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Securities Code: 9045

May 29, 2019

To Our Shareholders:

Yoshifumi Kato
Representative Director & President
Keihan Holdings Co., Ltd.
1-7-31 Otemae, Chuo-ku, Osaka

Notice of the 97th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 97th Ordinary General Meeting of Shareholders of Keihan Holdings Co., Ltd. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights following “Exercising Voting Rights” on page 2 and page 3 so that your vote is received by 6:00 p.m. on Tuesday, June 18, 2019 (JST).

- 1. Date and Time:** Wednesday, June 19, 2019, at 10:00 a.m.
- 2. Venue:** Main Hall, 5th floor,
Osaka International Convention Center (Grand Cube Osaka)
5-3-51 Nakanoshima, Kita-ku, Osaka

3. Purpose of the Meeting

Matters to be reported

The Business Report, the Consolidated Financial Statements and the Financial Statements for the 97th fiscal year (from April 1, 2018 to March 31, 2019), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee

Matters to be resolved

- Proposal No. 1: Dividends of Surplus**
- Proposal No. 2: Election of Eight (8) Directors Who Are Not Audit and Supervisory Committee Members**
- Proposal No. 3: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members**
- Proposal No. 4: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member**

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- Ⓞ When you attend the Meeting, you are kindly requested to present the enclosed voting exercise form at the reception. For the purpose of saving resources, please be sure to bring this notice with you.
 - Ⓞ If you exercise your voting rights by proxy, another shareholder with voting rights in the Company may attend as your proxy.

Exercising Voting Rights

Exercising voting rights in writing

Please return the enclosed Voting Exercise Form indicating your vote for or against each proposal so that your vote is received by 6:00 p.m. on Tuesday, June 18, 2019 (JST).

Exercising voting rights via the Internet, etc.

[Instructions for exercising voting rights via the Internet]

Please follow the instructions below and exercise your voting rights by 6:00 p.m. on Tuesday, June 18, 2019 (JST).

1. Voting website

You can only exercise your voting rights via the Internet by accessing the following dedicated voting website designated by the Company.

Dedicated voting website address: <https://www.web54.net>

2. Handling of votes

- (1) When exercising your voting rights via a PC, input the “voting right exercise code” and “password” written in the enclosed voting exercise form, and indicate your approval or disapproval of each proposal by following the on-screen instructions.
- (2) When exercising your voting rights via a smartphone etc., scan the “Voting Rights Exercise Website Login QR Code for Smartphones” stated on the enclosed voting exercise form, and indicate your approval or disapproval of each proposal by following the on-screen instructions. If you wish to change your vote after exercising your voting rights, you will need to scan the QR code again and input the “voting right exercise code” and “password” written in the voting exercise form.

(Note) Any fees for Internet providers and telecommunication companies (connection fees etc.) incurred by shareholders in using the dedicated voting website are to be borne by the shareholder.

3. Safekeeping of the voting right exercise code and password

- (1) The voting right exercise code provided on the voting exercise form will only be valid for this Meeting.
- (2) The password is important for authenticating the identity of shareholders. Please handle it with care in the same way as you would your seals or PIN number.
- (3) If you enter your password incorrectly more than a certain number of times, the password will be locked. If you wish to have your password reissued, please complete the procedures by following the on-screen instructions.

4. Inquiries regarding the operation of a PC, a smartphone etc. for exercising voting rights

If you have any questions regarding the operation of a PC, a smartphone etc. for exercising voting rights on the website, please contact:

Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited

Tel: 0120-652-031 (toll free and available from 9:00 a.m. to 9:00 p.m., only in Japan)

[Utilizing the electronic voting platform (intended for institutional investors)]

For institutional investors, the electronic voting platform operated by ICJ, Inc., is available for exercising your voting rights for this Meeting.

Treatment of multiple exercises of voting rights

If you exercise your voting rights in duplicate, both in writing and via the Internet, etc., only your vote exercised via the Internet, etc. will be treated as valid. In addition, if you exercise your voting rights via the Internet, etc. multiple times, only the last vote exercised will be treated as valid.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Dividends of Surplus

The Company's basic policy regarding profit-sharing is to continue a stable distribution of profit while considering equity levels and performance to sustainably realize results-based shareholder returns, even amidst drastically changing economic environments. The policy also includes ensuring a stable management foundation of the Group centering on the highly public railway business by working to improve value along our rail lines, as well as striving for active investment and to strengthen financial structure so that the Group is able to grow.

