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(Translation)

Securities Code: 3288

November 30, 2018

**Notice of Convocation of the 22<sup>nd</sup> Ordinary  
General Meeting of Shareholders**

Dear Shareholders:

We would like to express our appreciation for your continued support.

You are cordially invited to attend the 22<sup>nd</sup> Ordinary General Meeting of Shareholders (the "Meeting") of Open House Co., Ltd. (the "Company"), which will be held as described below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing (by mail) or via the Internet, etc. In that case, you are kindly requested to review the "Reference Materials for the General Meeting of Shareholders" which follow this notice, and exercise your voting rights by either method described on pages 2 and 3 of this notice, by 6:00 p.m., Tuesday, December 18, 2018 (JST).

Sincerely yours,

Masaaki Arai  
President & CEO  
**Open House Co., Ltd.**  
4-1, Marunouchi 2-chome,  
Chiyoda-ku, Tokyo

## **Particulars**

- 1. Date and Time:** Wednesday, December 19, 2018, at 10:00 a.m.
- 2. Place:** RIHGA Royal Hotel Tokyo  
104-19, Totsuka-machi 1-chome, Shinjuku-ku, Tokyo, Japan

### **3. Meeting Agenda:**

#### **Matters to be Reported:**

- a. Report on the Business Report, the Consolidated Financial Statements, and the audit reports on the Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Board, for the 22<sup>nd</sup> Fiscal Year (from October 1, 2017 to September 30, 2018)
- b. Report on the Non-Consolidated Financial Statements for the 22<sup>nd</sup> Fiscal Year (from October 1, 2017 to September 30, 2018)

#### **Matters to be Resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Seven (7) Directors
- Proposal No. 4:** Election of One (1) Audit & Supervisory Board Member
- Proposal No. 5:** Election of One (1) Substitute Audit & Supervisory Board Member

### **4. Exercise of Voting Rights:**

- (1) Exercise of Voting Rights by Mail  
Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercising Form and return it by mail to the Company to arrive by 6:00 p.m., Tuesday, December 18, 2018 (JST).
- (2) Exercise of Voting Rights via the Internet, etc.  
Please access the designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) from any of personal computers, smartphones or mobile phones, and enter your vote for each proposal following the instructions on the screen by 6:00 p.m., Tuesday, December 18, 2018 (JST).  
For more details, please refer to the "Guidance to the Exercise of Voting Rights via the Internet, etc." described on pages 15 and 16.

### (3) Handling of Multiple Exercise of Voting Rights

If you have exercised your voting rights both by mail and via the Internet, etc., only the exercise of voting rights via the Internet, etc. will be valid.

If you have exercised your voting rights more than once via the Internet, etc., only the final exercise of the voting rights will be valid. In addition, if you have exercised your voting rights via personal computer, smartphone and mobile phone redundantly, only the final exercise of the voting rights will be valid.

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#### Notes:

- (1) When you attend the Meeting, you are kindly requested to present the enclosed Voting Rights Exercising Form to the receptionist.
- (2) If you intend to exercise your voting rights by proxy, one other shareholder who possesses voting rights may attend the Meeting as your proxy. In the case of attendance by a proxy, your Voting Rights Exercising Form, the proxy's Voting Rights Exercising Form and a letter of proxy must be presented to the receptionist.
- (3) Of the documents required to be appended to this notice, "Basic Policy concerning Establishment of System for Ensuring the Properness of Operations" and "Summary of Management Status of the System for Ensuring the Properness of Operations", of the Business Report, "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements, and "Notes to the Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements are posted on the Company's website (<https://openhouse-group.com/>) in accordance with laws and regulations as well as Article 14 of the Articles of Incorporation of the Company, and are therefore not included in the documents attached to this notice. These documents are part of the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board Members when they prepared the Audit & Supervisory Board's Audit Report and Accounting Auditor's Audit Report, respectively.
- (4) If any amendment has been made to items in the Reference Materials for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-Consolidated Financial Statements, such amendment will be posted on the Company's website (<https://openhouse-group.com/>).

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

### **Proposal No. 1: Appropriation of Surplus**

The Company considers the return of profits to shareholders as one of the most important management issues. The Company's basic dividend policy is to provide year-ended dividends to shareholders considering various factors in a comprehensive manner, including maintenance of stable dividends and future business development.

