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Securities code: 7537
June 8, 2015

To Our shareholders

Shoji Mizuno
CEO and Representative Director
MARUBUN CORPORATION
8-1, Nihonbashi Odenma-cho, Chuo-ku, Tokyo

Notice of the 68th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 68th Ordinary General Meeting of Shareholders (the "Meeting") of MARUBUN CORPORATION (the "Company") to be held as indicated below.

If you are unable to attend the Meeting, you may exercise your voting rights in writing. Please review the attached "Reference Documents for the General Meeting of Shareholders," indicate "for" or "against" for each of the proposals in the enclosed Voting Form, and return the form to us no later than 5:30 p.m., Thursday, June 25, 2015 (Japan Standard Time).

Details

1. **Date and Time:** June 26, 2015 (Friday) at 10:00 a.m.
2. **Place:** Conference Hall, 4th floor of the Company's Head Office
8-1, Nihonbashi Odenmachi, Chuo-ku, Tokyo, Japan
3. **Meeting Agenda:**
Report matters:
 - (1) The Business Report and the Consolidated Financial Statements for the 68th Fiscal Year (April 1, 2014 to March 31, 2015), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Auditors
 - (2) Non-consolidated Financial Statements for the 68th Fiscal Year (April 1, 2014 to March 31, 2015)

Resolution matters:

- Proposal -1 Appropriation of surplus
- Proposal -2 Partial amendments to the Articles of Incorporation
- Proposal -3 Election of four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members)
- Proposal -4 Election of three (3) Directors serving as Audit & Supervisory Committee Members
- Proposal -5 Payment of retirement allowance to retiring Directors and retiring Auditors
- Proposal -6 Amount of remuneration, etc. for Directors and Directors serving as Audit & Supervisory Committee Members

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- If you plan to attend the Meeting, please submit the enclosed Voting Right Exercise Form to the receptionist at the Meeting.
 - Reception is scheduled to start at 9:00 a.m. on the day of the Meeting.
 - Any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements will be posted on the Company's website (URL: <http://www.marubun.co.jp/>)(Japanese only).

(Translation)

BUSINESS REPORT
(For the Period from April 1, 2014 to March 31, 2015)

I . Current State of the Marubun Group

1. Business Progress and Results

(Overview)

During the consolidated fiscal year under review (from April 1, 2014 to March 31, 2015), amid the effects of the economic stimulus measures initiated by the Japanese government and the monetary easing policy of the Bank of Japan, the Japanese economy continued to show signs of a gradual recovery. It picked up slightly from the decline caused by the consumption tax hike, exhibiting an upward trend in the stock market together that was accompanied by a weakening yen, improved corporate earnings, and signs of improvement in the employment situation.

In the electronics industry, where the Marubun Group is positioned, demand for smartphones continued to grow, while the market for automobile and industrial equipment products also expanded. On the other hand, demand for consumer equipment remained sluggish in general, such as the continued negative growth in digital cameras, although there was strong demand for game consoles and certain other products.

In this environment, net sales of the Group in the consolidated fiscal year under review climbed 7.6% year on year, to 280,320 million yen. Consolidated operating income increased 19.9% year on year, to 4,688 million yen. This was mainly attributable to the positive effects of a weaker yen, which boosted the gross profit, in addition to the increase in sales. In regards to consolidated ordinary income, it rose 3.1% year on year, to 4,066 million yen, reflecting the recording of foreign exchange losses of 903 million yen as a result of the sharp fluctuations in exchange rates. Consolidated net income rose 3.1% year on year, to 2,071 million yen.

Operating results by business segment are as follows.

(Electronic Devices business)

In the Electronic Devices Business, sales of semiconductors and electronic components for PCs and digital cameras declined, while sales of semiconductors and electronic components for telecommunication modules remained strong. Sales of semiconductors for projectors and other office automation equipment and automobile and industrial equipment products also increased. As a result, net sales in this segment increased 9.4% year on year, to 241,065 million yen, and segment income rose 32.4% year on year, to 3,278 million yen.

(Electronic Systems business)

In the Measurement and Inspection Equipment and Scientific Equipment sections of the Electronic Systems business, sales of electronic component inspection equipment and thin-film manufacturing equipment for power devices increased, while demand for medical equipment, including radiation therapy equipment and diagnostic imaging equipment, decreased. In the Space & Defense Electronics section, sales of components for satellites also decreased. As a result, net sales in this segment declined 2.1% year on year, to 39,254 million yen. Segment income fell 2.1% year on year, to 1,419 million yen.

(Translation)

Segments	Net Sales (Million yen)	Composition (%)	Change (%)
Electronic Devices	241,065	86.0	9.4
Electronic Systems	39,254	14.0	(2.1)
Total Net Sales	280,320	100.0	7.6

2. Changes in Consolidated Operating Results and Assets

	65th April 1, 2011 - March 31, 2012	66th April 1, 2012 - March 31, 2013	67th April 1, 2013 - March 31, 2014	68th April 1, 2014 - March 31, 2015
Net Sales (Million yen)	242,708	220,200	260,424	280,320
Ordinary Income (Million yen)	2,375	2,500	3,944	4,066
Net Income (Million yen)	1,017	857	2,008	2,071
Net Income per Share (yen)	38.94	32.82	76.85	79.27
Total Assets (Million yen)	121,045	104,743	110,635	128,313
Net Assets (Million yen)	36,295	37,547	42,469	46,302
Equity Ratio (%)	27.5	32.2	34.0	31.5

(Translation)

II. Status of Shares (As of March 31, 2015)

Number of shares authorized to be issued: 100,000,000 shares

Number of shares Issued: 28,051,200 shares (Including 1,915,455 Shares of Treasury Stock)

Number of shareholders: 3,764

Principal shareholders:

Shareholders	Number of Shares Held (thousand shares)	Percentage of Shares held (%)
Arrow Electronics, Inc.	2,350	8.99
Marubun Research Promotion Foundation	2,304	8.82
Kiichi Horikoshi	2,156	8.25
Chiba Public Golf Course, Ltd.	1,399	5.35
Horikoshi LLC	800	3.06
Hiroshi Horikoshi	766	2.93
Japan Trustee Services Bank, Ltd. Trust Account	696	2.66
The Master Trust Bank of Japan, Ltd. Trust Account	626	2.40
Koji Horikoshi	616	2.36
Momoko Horikoshi	602	2.30

Note: Besides the above, Treasury Stock 1,915,455 shares

III. Status of Stock Acquisition Rights

1) Stock Acquisition Rights Granted as Compensation for Performance of Duties to Officers of the Company as March 31, 2015

There are no relevant items.

