017      Representative Director, Executive Vice President, Director General of Office Leasing &amp; Development Division</p> <p>April 2018      Representative Director, President Chief Executive Officer (to present)</p> <p>Mitsui O.S.K. Lines, Ltd. is the parent company of the Company. Mitsui O.S.K. Bulk Shipping (Asia Oceania) Pte. Ltd. (currently MOL (Asia Oceania) Pte. Ltd.) is a subsidiary of Mitsui O.S.K. Lines, Ltd.</p>	12,500
<p>[Reason for nomination]</p> <p>Mr. Toshiyuki Sonobe is currently responsible for the management of the Company as Representative Director and President Chief Executive Officer, and has played an appropriate role to contribute to the improvement of the Company's corporate value over the medium to long term by leveraging his wealth of experience and broad insight regarding company management in Japan and overseas. We therefore renominate him for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Junichi Narita (April 27, 1958) [Reappointment]	<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, Logistics Business Division of Mitsui O.S.K. Lines, Ltd.</p> <p>June 2009      Full-time Corporate Auditor</p> <p>June 2011      Outside Audit &amp; Supervisory Board Member of the Company Outside Audit &amp; Supervisory Board Member of Utoc Corporation</p> <p>June 2013      Resigned from Full-time Corporate Auditor of Mitsui O.S.K. Lines, Ltd. Resigned from Outside Audit &amp; Supervisory Board Member of the Company Resigned from Outside Audit &amp; Supervisory Board Member of Utoc Corporation</p> <p>June 2014      Director, Managing Executive Officer, Director General, Administration Division, and commissioned as General Manager, Corporate Planning &amp; Strategic Business Office of the Company</p> <p>April 2016      Director, Senior Managing Executive Officer, Director General of Administration Division, responsible for IR (Investor Relations)</p> <p>April 2018      Director, Senior Managing Executive Officer, supervisor for Administration Division, responsible for IR (Investor Relations) and Human Resources Department</p> <p>April 2019      Representative Director, Senior Managing Executive Officer, supervisor for Finance &amp; Accounting Department, responsible for General Affairs Department, Human Resources Department, and Internal Audit Office (to present)</p>	15,500
<p>[Reason for nomination]</p> <p>Mr. Junichi Narita is currently responsible for the management of the Company as Representative Director and Senior Managing Executive Officer. He possesses thorough knowledge of business management, group management and overseas business, and has played an appropriate role to contribute to the improvement of the Company's corporate value over the medium to long term by leveraging his wealth of experience and a high level of insight. We therefore renominate him for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Takeo Yada (January 7, 1957) [Reappointment]	<p>April 1982    Joined the Company</p> <p>April 2006    General Manager, Tokyo Office Leasing Department</p> <p>June 2007    Executive Officer, Deputy Director General of Construction Planning Division, Deputy Director General of Office Leasing and Development Division, and commissioned as Director General of Construction Planning Department</p> <p>July 2008    Executive Officer, Deputy Director General of Construction Planning Division, Deputy Director General of Office Leasing and Development Division, General Manager of Construction Planning Department, and commissioned as General Manager of Technical Department</p> <p>June 2012    Director, Executive Officer, Director General of Construction Planning Division, General Manager of Construction Planning Department, and commissioned as General Manager of Technical Department</p> <p>June 2013    Director, Managing Executive Officer, responsible for Construction &amp; Technical Management Department, and commissioned as General Manager of Construction &amp; Technical Management Department</p> <p>June 2014    President of Daibiru Facility Management, Ltd. (to present)</p> <p>April 2016    Director, Managing Executive Officer, responsible for Construction &amp; Technical Management Department, and Deputy Director General of Office Leasing and Development Division</p> <p>April 2017    Director, Managing Executive Officer, responsible for Construction &amp; Technical Management Department, and Deputy Director General of Office Leasing and Development Division (responsible for Real Estate Development Office)</p> <p>April 2018    Director, Managing Executive Officer, responsible for Construction &amp; Technical Management Department</p> <p>April 2019    Director, Senior Managing Executive Officer, supervisor for Construction &amp; Technical Management Department, responsible for Information System Office (to present)</p> <p>Significant concurrent position President of Daibiru Facility Management, Ltd.</p>	27,500
<p>[Reason for nomination]</p> <p>Mr. Takeo Yada has been involved with the Technical Department, the Office Leasing and Development Division, Real Estate Development Office, building management and other areas at the Company and the Group Companies for many years. He has played an appropriate role to contribute to the improvement of the Company's corporate value over the medium to long term by leveraging his wealth of experience and a high level of insight regarding the real estate industry as a whole. We therefore renominate him for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Kensuke Tanaka (March 7, 1959) [New appointment]	<p>April 1983      Joined Mitsui O.S.K. Lines, Ltd.</p> <p>November 2005      Director &amp; General Manager of MOL (Europe) B.V.</p> <p>June 2006      Group Leader, LNG No. 3 Group, LNG Carrier Division of Mitsui O.S.K. Lines, Ltd.