Based on the policy above, we would like to propose to pay a year-end dividend for the current business term as follows.

- (1) Type of dividend property:

Cash

- (2) Matters concerning the allotment of dividend property to shareholders and the total amount of the allotment:

¥17.50 per share of common shares of the Company

Total cash dividends of ¥1,875,786,483

Including the midterm dividend of ¥17.50 per share, the total dividend to be paid during the year is ¥35 per share.

- (3) Date on which the dividend of surplus will become effective:

June 20, 2019

Proposal No. 2: Election of Eight (8) Directors Who Are Not Audit and Supervisory Committee Members

The term of office of all the eight (8) Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect eight (8) Directors who are not Audit and Supervisory Committee Members.

The candidates for Directors who are not Audit and Supervisory Committee Members are discussed and reported to the Board by the Nomination & Remuneration Advisory Committee, in which Outside Directors constitute a majority, and are then discussed and decided by the Board.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

Candidate No.	Name		Current position in the Company
1	Yoshifumi Kato	Re-election	Representative Director & President, CEO & COO
2	Masahiro Ishimaru	Re-election	Director (Managing Executive Officer)
3	Tatsuya Miura	Re-election	Director (Senior Executive Officer)
4	Toshihiko Inachi	Re-election	Director (Managing Executive Officer)
5	Michio Nakano	Re-election	Director (Managing Executive Officer)
6	Masaya Ueno	Re-election	Director (Managing Executive Officer)
7	Kazutoshi Murao	New Candidate Outside Independent	—
8	Shinya Hashizume	New Candidate Outside Independent	—

Candidate No.	Name (Date of birth)		Number of the Company's shares held	The Number of Attendance at the Board of Directors Meetings
1	Yoshifumi Kato (Nov. 25, 1951) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1975 Joined the Company Jun. 2005 Director, the Company Jun. 2007 Director & Managing Executive Officer, the Company Jun. 2011 Representative Director & President, CEO & COO, the Company (current position) ● Responsibilities General Manager, Corporate Management Office ● Important concurrent positions Representative Director & Chairman, Keihan Electric Railway Co., Ltd. Outside Director (Audit and Supervisory Committee Member), Asahi Broadcasting Group Holdings Corporation ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member <p>Elected as Director in June 2005, Mr. Yoshifumi Kato currently serves as Representative Director & President, CEO & COO as well as working as General Manager of the Corporate Management Office. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be reelected.</p>	27,000 shares	12 out of 12 times
2	Masahiro Ishimaru (Feb. 28, 1962) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1985 Joined the Company Jun. 2013 Executive Officer, the Company Jun. 2017 Director & Managing Executive Officer, the Company (current position) ● Responsibilities Deputy General Manager (Management Strategy Group [Overall Group Strategy], Business Promotion Group [Marketing Design] and Personnel Division), Corporate Management Office General Manager in charge of Personnel, Corporate Management Office ● Important concurrent positions Director, Keihan Electric Railway Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member <p>Elected as an Executive Officer in June 2013, Mr. Masahiro Ishimaru currently serves as Director & Managing Executive Officer, as well as being responsible for operations related to Management Strategy Group [Overall Group Strategy], Business Promotion Group [Marketing Design], and Personnel Division, Corporate Management Office. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be elected.</p>	7,410 shares	12 out of 12 times