2) Stock Acquisition Rights Provided to Employees in Compensation for Working During the Previous Fiscal Year.

There are no relevant items.

3) Other Critical Items Concerning Stock Acquisition Rights

There are no relevant items.

(Translation)

CONSOLIDATED BALANCE SHEET

(As of March 31, 2015)

(Million yen)

Assets	Amount
Assets	
Current assets	117,084
Cash and deposits	21,725
Notes and accounts receivable-trade	63,393
Merchandise and finished goods	28,818
Work in process	169
Deferred tax assets	1,060
Other	1,937
Allowance for doubtful accounts	(19)
Noncurrent assets	11,228
Property, plant and equipment	4,232
Buildings and structures	1,288
Machinery, equipment and vehicles	5
Tools, furniture and fixtures	348
Land	2,517
Lease assets	70
Construction in progress	1
Intangible assets	448
Investments and other assets	6,548
Investment securities	2,783
Deferred tax assets	240
Net defined benefit asset	42
Other	3,481
Total assets	128,313

(Translation)

(Million yen)	
Liabilities and Net Assets	Amount
Liabilities	
Current liabilities	72,594
Notes and accounts payable-trade	52,978
Short-term loans payable	15,300
Current portion of long-term loans payable	1,006
Lease obligations	58
Income taxes payable	249
Provision for bonuses	818
Other	2,182
Noncurrent liabilities	9,416
Long-term loans payable	7,507
Lease obligations	107
Net defined benefit liability	1,194
Provision for directors' retirement benefits	260
Asset retirement obligations	133
Other	212
Total liabilities	82,010
Net assets	
Shareholders' equity	38,155
Capital stock	6,214
Capital surplus	6,353
Retained earnings	27,217
Treasury stock	(1,630)
Valuation and translation adjustments	2,296
Valuation difference on available-for-sale securities	898
Deferred gains or losses on hedges	32
Foreign currency translation adjustment	1,165
Remeasurements of defined benefit plans	199
Minority interests	5,851
Total net assets	46,302
Total liabilities and net assets	128,313

(Translation)

CONSOLIDATED STATEMENT OF INCOME
(For the Period from April 1, 2014 to March 31, 2015)

(Million yen)

	Amount
Net sales	280,320
Cost of sales	260,760
Gross profit	19,560
Selling, general and administrative expenses	14,871
Operating income	4,688
Non-operating income	795
Interest income	8
Dividends income	41
Share of profit of entities accounted for using equity method	339
Purchase discounts	109
Rent of real estate for investment	121
Miscellaneous income	174
Non-operating expenses	1417
Interest expenses	220
Sales discounts	140
Rent expenses on real estate for investment	105
Foreign exchange losses	903
Miscellaneous loss	48
Ordinary income	4,066
Extraordinary income	7
Gain on sales of real estate for investment	7
Other	0
Extraordinary loss	110
Loss on sales and retirement of non-current assets	11
Loss on valuation of investment securities	0
Settlement package	99
Other	0
Income before income taxes	3,963
Income taxes-current	799
Income taxes-deferred	631
Income before minority interests	2,532
Minority interests in income	460
Net Income	2,071

(Translation)

Consolidated Statement of Changes in Net Assets
(For the Period from April 1, 2014 to March 31, 2015)

(Millions of Yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	6,214	6,353	25,713	(1,630)	36,652
Cumulative effects of changes in accounting policies			(45)		(45)
Restated balance	6,214	6,353	25,668	(1,630)	36,606
Changes of items during period					
Dividends of surplus			(522)		(522)
Net income			2,071		2,071
Purchase of treasury shares				(0)	(0)
Net changes of items other than shareholders' equity					
Total changes of items during period	—	—	1,549	(0)	1,549
Balance at end of current period	6,214	6,353	27,217	(1,630)	38,155

	Accumulated other comprehensive income					Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of current period	490	13	246	204	955	4,862	42,469
Cumulative effects of changes in accounting policies							(45)
Restated balance	490	13	246	204	955	4,862	42,423
Changes of items during period							
Dividends of surplus							(522)
Net income							2,071
Purchase of treasury shares							(0)
Net changes of items other than shareholders' equity	407	19	918	(4)	1,340	988	2,329
Total changes of items during period	407	19	918	(4)	1,340	988	3,878
Balance at end of current period	898	32	1,165	199	2,296	5,851	46,302

(Translation)

Non-CONSOLIDATED BALANCE SHEET
(As of March 31, 2015)

(Million yen)

Assets	Amount
Assets	
Current assets	67,033
Cash and deposits	13,212
Notes receivable-trade	1,774
Accounts receivable-trade	35,166
Merchandise	14,392
Prepaid expenses	40
Deferred tax assets	930
Other	1,519
Allowance for doubtful accounts	(4)
Noncurrent assets	10,253
Property, plant and equipment	3,055
Buildings	946
Structures	22
Machinery and equipment	0
Vehicles	4
Tools, furniture and fixtures	278
Land	1,784
Lease assets	18
Construction in progress	1
Intangible assets	276
Software	242
Other	33
Investments and other assets	6,921
Investment securities	1,963
Stocks of subsidiaries and affiliates	3,075
Deferred tax assets	375
Other	1,505
Total assets	77,287