</p> <p>June 2009      Seconded to the Company, and commissioned as General Manager, Corporate Planning &amp; Strategic Business Office of the Company</p> <p>June 2010      Executive Officer, Deputy Director General of Administration Division, and commissioned as General Manager, Corporate Planning &amp; Strategic Business Office</p> <p>June 2012      Retired from Mitsui O.S.K. Lines, Ltd.</p> <p>June 2013      Executive Officer, Deputy Director General of Office Leasing and Development Division, and commissioned as General Manager, Osaka Office Leasing and Development Department</p> <p>April 2016      Executive Officer, and Deputy Director General of Office Leasing and Development Division</p> <p>April 2017      Managing Executive Officer, Deputy Director General of Office Leasing and Development Division (responsible for Osaka Office Leasing and Development Department) and commissioned as General Manager, Tokyo Office Leasing and Development Department</p> <p>April 2018      Managing Executive Officer, responsible for Business Planning Department, Osaka Office Leasing Department, Tokyo Office Leasing Department, and Real Estate Development Office</p> <p>April 2019      Managing Executive Officer, supervisor for Business Planning Department and Osaka Office Leasing Department, responsible for Tokyo Office Leasing Department, Real Estate Development Office, and Special Projects (reconstruction of the Yaesu Daibiru Building, and branding strategy (to present))</p>	9,600
<p>[Reason for nomination] Mr. Kensuke Tanaka has played an appropriate role to contribute to the improvement of the Company's corporate value over the medium to long term by leveraging his wealth of experience and a high level of insight in the Office Leasing &amp; Development Division and the Administration Department. We therefore newly nominate him for Director.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Takehiko Ota (April 5, 1960) [New appointment]	<p>April 1984    Joined Mitsui O.S.K. Lines, Ltd.</p> <p>June 2008    Manager of IR (Investor Relations) Office</p> <p>June 2013    Full-time Corporate Auditor</p> <p>June 2017    Resigned from Full-time Corporate Auditor of Mitsui O.S.K. Lines, Ltd.</p> <p>Executive Officer, Deputy Director General of Administration Division (responsible for Corporate Planning &amp; Strategic Business Office), and commissioned as Manager of Corporate Communications Office of the Company</p> <p>April 2018    Executive Officer, responsible for Corporate Planning Department and Overseas Business Office</p> <p>April 2019    Managing Executive Officer, responsible for Corporate Planning Department, Overseas Business Department, and IR (Investor Relations) (to present)</p>	2,100
		<p>[Reason for nomination]</p> <p>Mr. Takehiko Ota has played an appropriate role to contribute to the improvement of the Company's corporate value over the medium to long term by leveraging his wealth of experience and a high level of insight in the Administration Department and the Overseas Business Department. We therefore newly nominate him for Director.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Atsushi Oi (January 14, 1949) [Reappointment] [Outside Director] [Independent Director]	<p>April 1973      Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>September 1999      Director of Public Utilities Department, Agency for Natural Resources and Energy</p> <p>August 2001      Deputy Director-General of Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p>July 2002      Defense Counselor of Japan Defense Agency (currently Ministry of Defense)</p> <p>August 2005      Director of Japan Development Bank (currently Development Bank of Japan Inc.)</p> <p>September 2007      Resigned from Director of Japan Development Bank</p> <p>October 2007      Counselor of Mitsui &amp; Co., Ltd.</p> <p>April 2008      Managing Officer, Chairman &amp; Managing Director of Mitsui &amp; Co. (Australia) Ltd.</p> <p>April 2010      Executive Managing Officer, Chief Representative of Mitsui &amp; Co., Ltd. in China</p> <p>April 2011      Executive Managing Officer, General Manager of Osaka Office, Mitsui &amp; Co., Ltd.</p> <p>April 2014      Senior Executive Managing Officer, General Manager of Osaka Office</p> <p>April 2015      Counselor</p> <p>June 2015      Resigned from Counselor of Mitsui &amp; Co., Ltd. President of Japan Institute of Design Promotion (to present)</p> <p>June 2018      Outside Director of the Company (to present)</p> <p>Significant concurrent position President of Japan Institute of Design Promotion</p>	0
<p>[Reason for nomination] Mr. Atsushi Oi has a wealth of experience and insight through his career in government administration and company management in Japan and overseas, which he will apply in the management of the Company. We therefore renominate him for Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Atsushi Miyanoya (April 3, 1959) [New appointment] [Outside Director] [Independent Director]	<p>April 1982      Joined Bank of Japan</p> <p>May 2010      Director-General of Financial System and Bank Examination Department</p> <p>March 2013    Manager of Nagoya Branch</p> <p>May 2014      Executive Director and Manager of Osaka Branch</p> <p>March 2017    Executive Director, responsible for Financial System and Bank Examination Department, Currency Issue Department, and Public Relations Department</p> <p>May 2018      Resigned from Executive Director</p> <p>June 2018     Chairman of NTT DATA Institute of Management Consulting, Inc. (to present)</p> <p>Significant concurrent position Chairman of NTT DATA Institute of Management Consulting, Inc.</p>	0
	<p>[Reason for nomination] Mr. Atsushi Miyanoya has a wealth of experience and insight through his duties at a central bank, which he will apply in the management of the Company. We therefore newly nominate him for Outside Director.</p>		