Candi- date No.	Name (Date of birth)		Number of the Company's shares held	The Number of Attendance at the Board of Directors Meetings
3	Tatsuya Miura (Mar. 11, 1957) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1980 Joined the Company Jun. 2009 Executive Officer, the Company Jun. 2013 Director & Managing Executive Officer, the Company Jun. 2017 Director & Senior Executive Officer, the Company (current position) ● Responsibilities General Manager, BIOSTYLE Promotion Office; Deputy General Manager (Management Strategy Group [New Business] and Business Promotion Group [Railway Line Area Redevelopment]), Corporate Management Office [General Manager of Real Estate Business] ● Important concurrent positions Representative Director & President, Keihan Tatemono Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2009, Mr. Tatsuya Miura currently serves as Director & Senior Executive Officer (General Manager of Real Estate Business), as well as being responsible for the Group's overall Real Estate Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be reelected. 	11,100 shares	12 out of 12 times
4	Toshihiko Inachi (Dec. 17, 1958) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1982 Joined the Company Jun. 2013 Executive Officer, the Company Jun. 2017 Director & Managing Executive Officer, the Company (current position) ● Responsibilities Deputy General Manager (Business Promotion Group [Co-creation of Sightseeing Opportunities]), Corporate Management Office; In charge of Kyoto Area [General Manager of Leisure and Service Business] ● Important concurrent positions Representative Director & Chairman, Hotel Keihan Co., Ltd. Representative Director & President, Keihan Hotels & Resorts Co., Ltd. Representative Director & President, Keihan Stays Co., Ltd. Representative Director & Chairman, Biwako Kisen Steamship Co., Ltd. Representative Director & Chairman, Osaka Aqua Bus Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2013, Mr. Toshihiko Inachi currently serves as Director & Managing Executive Officer (General Manager of Leisure and Service Business), as well as being responsible for the Group's overall Leisure and Service Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be elected. 	5,031 shares	12 out of 12 times

Candidate No.	Name (Date of birth)		Number of the Company's shares held	The Number of Attendance at the Board of Directors Meetings
5	Michio Nakano (Oct. 17, 1958) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1981 Joined the Company Jun. 2013 Executive Officer, the Company Jun. 2017 Director & Managing Executive Officer, the Company (current position) ● Responsibilities Deputy General Manager, Corporate Management Office [General Manager of Transportation Business] ● Important concurrent positions Representative Director & President, Keihan Electric Railway Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2013, Mr. Michio Nakano currently serves as Director & Managing Executive Officer (General Manager of Transportation Business), as well as being responsible for the Group's overall Transportation Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be elected. 	7,510 shares	12 out of 12 times
6	Masaya Ueno (Jan. 13, 1960) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1982 Joined the Company Jun. 2013 Executive Officer, the Company Jun. 2017 Director & Managing Executive Officer, the Company (current position) ● Responsibilities General Manager, Kyobashi Project Preparation Office; Deputy General Manager, Corporate Management Office; Deputy General Manager, BIOSTYLE Promotion Office [General Manager of Retail Distribution Business] ● Important concurrent positions Representative Director & Chairman, Keihan Ryutsu Systems Co., Ltd. Representative Director & Chairman, KEIHAN DEPARTMENT STORES LTD. Representative Director & President, Bio Market Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2013, Mr. Masaya Ueno currently serves as Director & Managing Executive Officer (General Manager of Retail Distribution Business), as well as being responsible for the Group's overall Retail Distribution Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be elected. 	6,500 shares	12 out of 12 times

Candidate No.	Name (Date of birth)		Number of the Company's shares held	The Number of Attendance at the Board of Directors Meetings
7	Kazutoshi Murao (Oct. 21, 1952) New Candidate Outside Independent	<ul style="list-style-type: none"> ● Brief career summary Apr. 1976 Joined the Nippon Telegraph and Telephone Public Corporation Jun. 2009 Senior Executive Vice President, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION Jun. 2012 President, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION Jun. 2018 Senior Executive Adviser, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION (current position) ● Important concurrent positions Senior Executive Adviser, NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member The Company requests the shareholders to elect Mr. Kazutoshi Murao as Outside Director who is not an Audit and Supervisory Committee Member in the judgment of the Company that he will be able to utilize his abundant experience and excellent insight as a manager in the management and the supervision of the performance of duties of the Company. 	0	—
8	Shinya Hashizume (Dec. 6, 1960) New Candidate Outside Independent	<ul style="list-style-type: none"> ● Brief career summary Apr. 2006 Professor, Graduate School of Literature and Human Sciences, Osaka City University and Osaka City University Urban Research Plaza Apr. 2008 Distinguished Professor, The Industry – Academia – Government Collaboration Organization, and Research Institute for Tourism Industry Apr. 2017 Professor, Graduate School of Economics, Osaka Prefecture University, and Director, Research Institute for Tourism Industry of Research Center for the 21st Century, Organization for Research Promotion (current position) ● Important concurrent positions Professor, Graduate School of Economics, Osaka Prefecture University and Director, Research Institute for Tourism Industry of Research Center for the 21st Century, Organization for Research Promotion ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member and reasons for judging Mr. Shinya Hashizume capable of appropriately fulfilling duties as Outside Director who is not an Audit and Supervisory Committee Member Based on his abundant experience as an expert in urban planning and urban cultural studies and his superior knowledge, we judge that he will perform his duties as Outside Director appropriately, and in order to make use of that experience and knowledge in the management and the supervision of the performance of duties of the Company, we request that he be elected as Outside Director who is not an Audit and Supervisory Committee Member. 	0	—