(Translation)

(Million yen)	
Liabilities and Net Assets	Amount
Liabilities	
Current liabilities	39,129
Notes payable-trade	260
Accounts payable-trade	28,962
Short-term loans payable	6,705
Current portion of long-term loans payable	1,000
Lease obligations	6
Accounts payable-other	790
Accrued expenses	172
Income taxes payable	52
Advances received	32
Deposits received	568
Provision for bonuses	540
Other	35
Noncurrent liabilities	9,086
Long-term loans payable	7,500
Lease obligations	12
Provision for retirement benefits	1,213
Provision for directors' retirement benefits	121
Asset retirement obligations	98
Other	140
Total liabilities	48,216
Net assets	
Shareholders' equity	28,406
Capital stock	6,214
Capital surplus	6,353
Legal capital surplus	6,351
Other capital surplus	2
Retained earnings	17,468
Legal retained earnings	1,553
Other retained earnings	15,915
Retained earnings brought forward	15,915
Treasury stock	(1,630)
Valuation and translation adjustments	664
Valuation difference on available-for-sale securities	642
Deferred gains or losses on hedges	22
Total net assets	29,070
Total liabilities and net assets	77,287

(Translation)

Non-CONSOLIDATED STATEMENT OF INCOME
(For the Period from April 1, 2014 to March 31, 2015)

(Million yen)

	Amount
Net sales	165,792
Cost of sales	154,919
Gross profit	10,872
Selling, general and administrative expenses	8,848
Operating income	2,024
Non-operating income	655
Interest income	3
Dividends income	412
Rent of real estate for investment	121
Miscellaneous income	117
Non-operating expenses	545
Interest expenses	162
Sales discounts	139
Rent expenses on real estate for investment	105
Foreign exchange losses	117
Miscellaneous loss	21
Ordinary income	2,135
Extraordinary income	7
Gain on sales of noncurrent assets	0
Proceeds from sales of investments in real estates	7
Extraordinary loss	110
Loss on retirement of noncurrent assets	11
Settlement package	99
Other	0
Income before income taxes	2,032
Income taxes-current	126
Income taxes-deferred	601
Net income	1,304

(Translation)

Non-Consolidated Statement of Changes in Net Assets
(For the Period from April 1, 2014 to March 31, 2015)

(Million yen)

	Shareholders' Equity								
	Capital stock	Capital surplus			Retained earnings			Treasury stock	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings brought forward	Total retained earnings		
Balance at beginning of current period	6,214	6,351	2	6,353	1,553	15,168	16,722	(1,630)	27,660
Cumulative effects of changes in accounting policies						(35)	(35)		(35)
Restated balance	6,214	6,351	2	6,353	1,553	15,133	16,687	(1,630)	27,625
Changes of items during period									
Dividends of surplus						(522)	(522)		(522)
Net income						1,304	1,304		1,304
Purchase of treasury shares								(0)	(0)
Net changes of items other than shareholders' equity									
Total changes of items during period	—	—	—	—	—	781	781	(0)	781
Balance at end of current period	6,214	6,351	2	6,353	1,553	15,915	17,468	(1,630)	28,406

	Valuation and translation adjustments			Total Net Assets
	valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total valuation and translation adjustments	
Balance at beginning of current period	308	13	321	27,981
Cumulative effects of changes in accounting policies				(35)
Restated balance	308	13	321	27,946
Changes of items during period				
Dividends of surplus				(522)
Net income				1,304
Purchase of treasury shares				(0)
Net changes of items other than shareholders' equity	333	8	342	342
Total changes of items during period	333	8	342	1,124
Balance at end of current period	642	22	664	29,070

(Translation)

Audit Report on Consolidated Financial Statements

Independent Auditors' Report (Consolidated)

May 15, 2015

To the Board of Directors
Marubun Corporation

Ernst & Young ShinNihon LLC

Takayoshi Unno, Designated and Engagement Partner and CPA

Koichiro Sasaki, Designated and Engagement Partner and CPA

Pursuant to fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely the consolidated balance sheet as of March 31, 2015 of Marubun Corporation (the "Company"), and the related consolidated statements of income and shareholders' equity for the fiscal year from April 1, 2014 to March 31, 2015, and the related notes.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements under accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, the consolidated financial statements referred to above, prepared under accounting principles generally accepted in Japan, present fairly, in all material respects, the financial position of the Company and consolidated subsidiaries as of March 31, 2015, and the results of their operations for the year then ended.

Interest

Our firm and our engagement partners have no interests in the Company required to be disclosed pursuant to the relevant provisions of the Certified Public Accountants Law of Japan.

(Translation)

Audit Report on Financial Statements

Independent Auditors' Report (Non-Consolidated)

May 15, 2015

To the Board of Directors
Marubun Corporation

Ernst & Young ShinNihon LLC

Takayoshi Unno, Designated and Engagement Partner and CPA
Koichiro Sasaki, Designated and Engagement Partner and CPA

Pursuant to first provision item of second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements, namely the non-consolidated balance sheet as of March 31, 2015 of Marubun Corporation (the "Company"), and the related non-consolidated statements of income and shareholders' equity for the fiscal year from April 1, 2014 to March 31, 2015, and the related notes.

Management's Responsibility for the Non-Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these non-consolidated financial statements under accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these non-consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the non-consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the non-consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the preparation and fair presentation of the non-consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, the non-consolidated financial statements referred to above, prepared under accounting principles generally accepted in Japan, present fairly, in all material respects, the financial position of the Company as of March 31, 2015, and the results of their operations for the year then ended.

Interest

Our firm and our engagement partners have no interests in the Company required to be disclosed pursuant to the relevant provisions of the Certified Public Accountants Law of Japan.