Based on this dividend policy, the Company proposes the year-ended dividends of ¥52 per common share for the 22<sup>nd</sup> Fiscal Year.

As a result, the annual dividends for the 22<sup>nd</sup> Fiscal Year, including the interim dividend (46 yen per share), will be 98 yen per share.

Matters regarding year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property to shareholders and its total amount

Dividends per common share	52 yen
Total amount of dividends	2,874,425,840 yen
- (3) Effective date of distribution of surplus  
December 20, 2018

## Proposal No. 2: Partial Amendments to the Articles of Incorporation

### 1. Reasons for Proposed Amendments

In preparation for future development of diverse business of the Company, the Company will make necessary changes to Article 2 (Purposes) of the current Articles of Incorporation.

### 2. Details of the Proposed Amendments

The details of the proposed amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
Article 2. (Purpose)	Article 2. (Purpose)
1. (Omitted)	1. (Unchanged)
(1) to (4) (Omitted)	(1) to (4) (Unchanged)
(Newly established)	<u>(5) Franchise business;</u>
<u>(5)</u> to <u>(17)</u> (Omitted)	<u>(6)</u> to <u>(18)</u> (Unchanged)
2. (Omitted)	2. (Unchanged)

**Proposal No. 3: Election of Seven (7) Directors**

At the conclusion of this Meeting, the terms of office of all seven (7) directors will expire.

Therefore, the Company proposes the election of seven (7) Directors.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
1	Masaaki Arai (October 29, 1965)	October 1987 Joined Unihouse Incorporated September 1997 President & CEO of the Company (incumbent) September 2000 Director of Souken Build Ltd. (currently, Open House Development Co., Ltd.) (incumbent) September 2010 Director of Open House Realty & Investments, Inc. October 2011 Director of OH Real Estate Management Co., Ltd. (incumbent) January 2015 Director of Asakawa Home Co., Ltd. (currently, Open House Architect Co., Ltd.) (incumbent) September 2016 Open House Texas Realty & Investments LLC Manager October 2018 Director of HAWK ONE CORPORATION (incumbent)	24,000,000
< Reasons for election as a candidate for Directors > As the founder of the Company, Mr. Masaaki Arai has demonstrated strong leadership and led development of our group's business. He has thorough knowledge of the real estate industry and has been deeply engaged in decision-making concerning business execution as Representative Director by leveraging his deep insight and excellent management ability. In addition, he has been making steady efforts to various types of business challenges. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.			

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
2	Kazuhiko Kamata (November 8, 1965)	<p>April 1988 Joined Recruit Cosmos Co., Ltd. (currently, Cosmos Initia Co., Ltd.)</p> <p>June 1989 Established and Director of Intelligence, Ltd. (currently, PERSOL CAREER CO., LTD.)</p> <p>April 1999 President, CEO of Intelligence, Ltd. (currently, PERSOL CAREER CO., LTD.)</p> <p>May 2008 Chairperson of Japan Staffing Services Association</p> <p>December 2008 Advisor of Intelligence, Ltd. (currently, PERSOL CAREER CO., LTD.)</p> <p>January 2009 Director of Art Craft Science KK</p> <p>April 2009 Representative Director and Chairman of the Board of Art Craft Science KK</p> <p>June 2009 Outside director of Payroll Inc.</p> <p>August 2009 Outside Director of I am Inc. (currently, Interworks, Inc.)</p> <p>March 2014 Outside Director of Fullcast Holdings Co., Ltd.</p> <p>September 2015 Outside Director of Trust Tech Inc.</p> <p>December 2015 Executive Vice President of the Company (incumbent)</p> <p>December 2016 Director of Open House Architect Co., Ltd. (incumbent)</p> <p>May 2018 Outside Director of PR TIMES Inc. (incumbent)</p>	3,800
<p>&lt;Reasons for election as a candidate for Directors&gt;</p> <p>Mr. Kazuhiko Kamata has been engaged in the management as Director and Vice-President, and contributed to the growth of the Company and the improvement of medium-and-long term corporate value thorough management and development of human resources based on his broad experience and high performance cultivated by involvement of intensive business management, especially deep insight and experience in the area of human resource management. In addition, he has been making steady efforts to various types of business challenges, and therefore the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.</p>			