(Notes) 1. Special interests between the Company and the candidates for Directors who are not Audit and Supervisory Committee Members

Mr. Toshihiko Inachi is the Representative Director of Biwako Kisen Steamship Co., Ltd with which the Company engages in transactions such as land and building lease arrangements and monetary loans and so on.

2. Messrs. Kazutoshi Murao and Shinya Hashizume are candidates for Outside Directors.

3. In accordance with the rules of the Tokyo Stock Exchange, the Company has registered the names of Directors Kazutoshi Murao and Shinya Hashizume as Independent Board Members.
4. Matters concerning candidates for Outside Directors
 - (1) Mr. Kazutoshi Murao
 - Liability limitation agreement with the candidate for Outside Director:
If the election of Mr. Kazutoshi Murao is approved and resolved, the Company is expected to enter into an agreement with Mr. Kazutoshi Murao to the effect that the liability of him provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event he acts in good faith without gross negligence.
 - (2) Mr. Shinya Hashizume
 - Liability limitation agreement with the candidate for Outside Director:
If the election of Mr. Shinya Hashizume is approved and resolved, the Company is expected to enter into an agreement with Mr. Shinya Hashizume to the effect that the liability of him provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event he acts in good faith without gross negligence.
5. Mr. Shinya Hashizume is expected to take a position as Outside Director who is not an Audit and Supervisory Committee Member with approval from Osaka Prefecture University under the provisions of its rules by the date of this General Meeting of Shareholders.

Proposal No. 3: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

The term of office of all the five (5) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect five (5) Directors who are Audit and Supervisory Committee Members.

The Company has obtained the consent of the Audit and Supervisory Committee for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name		Current position in the Company
1	Tetsuo Nagahama	Re-election	Director Audit and Supervisory Committee Member (full-time)
2	Masakazu Nakatani	Re-election	Director Audit and Supervisory Committee Member (full-time)
3	Hisashi Umezaki	Re-election Outside Independent	Director Audit and Supervisory Committee Member
4	Nobuyuki Tahara	Re-election Outside Independent	Director Audit and Supervisory Committee Member
5	Koichi Kusao	Re-election Outside Independent	Director Audit and Supervisory Committee Member

Candidate No.	Name (Date of birth)		Number of the Company's shares held	The Number of Attendance at the Board of Directors Meetings	The Number of Attendance at Audit and Supervisory Committee Meetings
1	Tetsuo Nagahama (Feb. 11, 1959) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1982 Joined the Company Jul. 2006 Director, the Company Oct. 2010 Director & Managing Executive Officer, the Company Jul. 2013 General Manager of Accounting Division, Corporate Management Office, the Company Jun. 2015 Audit & Supervisory Board Member (full-time), the Company Jun. 2017 Audit and Supervisory Committee Member (full-time), the Company (current position) ● Important concurrent positions Audit & Supervisory Board Member, Keihan Electric Railway Co., Ltd. ● Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member <p>Mr. Tetsuo Nagahama had served as an Audit & Supervisory Board Member (full-time) since his election to that role in June 2015 and has served as an Audit and Supervisory Committee Member since his election to that role in June 2017. Based on his abundant experience and track record on the audit of the Company, we judge that he is an appropriate candidate for Director who is an Audit and Supervisory Committee Member and we accordingly request that he be reelected.</p>	2,631 shares	12 out of 12 times	15 out of 15 times
2	Masakazu Nakatani (Jul. 2, 1958) Re-election	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1983 Joined the Company Jul. 2007 General Manager, Business Management Division, the Company Jul. 2012 Representative Director & President, Keihan Restaurant Co., Ltd. Jul. 2015 General Manager belonging to General Administration Division, Corporate Management Office, the Company (current position) Jun. 2016 Audit & Supervisory Board Member (full-time), the Company Jun. 2017 Audit and Supervisory Committee Member (full-time), the Company (current position) ● Important concurrent positions Audit & Supervisory Board Member, Keihan Electric Railway Co., Ltd. ● Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member <p>Mr. Masakazu Nakatani had served as an Audit & Supervisory Board Member (full-time) since his election to that role in June 2016 and has served as an Audit and Supervisory Committee Member since his election to that role in June 2017. Based on his abundant experience and track record on the audit of the Company, we judge that he is an appropriate candidate for Director who is an Audit and Supervisory Committee Member and we accordingly request that he be reelected.</p>	1,800 shares	12 out of 12 times	15 out of 15 times