(Translation)

Audit Report of the Board of Corporate Auditors

Audit Report

After deliberations based on audit reports prepared by each corporate auditor, the Board of Corporate Auditors of Marubun Corporation prepared the Audit Report to report on the implementation of the tasks by the directors of the Company covering the 68th fiscal year from April 1, 2014 to March 31, 2015.

1. Method and details of auditing by the Board of Corporate Auditors

The Board of Corporate Auditors defined the auditing policy and allocation of tasks, and received a report of auditing implementation and the results from each auditor. The Board also reviewed the report on implementation from the Board of Directors and Accounting Auditors and sought supplementary explanations as required.

In compliance with the auditing standards defined by the Board of Corporate Auditors, the auditing policy, planning of auditors, etc., each auditor communicated with the Directors, the internal audit office, other employees, etc., and made efforts to collect information and improve audit environment, and attended meetings of the Board of Directors and important meetings, received reports from the Directors, the internal audit office, other employees, etc., regarding the state of performance of their duties, sought supplementary explanations as required, and reviewed important decision documents to examine the business and assets of Head Office and other major offices. As the system to ensure that tasks conducted by the directors comply with the law and the Articles of Incorporation, while continuing to execute other corporate tasks, the Board of Corporate Auditors also regularly received reports from the Directors, the internal audit office, other employees, etc., and as necessary, requested explanations about the decision reached by the Board of Directors concerning system development and the status of systems developed (internal control systems) based on the equivalent decision. These are defined in Sections 1 and 3, Article 100 in the enforcement regulations of the Corporate Law and are described in the business report. The Board of Corporate Auditors communicated and exchanged information with the Directors, Corporate Auditors, etc., of the subsidiaries and received supplementary report of the business from the subsidiaries as required. Following the method above, the Board of Corporate Auditors reviewed the business reports and its supporting schedule for the fiscal year.

The Board of Corporate Auditors also reviewed and verified that the accounting auditor maintained their independence to provide unbiased auditing. They also received reports from the accounting auditor regarding the state of performance of their duties and sought supplementary explanations as required. The Board of Corporate Auditors received notice from the accounting auditor that "the systems for ensuring the proper performance of duties" (matters set force in each Item of Article 131 of the corporate calculation regulation) is organized in accordance with the "standards for quality control of audit" (Business Accounting Council, October 28, 2005) and other relevant standards and sought supplementary explanations as required. Based on the method above, the Board of Corporate Auditors examined the financial statements (the non-consolidated balance sheets, non-consolidated statement of income, non-consolidated statement of changes in net assets and notes to the non-consolidated financial statements) and their supporting schedules in the defined fiscal year, as well as the consolidated financial statement (the consolidated balance sheets, consolidated statement of income, consolidated statement of changes in net assets and notes to the consolidated financial statements).

(Translation)

2. Results of the Audit

(1) Results of the audited business report

- 1) The business report and supporting schedule have been verified as complying with the law or Articles of Incorporation and correctly showing the status of the Company.
- 2) It has been verified that no unjustifiable acts by directors concerning the execution of tasks or any critical facts were in breach of the law or Articles of Incorporation.
- 3) Decisions made by meetings of the Board of Directors concerning the internal control system have been verified to be appropriate. No issue has been identified in the description of the business report and in the execution of tasks by directors concerning the internal control system.

(2) Results of the audited accounting statements and its supporting schedule

The audit method and outcomes of the accounting auditor Ernst & Young ShinNihon LLC. have been verified as appropriate.

(3) Results of the audited consolidated accounting statements

The audit method and outcomes of the accounting auditor Ernst & Young ShinNihon LLC. have been verified as appropriate.

May 18, 2015

The Board of Corporate Auditors - Marubun Corporation
Sho Marukawa, Full-time Corporate Auditor
Hisatomo Shimazu, Corporate Auditor
Michio Hamaguchi, Corporate Auditor

(Note) Hisatomo Shimazu and Michio Hamaguchi were outside corporate auditors, defined in Item 16, Article 2 and Section 3, Article 335 of the Corporate Law.

(Translation)

Reference Documents for the General Meeting of Shareholders

Proposal-1: Appropriation of surplus

The Company has the following plan for the appropriation of its surplus:

The Company decides dividends based on its basic policy of continued return of profits to its shareholders, while also placing emphasis on dividend payout ratio by employing performance-linked dividends in order to more actively return profits according to its business performance. The Company decides dividend amount for the fiscal year ended March 31, 2015 by using as a target whichever amount is higher of a payout ratio of 25% or more on a consolidated basis, or that of 30% or more on a non-consolidated basis.

Based on this policy, the Company would like to propose the following as a year-end dividend for the 68th fiscal year:

(1) Type of dividend assets

Cash

(2) Distribution of dividend assets to shareholders and total amount of dividends

Payment of ¥13.00 per share of common shares (Total amount of dividends: ¥339,764,685)

The annual dividend amount, including the interim dividend, for the fiscal year ended March 31, 2015 will be ¥20.00 per share of common shares.

(3) Effective date of distribution of surplus

June 29, 2015

Proposal-2: Partial amendments to the Articles of Incorporation

1. Reasons for the Revision

- 1) Accompanying the enforcement of the revised Companies Act on May 1, 2015 under the Act for Partial Amendment of the Companies Act (Act No. 90 of 2014), the Company will make the necessary amendments to the Articles of Incorporation in order to make a transition to a company with an Audit & Supervisory Committee, a new form of company established under the said Act.
- 2) The number of Directors decreased under the operating officer system introduced in fiscal 2012 for the purpose of streamlining management and clarifying the role of execution of operations. Therefore, the Company will make the necessary amendments to Article 17 (Number of Directors) of the Articles of Incorporation in order to revise the number of Directors provided for in the Articles of Incorporation from no more than twenty (20) to no more than ten (10) as well as to specify the number of Directors serving as Audit & Supervisory Committee Members, who are to be newly established, as being no more than five (5).
- 3) The Company will make the necessary amendments to Article 27 (Agreements Limiting Liability with Outside Directors) of the Articles of Incorporation to establish the new provision for exemption from liability of Directors provided for in Article 426 of the Companies Act and expand the scope of the counterparties of agreements limiting liability provided for in Article 427 of the Companies Act with the purpose of enabling the Directors, including the Audit & Supervisory Committee Members, to play the role expected of them fully. These amendments have been agreed upon by all of the Auditors.
- 4) In order to clarify the framework of organizational bodies in the Articles of Incorporation in conjunction with the transition to a company with an Audit & Supervisory Committee, provisions regarding the Financial Auditor will be newly established.
- 5) In accordance with the establishment of new Articles mentioned above, the subsequent Articles will be moved down, and other necessary amendments will be made.