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. Mr. Kensuke Tanaka, Mr. Takehiko Ota, and Mr. Atsushi Miyanoya are newly appointed candidates for Directors.
3. Mr. Atsushi Oi and Mr. Atsushi Miyanoya are candidates for Outside Directors.
4. Mr. Atsushi Oi's term of office as Outside Director will be one year at the conclusion of this General Meeting of Shareholders.  
Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Atsushi Oi to limit his liability for damages under Article 423, Paragraph 1 of the said Act. Subject to his reelection, the Company intends to continue the above liability limitation agreement with him.  
The Company has registered him as an Independent Director as prescribed by the rules of Tokyo Stock Exchange, Inc. and has submitted a notification of the appointment to the same Exchange. Subject to his reelection, the Company intends to continue to register him as an Independent Director.
5. Subject to the election of Mr. Atsushi Miyanoya, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the said Act.  
The Company intends to register him as an Independent Director as prescribed by the rules of Tokyo Stock Exchange, Inc. and to submit a notification of the appointment to the same Exchange.

**Proposal 3: Election of Two (2) Audit & Supervisory Board Members**

The term of office of Audit & Supervisory Board Member, Hiroshi Tanaka will expire at the conclusion of this Annual General Meeting of Shareholders, and Hiroshi Morimoto will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two (2) Audit and Supervisory Board Members is proposed.

The candidates for Audit & Supervisory Board Member are as follows. The Audit and Supervisory Board has previously given its approval to this proposal.

Candidate number	Name	Current position in the Company	
1	Hiroshi Tanaka	Audit & Supervisory Board Member	Reappointment Outside Audit & Supervisory Board Member Independent Director
2	Shigeki Taenaka	-	New appointment Outside Audit & Supervisory Board Member Independent Director