Candidate No.	Name (Date of birth)		Number of the Company's shares held	The Number of Attendance at the Board of Directors Meetings	The Number of Attendance at Audit and Supervisory Committee Meetings
3	Hisashi Umezaki (Aug. 23, 1942) Re-election Outside Independent	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1966 Joined Ministry of Transport Jul. 1999 Administrative Vice-Minister of Transport Jan. 2001 Advisor, Ministry of Land, Infrastructure, Transport and Tourism Aug. 2002 Vice President, the Teito Rapid Transit Authority Apr. 2004 Representative Director & President, Tokyo Metro Co., Ltd. Jun. 2011 Senior Corporate Advisor, Tokyo Metro Co., Ltd. Jun. 2013 Senior Executive Advisor, Tokyo Metro Co., Ltd. Jun. 2014 Audit & Supervisory Board Member, the Company Jun. 2017 Audit and Supervisory Committee Member, the Company (current position) Jun. 2017 Advisor, Tokyo Metro Co., Ltd. (current position) ● Important concurrent positions Advisor, Tokyo Metro Co., Ltd. ● Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member The Company requests the shareholders to reelect Mr. Hisashi Umezaki as Outside Director who is an Audit and Supervisory Committee Member in order for him to make use of his abundant experience and superior knowledge concerning transport administration and company management in the audit and supervisory of the Company. 	0	11 out of 12 times	14 out of 15 times
4	Nobuyuki Tahara (Apr. 6, 1953) Re-election Outside Independent	<ul style="list-style-type: none"> ● Brief career summary and positions Sep. 1980 Certified Public Accountant (current position) Dec. 1997 Representative Partner, Century Audit Corporation (Present: Ernst & Young ShinNihon LLC) Jun. 2014 Retired Representative Partner, Ernst & Young ShinNihon LLC Jun. 2016 Audit & Supervisory Board Member, the Company Jun. 2017 Audit and Supervisory Committee Member, the Company (current position) ● Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and reasons for judging Mr. Nobuyuki Tahara capable of appropriately fulfilling duties as Outside Director Based on his abundant experience in corporate accounting as a Certified Public Accountant and his superior knowledge, we judge that he will perform his duties as Outside Director appropriately, and in order to make use of that experience and knowledge in the audit and supervisory of the Company, we request that he be reelected as Outside Director who is an Audit and Supervisory Committee Member. 	0	12 out of 12 times	15 out of 15 times

Candidate No.	Name (Date of birth)		Number of the Company's shares held	The Number of Attendance at the Board of Directors Meetings	The Number of Attendance at Audit and Supervisory Committee Meetings
5	Koichi Kusao (Mar. 7, 1960) Re-election Outside Independent	<ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1990 Attorney at law (current position) Jun. 2016 Audit & Supervisory Board Member, the Company Jun. 2017 Audit and Supervisory Committee Member, the Company (current position) ● Important concurrent positions Outside Audit & Supervisory Board Member, Daito Chemix Corporation Outside Audit & Supervisory Board Member, FUJI OIL HOLDINGS INC. ● Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and reasons for judging Mr. Koichi Kusao capable of appropriately fulfilling duties as Outside Director <p>Based on his abundant experience in legal affairs as an attorney at law and his superior knowledge, we judge that he will perform his duties as Outside Director appropriately, and in order to make use of that experience and knowledge in the audit and supervisory of the Company, we request that he be reelected as Outside Director who is an Audit and Supervisory Committee Member.</p>	0	12 out of 12 times	15 out of 15 times