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held	
3	Hitoshi Imamura (May 29, 1962)	April 1985	Joined Sumitomo Bank, Limited (currently, Sumitomo Mitsui Banking Corporation)	1,002,000
		July 2000	Joined usen Corp. (currently, USEN Corporation)	
		July 2004	Seconded to Media K.K.	
		September 2005	Joined and General Manager of Administration Division of the Company	
		December 2005	Director and General Manager of Administration Division of the Company	
		September 2009	Senior Managing Director of the Company (incumbent) Director of Open House Development Co., Ltd. (incumbent)	
		September 2010	CEO of Open House Realty & Investments, Inc.	
		December 2010	Director of Open House Realty & Investments, Inc. (incumbent)	
		May 2011	Senior Managing Director, General Manager of Administration Division of the Company	
		October 2011	Representative Director of OH Real Estate Management Co., Ltd.	
		January 2015	Director of Asakawa Home Co., Ltd. (currently, Open House Architect Co., Ltd.)	
		September 2016	Open House Texas Realty & Investments LLC Manager (incumbent)	
		<p>&lt;Reasons for election as a candidate for Directors&gt;  Mr. Hitoshi Imamura has been served as general manager of Administration Division, and contributed to the growth of the Company's group and the improvement of medium-and-long term corporate value by leveraging his abundant experience and deep knowledge accumulated by financial affairs. In addition, he has been undertaking a planning of new project and a promotion of business strategy, and therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.</p>		
4	Ryosuke Fukuoka (May 22, 1978)	April 2002	Joined the Company	435,000
		December 2002	Joined Souken Build Co., Ltd (currently, Open House Development Co., Ltd.)	
		December 2006	Representative Director of Open House Development Co., Ltd. (incumbent)	
		December 2010	Director of the Company	
		April 2016	Representative Director of OH Real Estate Management Co., Ltd. (incumbent)	
		January 2018	Director, Business Manager of Open House Architect Co., Ltd. (incumbent)	
		April 2018	Director, Senior Executive Officer of the Company (incumbent)	
<p>&lt;Reasons for election as a candidate for Directors&gt;  Mr. Ryosuke Fukuoka has been served as Representative Director of the Company's consolidated subsidiary. He has abundant experience and deep knowledge of real estate industry, and has performed his jobs and duties in an appropriate manner, and has contributed to the business results. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well, by leveraging his experience and performance for the continued growth of the Company's group and the improvement of medium-and-long term corporate value.</p>				



No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
5	Kotaro Wakatabi (January 24, 1976)	<p>April 1998 Joined Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 2000 Joined Starbucks Coffee Japan, Ltd.</p> <p>August 2009 Joined the Company</p> <p>December 2010 CEO of Open House Realty &amp; Investments, Inc.</p> <p>December 2012 Director of Open House Realty &amp; Investments, Inc. (incumbent)</p> <p>October 2014 Executive Officer, Manager of Corporate Planning Division of the Company</p> <p>February 2015 Executive Officer, General Manager of Corporate Planning Division of the Company</p> <p>December 2015 Managing Director, Executive Officer, General Manager of Corporate Planning Division of the Company</p> <p>July 2016 Managing Director, Executive Officer, General Manager of Administration Division and Corporate Planning Division, of the Company</p> <p>September 2016 Open House Texas Realty &amp; Investments LLC Manager (incumbent)</p> <p>December 2016 Audit &amp; Supervisory Board Member of Open House Architect Co., Ltd. (incumbent) Director of OH Real Estate Management Co., Ltd. (incumbent)</p> <p>April 2018 Managing Director, Senior Executive Officer, General Manager of Administration Division and Corporate Planning Division, of the Company (incumbent)</p> <p>October 2018 Audit &amp; Supervisory Board Member of HAWK ONE CORPORATION (incumbent)</p>	123,200
<p>&lt;Reasons for election as a candidate for Directors&gt;</p> <p>Mr. Kotaro Wakatabi has been served as general manager of Administration Division and Corporate Planning Division of the Company. He has abundant experience and knowledge of business management, and has performed his jobs and duties in appropriate and fair manner. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well, by leveraging his experience and performance for the continued growth of the Company's group and the improvement of medium-and-long term corporate value.</p>			