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Tanaka (December 9, 1956) [Reappointment] [Outside Audit & Supervisory Board Member] [Independent Director]	April 1983    Registered with Osaka Bar Association Joined Kikkawa Sogo [General] Law Offices (currently Kikkawa Law Offices) (to present) June 2012    Outside Corporate Auditor of KOIZUMI SANGYO CORP. June 2015    Audit & Supervisory Board Member of the Company (to present) June 2018    Outside Director (Corporate Auditor) of KOIZUMI SANGYO CORP. (to present) Significant concurrent position Attorney-at-law of Kikkawa Law Offices Outside Director (Corporate Auditor) of KOIZUMI SANGYO CORP.	0
[Reason for nomination] Mr. Hiroshi Tanaka has a wealth of experience and insight as an attorney-at-law, which he will apply in auditing duties of the Company, and we therefore renominate him for Outside Audit & Supervisory Board Member. For the above-mentioned reason, we believe that he will be able to execute the duties of Outside Audit & Supervisory Board Member appropriately.			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
2	Shigeki Taenaka (September 10, 1961) [New appointment] [Outside Audit & Supervisory Board Member] [Independent Director]	August 1985    Joined the Osaka Office of Aoyama Audit Corporation Price Waterhouse & Company March 1988    Registered as a Certified Public Accountant October 1989    Joined MIKIO TAENAKA CPA OFFICE June 1995      Outside Audit & Supervisory Board Member of Nishimoto Trading Co. (currently Canon Lifecare Solutions Inc.) January 2006    Head of SHIGEKI TAENAKA CPA OFFICE (to present) June 2009      Outside Audit & Supervisory Board Member of Japan System Techniques Co., Ltd. (to present) January 2018    Outside Audit & Supervisory Board Member of the Company (Temporary Audit & Supervisory Board Member) January 2018    Outside Audit & Supervisory Board Member of DENKYOSHA CO., LTD. (to present) June 2018      Resigned from Outside Audit & Supervisory Board Member of the Company (Temporary Audit & Supervisory Board Member) Significant concurrent position Head of SHIGEKI TAENAKA CPA OFFICE Outside Audit & Supervisory Board Member of Japan System Techniques Co., Ltd. Outside Audit & Supervisory Board Member of DENKYOSHA CO., LTD.	0
[Reason for nomination] Mr. Shigeki Taenaka has a wealth of experience and insight as a certified public accountant, which he will apply in auditing duties of the Company, and we therefore newly nominate him for Outside Audit & Supervisory Board Member. For the above-mentioned reason, we believe that he will be able to execute the duties of Outside Audit & Supervisory Board Member appropriately.			

(Notes)

1. There are no special interests between each candidate for Audit & Supervisory Board Member and the Company.
2. Mr. Hiroshi Tanaka and Mr. Shigeki Taenaka are candidates for Outside Audit & Supervisory Board Members.
3. Mr. Hiroshi Tanaka's term of office as Outside Audit & Supervisory Board Member will be four years at the conclusion of this General Meeting of Shareholders.  
Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Hiroshi Tanaka to limit his liability for damages under Article 423, Paragraph 1 of the said Act. Subject to his reelection, the Company intends to continue the above liability limitation agreement with him.  
The Company has registered him as an Independent Director as prescribed by the rules of Tokyo Stock Exchange, Inc. and has submitted a notification of the appointment to the same Exchange. Subject to his reelection, the Company intends to continue to register him as an Independent Director.
4. Mr. Shigeki Taenaka is a newly appointed candidate for Audit & Supervisory Board Member. Subject to his election, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with Mr. Shigeki Taenaka to limit his liability for damages under Article 423, Paragraph 1 of the said Act.  
The Company intends to register him as an Independent Director as prescribed by the rules of Tokyo Stock Exchange, Inc. and to submit a notification of the appointment to the same Exchange.

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

The Company proposes to elect one (1) Substitute Audit and Supervisory Board Member pursuant to the provision of Article 329, Paragraph 3 of the Companies Act, in preparation of a shortage in the number of Audit & Supervisory Board Members stipulated in the laws and regulations.

The candidate for Substitute Audit & Supervisory Board Member is as follows. The Audit and Supervisory Board has previously given its approval to this proposal.

Name (Date of birth)	Career summary and significant concurrent positions	Number of shares of the Company held
Hiroshi Morimoto (July 13, 1960)	April 1987 Registered as an attorney-at-law Joined Kitahama Law Office (currently Kitahama Partners) January 1992 Partner of Kitahama Law Office June 1995 Outside Audit & Supervisory Board Member of Japan Cash Machine Co., Ltd. (to present) March 2006 Outside Audit & Supervisory Board Member of Senshukai Co. Ltd. (to present) January 2008 Representative Partner of Kitahama Partners (to present) July 2013 CEO of Kitahama Group (to present) November 2018 Outside Audit & Supervisory Board Member of the Company (to present) Significant concurrent position Representative Partner of Kitahama Partners CEO of Kitahama Group Outside Audit & Supervisory Board Member of Japan Cash Machine Co., Ltd. Audit & Supervisory Board Member of Senshukai Co. Ltd.	0
[Reason for nomination] Mr. Hiroshi Morimoto has a wealth of experience and insight as an attorney-at-law, which he will apply in auditing duties of the Company, and we therefore newly nominate him for Substitute Audit & Supervisory Board Member. For the above-mentioned reason, we believe that he will be able to execute the duties of Outside Audit & Supervisory Board Member appropriately.		