(Translation)

2. Details

Details of the amendment are as follows:

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed amendments
Article 1. to Article 3. (Omitted)	Article 1. to Article 3. (Unchanged)
Article 4. (Organizational Bodies) The Company shall have the following organizational bodies in addition to the general meeting of shareholders and Directors. 1. Board of Directors <u>2. Auditor</u> <u>3. the Board of Auditors</u> 4. Financial Auditor	Article 4. (Organizational Bodies) The Company shall have the following organizational bodies in addition to the general meeting of shareholders and Directors. 1. Board of Directors (Deleted) <u>2. Audit & Supervisory Committee</u> <u>3. Financial Auditor</u>
Article 5. to Article 16. (Omitted)	Article 5. to Article 16. (Unchanged)
Article 17. (Number of Directors) The Company shall have no more than <u>twenty (20)</u> Directors. (New)	Article 17. (Number of Directors) 1. The Company shall have no more than <u>ten (10)</u> Directors <u>(excluding Directors serving as Audit & Supervisory Committee Members)</u> . 2. <u>The Company shall have no more than five (5) Directors serving as Audit & Supervisory Committee Members (such Directors, hereinafter "Audit & Supervisory Committee Members").</u>
Article 18. (Method of Election) 1. Directors shall be elected at a general meeting of shareholders. 2. A resolution to elect a Director shall be made by the majority of the voting rights of the shareholders present at the meeting where the shareholders holding at least one third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights are in present. 3. A resolution to elect a Director shall not be effected by cumulative voting.	Article 18. (Method of Election) 1. Directors shall be elected at a general meeting of shareholders <u>separately for the Audit & Supervisory Committee Members and for the other Directors</u> . 2. A resolution to elect a Director shall be made by the majority of the voting rights of the shareholders present at the meeting where the shareholders holding at least one third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights are in present. 3. A resolution to elect a Director shall not be effected by cumulative voting.
Article 19. (Term of Office) The term of office of a Director shall be until the conclusion of the ordinary general meeting of shareholders held for the last fiscal year that ends within <u>two (2) years</u> after the Director's election. (New) (New)	Article 19. (Term of Office) 1. The term of office of a Director shall be until the conclusion of the ordinary general meeting of shareholders held for the last fiscal year that ends within <u>one (1) year</u> after the Director's election. 2. <u>Notwithstanding the provision of the preceding paragraph, the term of office of an Audit & Supervisory Committee Member shall be until the conclusion of the ordinary general meeting of shareholders held for the last fiscal year that ends within two (2) years after the Audit & Supervisory Committee Member's election.</u> 3. <u>The term of office of an Audit & Supervisory Committee Member elected to fill a vacancy shall be until the expiry of the term of office of the Audit & Supervisory Committee Member who retired.</u>

(Translation)

Current Articles of Incorporation	Proposed amendments
<p>Article 20. (Representative Directors and Directors with Special Titles)</p> <ol style="list-style-type: none">1. The Board of Directors shall, by its resolution, appoint Representative Director(s).2. The Board of Directors shall, by its resolution, appoint one (1) President and Director <u>and, as necessary</u>, one (1) Chairman and Director, and a certain number each of Vice Chairman and Directors, Senior Executive Vice President and Directors, Executive Vice President and Directors and Senior Vice President and Directors.	<p>Article 20. (Representative Directors and Directors with Special Titles)</p> <ol style="list-style-type: none">1. The Board of Directors shall, by its resolution, appoint Representative Director(s).2. The Board of Vice Presidents shall, by its resolution, appoint one (1) President and Director, one (1) Chairman and Director, and a certain number each of Vice Chairman and Directors, Senior Executive Vice President and Directors, Executive Vice President and Directors and Senior Vice President and Directors.
<p>Article 21. (Omitted)</p>	<p>Article 21. (Unchanged)</p>
<p>Article 22. (Notice of Convocation of Meetings of the Board of Directors)</p> <ol style="list-style-type: none">1. The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director <u>and each Auditor</u> at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened when there is a need for urgency.2. With the consent of all the Directors and <u>Auditors</u>, a meeting of the Board of Directors may be held without following the convocation procedure.	<p>Article 22. (Notice of Convocation of Meetings of the Board of Directors)</p> <ol style="list-style-type: none">1. The notice of convocation of a meeting of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened when there is a need for urgency.2. With the consent of all the Directors and <u>Audit & Supervisory Committee Members</u>, a meeting of the Board of Directors may be held without following the convocation procedure.
<p>Article 23. (Omitted)</p> <p>(New)</p>	<p>Article 23. (Unchanged)</p> <p><u>Article 24. (Delegation of Decisions on Execution of Operations to Directors)</u> <u>Pursuant to the provision in Article 399-13, paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate decisions on the execution of important operations (excluding the matters set forth in items of paragraph 5 of the same Article) to Directors.</u></p>
<p>Article <u>24</u>. (Omitted)</p> <p>Article <u>25</u>. (Remuneration, etc.) The economic benefits received from the Company as a consideration for the performance of duties, such as remuneration and bonus, (hereinafter "remuneration, etc.") of Directors shall be determined by resolution of a general meeting of shareholders.</p>	<p>Article <u>25</u>. (Unchanged)</p> <p>Article <u>26</u>. (Remuneration, etc. <u>for Directors</u>) The economic benefits received from the Company as a consideration for the performance of duties, such as remuneration and bonus, (hereinafter "remuneration, etc.") of Directors shall be determined by resolution of a general meeting of shareholders, <u>separately for the Audit & Supervisory Committee Members and for the other Directors.</u></p>
<p>Article <u>26</u>. (Omitted)</p>	<p>Article <u>27</u>. (Unchanged)</p>
<p>Article <u>27</u>. (<u>Agreements Limiting Liability with Outside Directors</u>) (New)</p>	<p>Article <u>28</u>. (<u>Exemption from Liability</u>)</p> <ol style="list-style-type: none">1. <u>Pursuant to the provision in Article 426, paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, give exemption from liability of the Directors (including persons who were Directors) under Article 423, paragraph 1 of the said Act within the limit provided for in laws and regulations.</u>