- (Notes) 1. There are no special interests between each of the candidates for Directors who are Audit and Supervisory Committee Members and the Company.
2. Messrs. Hisashi Umezaki, Nobuyuki Tahara and Koichi Kusao are candidates for Outside Directors.
3. In accordance with the rules of the Tokyo Stock Exchange, the Company has registered the names of Directors Hisashi Umezaki, Nobuyuki Tahara and Koichi Kusao as Independent Board Members.
4. Matters concerning candidates for Outside Directors
- (1) Mr. Hisashi Umezaki
- 1) Number of years in office since first appointment as Outside Director of the Company:
At the conclusion of this General Meeting of Shareholders, Mr. Hisashi Umezaki will have held the post of Outside Director for two (2) years.
- 2) Liability limitation agreement with the candidate for Outside Director:
The Company has concluded an agreement with Mr. Hisashi Umezaki to the effect that the liability of him provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event he acts in good faith without gross negligence. If the election of Mr. Hisashi Umezaki is approved and resolved, the Company is expected to continue a similar liability limitation agreement with him upon his appointment at this General Meeting of Shareholders.
- (2) Mr. Nobuyuki Tahara
- 1) Number of years in office since first appointment as Outside Director of the Company:
At the conclusion of this General Meeting of Shareholders, Mr. Nobuyuki Tahara will have held the post of Outside Director for two (2) years.
- 2) Liability limitation agreement with the candidate for Outside Director:
The Company has concluded an agreement with Mr. Nobuyuki Tahara to the effect that the liability of him provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event he acts in good faith without gross negligence. If the election of Mr. Nobuyuki Tahara is approved and resolved, the Company is expected to continue a similar liability limitation agreement with him upon his appointment at this General Meeting of Shareholders.
- (3) Mr. Koichi Kusao
- 1) Number of years in office since first appointment as Outside Director of the Company:
At the conclusion of this General Meeting of Shareholders, Mr. Koichi Kusao will have held the post of Outside Director for two (2) years.

2) Liability limitation agreement with the candidate for Outside Director:

The Company has concluded an agreement with Mr. Koichi Kusao to the effect that the liability of him provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event he acts in good faith without gross negligence. If the election of Mr. Koichi Kusao is approved and resolved, the Company is expected to continue a similar liability limitation agreement with him upon his appointment at this General Meeting of Shareholders.

Proposal No. 4: Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

The resolution regarding the proposal of the election of substitute director who is an Audit and Supervisory Committee Member, which is approved at the 95th Ordinary General Meeting of Shareholders held on June 20, 2017, will be effective until the commencement of this General Meeting of Shareholders. Therefore, the Company proposes to elect one (1) substitute Director who is an Audit and Supervisory Committee Member as a precaution against situations in which the number of Directors who are Audit and Supervisory Committee Members falls short of the number provided for in laws and regulations.

The Company has obtained the consent of the Audit and Supervisory Committee for this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)		Number of the Company's shares held
<p>Shuhei Hata (Jan. 13, 1972)</p> <p>New Candidate Outside Independent</p>	<p>● Brief career summary Oct. 2001 Attorney at law (current position)</p> <p>● Reasons for nomination as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and reasons for judging Mr. Shuhei Hata capable of appropriately fulfilling duties as Outside Director</p> <p>Based on his abundant experience in legal affairs as an attorney at law and his superior knowledge, we judge that he will perform his duties as Outside Director appropriately and, in order to make use of that experience and knowledge in the audit and supervisory of the Company, we request that he be elected as Outside Director who is an Audit and Supervisory Committee Member.</p>	<p>0</p>

- (Notes)
1. There are no special interests between Mr. Shuhei Hata and the Company.
 2. Mr. Shuhei Hata is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.
 3. In accordance with the rules of the Tokyo Stock Exchange, the Company will register the name of Mr. Shuhei Hata as Independent Board Member when Mr. Shuhei Hata takes a position as Outside Director who is an Audit and Supervisory Committee Member.
 4. Matters concerning Mr. Shuhei Hata, candidate for substitute Outside Director who is an Audit and Supervisory Committee Member

Liability limitation agreement with the candidate for Outside Director

If Mr. Shuhei Hata takes a position as Outside Director who is an Audit and Supervisory Committee Member, the Company is expected to enter into an agreement with Mr. Shuhei Hata to the effect that the liability of him provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event he acts in good faith without gross negligence.

End