(Notes)

1. Mr. Hiroshi Morimoto will resign as Outside Audit and Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders.  
His term of office as Outside Audit & Supervisory Board Member will be eight months at the conclusion of this General Meeting of Shareholders.
2. There are no special interests between Mr. Hiroshi Morimoto and the Company.
3. Mr. Hiroshi Morimoto is nominated as a candidate for Substitute Audit and Supervisory Board Member.
4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Hiroshi Morimoto to limit his liability for damages under Article 423, Paragraph 1 of the said Act. Subject to his assumption of office as Outside Audit & Supervisory Board Member, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the said act.
5. The Company has registered Mr. Hiroshi Morimoto as an Independent Director as prescribed by the rules of Tokyo Stock Exchange, Inc. and has submitted a notification of the appointment to the same Exchange. Subject to his assumption of office as Outside Audit & Supervisory Board Member, the Company intends to again register him as an Independent Director as prescribed by the rules of Tokyo Stock Exchange, Inc. and submit a notification of the appointment to the same Exchange.

## Reference

### Criteria for the Independence of Outside Directors and Outside Audit & Supervisory Board Members

In the Company, outside directors and outside Audit & Supervisory Board Members with independence refer to those who do not fall under any of the following:

1. A person who is, or used to be an executor of business at the Company, or a group company of the Company (consolidated subsidiaries)
2. A person who is a principal shareholder of the Company (a shareholder with 10% or higher shareholding of voting rights at the end of the immediately preceding fiscal year). For cases where such principal shareholder is a corporate entity such as a company, a person who is, or used to be an executor of business at such corporation in the past three years.
3. A person who is a principal business partner of the Company or a group company, or a person with whom the Company or a group company is a principal business partner. For cases where such person is a corporation such as a company, a person who is, or used to be an executor of business at such corporation in the past three years. A principal business partner refers to a person who engages in transactions with the Company or a group company in which the annual amount of such transactions accounts for 2% or more of the consolidated total revenue in the immediately preceding fiscal year at either party.
4. A person who is a principal lender to the Company or to a group company. For cases where such person is a corporation such as a company, a person who is, or used to be an executor of business at such corporation in the past three years. A principal lender refers to a person from whom the Company or a group company has borrowings, whose latest balance accounts for 2% or more of the consolidated total assets of the Company.
5. A person who is an independent auditor of the Company or a group company, or an employee, etc. of the independent auditor, or a person who engaged in the audit work for the Company or a group company as an employee, etc. of the independent auditor in the past three years.
6. A person who is an attorney, judicial scrivener, certified public accountant, certified public tax accountant or other consultant, etc. who has received money or other property in excess of ¥10 million per year on average for the past three years from the Company or a group company, other than executive compensation. For cases where such person is an organization such as a corporation and association, a person who belongs to such organization.
7. A person who has received donations in excess of ¥10 million per year on average for the past three years from the Company or a group company. For cases where such person is an organization such as a corporation and association, a person who belongs to such organization.
8. A person who is an executor of business at a company where a director from the Company or a group company has been seconded, or at the parent company or a significant subsidiary of such company.
9. A person who has served for eight years since the first appointment as an independent outside officer of the Company.
10. Spouse or relative within the second degree of kinship of the person who falls under any of the above 1. to 8.



**Proposal 5: Payment of Bonuses to Directors**

Taking into consideration the business performance, etc. for the year under review, the Company has decided to pay Directors' bonuses of a total of ¥63,900,000 to the four (4) Directors (excluding two (2) Outside Directors) in office as of the end of the year under review.

Moreover, the decision on the amount to be paid to each Director will be entrusted to the Board of Directors.