(Translation)

Current Articles of Incorporation	Proposed amendments
<p>Pursuant to the provision of Article 427, paragraph 1 of the <u>Companies Act</u>, the Company may enter into agreements with <u>Outside Directors</u> to limit their liability for compensation of damages due to negligence of duties; provided, however, that the maximum amount of liability for compensation of damages under the agreements shall be the amount provided for in laws and regulations.</p> <p style="text-align: center;">Chapter 5 <u>Auditors and Board of Auditors</u></p> <p>Article 28. (Number of Auditors) <u>The Company shall have no more than five (5) Auditors.</u></p> <p>Article 29. (Method of Election) 1. <u>Auditors shall be elected at a general meeting of shareholders.</u> 2. <u>A resolution to elect an Auditor shall be made by the majority of the voting rights of the shareholders present at the meeting where the shareholders holding at least one third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights are in present.</u></p> <p>Article 30. (Term of Office) 1. <u>The term of office of an Auditor shall be until the conclusion of the ordinary general meeting of shareholders held for the last fiscal year that ends within four (4) years after the Auditor's election.</u> 2. <u>The term of office of an Auditor elected to fill a vacancy of an Auditor who retired prior to the expiry of the term of office, shall be until the expiry of the term of office of the Auditor who retired.</u></p> <p>Article 31. (Standing Auditors) <u>Standing Auditors shall be appointed by resolution of the Board of Auditors.</u></p> <p>Article 32. (Notice of Convocation of Meeting of <u>Board of Auditors</u>) 1. <u>The notice of convocation of a meeting of the Board of Auditors shall be dispatched sent to each Auditor at least three (3) days prior to the date of the meeting; provided, however, that this period may be shortened when there is a need for urgency.</u> 2. <u>With the consent of all the Auditors, a meeting of the Board of Auditors may be held without following the convocation procedure.</u></p>	<p>2. The Company may enter into agreements with <u>Directors</u> (excluding those serving as executive Directors, etc.) to limit their liability for compensation under Article 423, paragraph 1 of the <u>Companies Act</u> if the requirements stipulated in laws and regulations regarding the liability are fulfilled; provided, however, that the maximum amount of liability under the agreements shall be the amount provided for in laws and regulations.</p> <p style="text-align: center;">Chapter 5 <u>Audit & Supervisory Committee</u></p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p>Article 29. (Notice of Convocation of Meeting of <u>Audit & Supervisory Committee</u>) 1. The notice of convocation of a meeting of the <u>Audit & Supervisory Committee</u> shall be dispatched to each <u>Audit & Supervisory Committee Member</u> at least 3 days prior to the date of the meeting; provided, however, that this period may be shortened when there is a need for urgency. 2. <u>With the consent of all the Audit & Supervisory Committee Members, a meeting of the Audit & Supervisory Committee may be held without following the convocation procedure.</u></p>
<p>Article 33. (Regulations on the <u>Board of Auditors</u>) Matters concerning the <u>Board of Auditors</u> shall be governed by the Regulations on the <u>Board of Auditors</u> established by the <u>Board of Auditors</u>, in addition to laws and regulations and these Articles of Incorporation.</p> <p>Article 34. (Remuneration, etc.) <u>The remuneration, etc. for Auditors shall be determined by resolution of a general meeting of shareholders.</u></p>	<p>Article 30. (Regulations on the <u>Audit & Supervisory Committee</u>) Matters concerning the <u>Audit & Supervisory Committee</u> shall be governed by the Regulations on the <u>Audit & Supervisory Committee</u> established by the <u>Audit & Supervisory Committee</u>, in addition to laws and regulations and these Articles of Incorporation.</p> <p style="text-align: center;">(Deleted)</p>

(Translation)

Current Articles of Incorporation	Proposed amendments
<p><u>Article 35. (Agreements Limiting Liability with Outside Auditors)</u> <u>Pursuant to the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into agreements with Outside Auditors to limit their liability for compensation of damages due to negligence of duties; provided, however, that the maximum amount of liability for compensation of damages under the agreements shall be the amount provided for in laws and regulations.</u></p>	<p>(Deleted)</p>
<p>(New)</p>	<p><u>Chapter 6 Financial Auditor</u></p>
<p>(New)</p>	<p><u>Article 31. (Method of Election of Financial Auditor)</u> <u>The Financial Auditor shall be elected at a general meeting of shareholders.</u></p>
<p>(New)</p>	<p><u>Article 32. (Term of Office)</u> 1. <u>The term of office of the Financial Auditor shall be until the conclusion of the ordinary general meeting of shareholders held for the last fiscal year that ends within one (1) year after the Financial Auditor's election.</u> 2. <u>Unless resolved otherwise at the ordinary general meeting of shareholders in the preceding paragraph, the Financial Auditor shall be deemed to be re-elected at the said ordinary general meeting of shareholders.</u></p>
<p>Chapter <u>6</u> Accounts</p>	<p><u>Article 33. (Remuneration, etc. for Financial Auditor)</u> <u>The remuneration, etc. for the Financial Auditor shall be determined by the Representative Director with the agreement of the Audit & Supervisory Committee.</u></p>
<p>Article <u>36.</u> – Article <u>39.</u> (Omitted)</p>	<p>Chapter <u>7</u> Accounts</p>
<p>(New)</p>	<p>Article <u>34.</u> – Article <u>37.</u> (Unchanged)</p>
<p>(New)</p>	<p><u>Supplementary Provisions</u></p>
<p>(New)</p>	<p><u>(Transitional Measures for Exemption from Liability of Auditors)</u> <u>The Company shall treat agreements to limit the liability for compensation under Article 423, paragraph 1 of the Companies Act relating to actions of Outside Auditors (including persons who had been Outside Auditors) before the conclusion of the 68th Ordinary General Meeting of Shareholders in accordance with the provision of Article 35 of the Articles of Incorporation prior to the amendment made by resolution of the said Ordinary General Meeting of Shareholders.</u></p>

(Translation)

Third proposal: Election of four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members)

Conditional upon the approval of the second proposal, "Partial amendments to the Articles of Incorporation," the Company will make a transition to a company with an Audit & Supervisory Committee. In line with this, the terms of office of all six (6) Directors will expire at the conclusion of this Meeting. Therefore, the Company requests the election of four (4) Directors (excluding Directors serving as Audit & Supervisory Committee Members).

The candidates for Director (excluding Directors serving as Audit & Supervisory Committee Members) are as follows.

No.	Name (Date of birth)	Career summary, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	Shoji Mizuno (February 28, 1955)	<p>April 1977 Joined the Company</p> <p>June 1997 Vice President</p> <p>April 2004 Senior Executive Vice President of Devices Company</p> <p>March 2005 CEO and Representative Director of Marubun Semicon Corporation</p> <p>April 2008 Senior Vice President of the Company</p> <p>June 2011 Executive Vice President and Representative Director</p> <p>January 2012 Senior Executive Vice President and Representative Director</p> <p>June 2013 Chief Executive Officer and Representative Director (to present)</p> <p> In charge of Internal Audit Office (to present)</p> <p> In charge of Legal Dept. (to present)</p> <p> In charge of Internal Control (to present)</p> <p> In charge of Security Export Control (to present)</p> <p>April 2014 General Manager of Devices & Systems Business Unit (to present)</p>	29,344 shares
2	Kazuaki Iwamoto (July 26, 1954)	<p>July 2003 Director, The Bank of Tokyo-Mitsubishi, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>June 2006 Vice President of the Company</p> <p>April 2007 Senior Vice President, General Manager of Business Administration Div. (to present)</p> <p>April 2010 Executive Vice President</p> <p>June 2011 Executive Vice President and Representative Director</p> <p>January 2012 In charge of Administration of Subsidiaries (to present)</p> <p>June 2012 In charge of Sales Business Administration Division</p> <p> In charge of ICT Administration Division (to present)</p> <p>April 2013 In charge of Internal Business Innovation Office</p> <p>June 2013 Senior Executive Vice President and Representative Director (to present)</p> <p> In charge of General Affairs Div. (to present)</p> <p> In charge of Business Administration Div. (to present)</p>	13,000 shares

(Translation)

No.	Name (Date of birth)	Career summary, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
3	Satoshi Fujino (January 22, 1964)	April 1986 Joined the Company April 2001 COO of Marubun/Arrow (S) Pte Ltd. January 2002 COO of Marubun/Arrow (HK) Ltd. April 2004 CEO of Marubun/Arrow Asia, Ltd. (to present) June 2007 Vice President of the Company January 2012 Senior Vice President (to present) June 2013 In charge of Business of Subsidiaries (to present) April 2014 Deputy General Manager of Devices & Systems Business Unit (to present) General Manager of Marketing Div. (to present)	6,000 shares
4	Shuji Aihara (June 13, 1955)	February 2000 General Manager, Information Equipment Department, Nissei Electronics Co., Ltd. (currently Hitachi High-Tech Solutions Corporation) August 2001 General Manager of Overseas Business Promotion Office of Devices Company of the Company August 2006 General Manager of Dept. 3, Business Div. 2 of Devices Company April 2008 CEO and Representative Director of Marubun Semicon Corporation (to present) June 2008 Vice President of the Company (to present)	9,000 shares

- (Notes)
1. Mr. Satoshi Fujino concurrently serves as CEO of Marubun/Arrow Asia, Ltd. The Company has purchase and sale transactions related to sales of electronics components, etc. with this company.
 2. Mr. Shuji Aihara concurrently serves as CEO and Representative Director of Marubun Semicon Corporation. The Company has purchase and sale transactions related to sales of electronics components, etc. with this company.
 3. There are no conflicts of interest between the Company and any of the above candidates for Director other than that given above.

(Translation)

Fourth proposal: Election of three (3) Directors serving as Audit & Supervisory Committee Members

Conditional upon the approval of the second proposal, "Partial amendments to the Articles of Incorporation," the Company will make a transition to a company with an Audit & Supervisory Committee. Consequently, the election of three (3) Directors serving as Audit & Supervisory Committee Members shall be requested. The agreement of the Board of Auditors has been received for this proposal.

The candidates for Director serving as Audit & Supervisory Committee Member are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	Takashi Hongo (November 7, 1947)	December 1973 Registered as certified public tax accountant July 1975 Opened Hongo Accounting Office June 1983 Established and became Representative Director of TACT Consulting Co., Ltd. January 2003 Established and became Partner of TACT Consulting & Co. (to present) June 2012 Chairman of TACT Consulting Co., Ltd. (to present)	0 shares
2	Yoshisaburo Mogi (September 26, 1950)	April 1996 General Manager of Yurakucho Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.) June 2000 General Manager, London Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.) June 2002 Managing Director of Mitsubishi Tokyo Wealth Management Securities, Ltd. June 2003 External Corporate Auditor of OMRON CORPORATION June 2011 Executive Director of The Mitsubishi Foundation (to present)	0 shares
3	Yasuhiko Watanabe (January 25, 1942)	June 1995 Senior Vice President and Representative Director of The Mitsubishi Bank, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.) June 2000 Statutory Auditor of Mitsubishi Estate Co, Ltd. June 2001 Senior Managing Director of Mitsubishi Estate Co., Ltd. June 2007 CEO and Representative Director of Marunouchi Heat Supply Co., Ltd. Outside Auditor of the Company June 2010 Outside Director of Dai Nippon Toryo Co., Ltd. Outside Director of Komatsu Store Co., Ltd. (to present) June 2014 Outside Director of the Company (to present)	0 shares

- (Note)
- There are no conflicts of interests between the Company and Messrs. Takashi Hongo, Yoshisaburo Mogi or Yasuhiko Watanabe.
 - Messrs. Takashi Hongo, Yoshisaburo Mogi and Yasuhiko Watanabe are candidates for Outside Directors. The term of office of Mr. Yasuhiko Watanabe as Outside Director shall be 1 year at the conclusion of this Meeting. The Company has designated Mr. Yasuhiko Watanabe as an independent director based on the regulations stipulated by the Tokyo Stock Exchange and has notified the Tokyo Stock Exchange accordingly.
 - Mr. Takashi Hongo is nominated as a candidate for Outside Director because, in view of his high level of expertise and extensive experience as a certified public tax accountant, the Company judges that he can further strengthen the functions of the Board of Directors by monitoring management from a fair and objective standpoint and providing advice covering all aspects of the management of the Company.
 - Mr. Yoshisaburo Mogi is nominated as a candidate for Outside Director because, in view of his extensive experience in and insight into various fields including financial institutions and a business entity, the Company judges that he can monitor management from a neutral and objective standpoint and provide opinions on the management of the Company from diverse standpoints.
 - Mr. Yasuhiko Watanabe is nominated as a candidate for Outside Director because, in view of his extensive experience, track record and insight as a management executive at a financial institution and business entities, the Company judges that his supervision of management from a neutral and objective standpoint, and his advice and management perspective incorporating a wide range of viewpoints, can be implemented at the Company.
 - If Messrs. Takashi Hongo, Yoshisaburo Mogi and Yasuhiko Watanabe are elected as Outside Director, the Company will conclude an agreement with each of them to limit their liability to the Company for compensation for damages stipulated in Paragraph 1, Article 423 of the Companies Act, up to the total amount stipulated in the matters set forth in Paragraph 1, Article 425 of the Companies Act.

(Translation)

Fifth proposal: Payment of retirement allowance to retiring Directors and retiring Auditors

It is proposed that retirement allowance be granted to retiring Director, Mr. Akihiko Inamura and retiring Auditors, Mr. Sho Marukawa, Mr. Hisatomo Shimazu and Mr. Michio Hamaguchi, who will retire at the conclusion of this Meeting, in order to reward them for their services while in office, within the reasonable extent permitted in accordance with the prescribed standards of the Company.

It is also proposed that determination as to specific monetary amounts, timing, method of payment and other matters be left to the Board of Directors with respect to the Director, and to discussions among Auditors with respect to Auditors.

The careers of the retiring Director and Auditors are summarized as follows:

Name	Career summary	
Akihiko Inamura	June 1991	Vice President
	April 1998	Senior Vice President
	April 2003	Executive Vice President
	January 2010	Chief Executive Officer and Representative Director
	June 2013	Vice President, Senior Corporate Advisor (to present)
Sho Marukawa	June 2009	Standing Auditor (to present)
Hisatomo Shimazu	June 2007	Auditor (to present)
Michio Hamaguchi	June 2000	Auditor (to present)

Sixth proposal: Amount of remuneration, etc. for Directors and Directors serving as Audit & Supervisory Committee Members

The amount of remuneration, etc. for Directors of the Company was set at an annual amount of up to ¥600 million (provided that this amount does not include the employee salary portion) by a resolution at the 59th Ordinary General Meeting of Shareholders held on June 29, 2006, and this has remained in place to the present date. Conditional upon the approval of the second proposal, "Partial amendments to the Articles of Incorporation," the Company will make a transition to a company with an Audit & Supervisory Committee. Therefore, in accordance with the stipulations of Paragraphs 1 and 2, Article 361 of the revised Companies Act under the Act for Partial Amendment of the Companies Act (Act No. 90 of 2014), it is proposed that the current stipulation on the amount of remuneration for Directors be abolished and amounts of remuneration for Directors (excluding Directors serving as Audit & Supervisory Committee Members) and Directors serving as Audit & Supervisory Committee Members be established.

It is proposed that the amount of remuneration, etc. for Directors (excluding Directors serving as Audit & Supervisory Committee Members) be set at an annual amount of up to ¥400 million in consideration of changes in economic conditions and other various matters. In addition, it is proposed that the amount of remuneration, etc. for Directors (excluding Directors serving as Audit & Supervisory Committee Members) will not include amounts of salaries for employees serving concurrently as directors.

At present there are six (6) Directors, but if the second proposal, "Partial amendments to the Articles of Incorporation" and the third proposal, "Election of four (4) Directors" are approved and passed as proposed, the number of Directors (excluding Directors serving as Audit & Supervisory Committee Members) will be four (4) persons.

In addition, it is proposed that the amount of remuneration, etc. for Directors serving as Audit & Supervisory Committee Members be set at an annual amount of up to ¥100 million in consideration of the duties and responsibilities of Directors serving as Audit & Supervisory Committee Members.

If the second proposal, "Partial amendments to the Articles of Incorporation" and the fourth proposal, "Election of three (3) Directors serving as Audit & Supervisory Committee Members" are approved and passed as proposed, the number of Directors serving as Audit & Supervisory Committee Members will be three (3) persons.