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)			Number of Company's Shares Held
6	Hitoshi Ishimura (May 19, 1953)	April	1976	Joined Saitama Bank, Ltd. (currently, Resona Bank, Ltd.)	-
		June	2006	Representative Director, Deputy President of Resona Bank, Ltd.	
		June	2009	Executive Vice President, Director, General Manager of Office Leasing and Development Division, in charge of Residential Business Department of Daiei Real Estate & Development Co., Ltd.	
		June	2010	President and Representative Director of Daiei Real Estate & Development Co., Ltd.	
		June	2014	President, Representative Director and Chief Executive Officer of Daiei Real Estate & Development Co., Ltd. (incumbent)	
		December	2015	Outside Director of the Company (incumbent)	
		June	2018	Outside Director of Regional Economy Vitalization Corporation of Japan (incumbent)	
<p>&lt; Reasons for election as a candidate for Outside Directors &gt;</p> <p>Mr. Hitoshi Ishimura has provided advice and recommendations to ensure adequacy and appropriateness of decision-making of the Board of Directors from an independent standpoint based on his abundant experience and superior insight as business manager at financial institutions and real estate companies. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.</p>					
7	*Masaru Sakurai (March 17, 1945)	April	1968	Joined National Police Agency	-
		March	1991	Chief of Gunma Prefectural Police Headquarters	
		August	1992	Manager of Personnel Section of National Police Agency	
		October	1994	Chief of Public Security Department of Tokyo Metropolitan Police Department	
		March	1998	Chief of Kinki Regional Police Bureau	
		April	2004	Executive Managing Officer of NEC Corporation	
		April	2006	Advisor of NEC Corporation	
		June	2007	Audit and Supervisory Board Member (Full-Time) of Credit Saison Co., Ltd.	
		May	2008	Audit & Supervisory Board Member of Concerto Inc.	
		July	2008	Advisor of YUKIGUNI MAITAKE Co., Ltd.	
February	2009	Audit & Supervisory Board Member of JPN Holdings Company, Limited			
<p>&lt; Reasons for election as a candidate for Outside Directors &gt;</p> <p>Mr. Sakurai has successively held important posts in the National Police Agency and the Metropolitan Police Department. After that, he held important posts including Audit &amp; Supervisory Board Member of a major company. He has extensive experience and broad knowledge. Therefore, the Company judged that he will be able to perform his duties as an Outside Director of the Company properly through appropriate monitoring and supervision over a whole range of management, especially business management and corporate governance.</p>					

- Notes: 1. \* denotes new candidate for Directors.  
2. No special interest exists between the Company and each candidate.  
3. Mr. Hitoshi Ishimura and Mr. Masaru Sakurai are candidates for Outside Directors.  
4. Ishimura is currently Outside Director of the Company, and the term in his office as Outside Director will be three (3) years upon the conclusion of the Meeting.

5. Pursuant to Articles 427, Paragraph 1 of the Companies Act, the Company has entered into the agreement with Mr. Hitoshi Ishimura to limit the liability under Article 423, Paragraph 1 of the Companies Act. The limit of liability under the agreement is the minimum liability amount stipulated by laws and regulations or five million (5,000,000) yen, whichever is higher. If the reappointment of Mr. Hitoshi Ishimura is approved, the Company plans to continue the agreement with him. In addition, if the appointment of Mr. Masaru Sakurai is approved, the Company plans to enter into the said agreement with him.
6. The Company has notified the Tokyo Stock Exchange, Inc. ("TSE") of Mr. Hitoshi Ishimura as independent officer in accordance with TSE provisions. If the reappointment of Mr. Hitoshi Ishimura is approved, the Company plans to continue to designate him as independent officer. In addition, Mr. Masaru Sakurai satisfies the requirement for independent officers prescribed by TSE. If the appointment of Mr. Masaru Sakurai is approved, the Company plans to notify the TSE of Mr. Masaru Sakurai as an independent officer in accordance with TSE provisions.

**Proposal No. 4: Election of One (1) Audit & Supervisory Board Member**

At the conclusion of the Meeting, Mr. Osamu Yoshida, Audit & Supervisory Board Member, will retire from his office as an Audit & Supervisory Board Member due to resignation. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member. The term of office of Audit & Supervisory Board Member to be elected as successor will be the remaining term of office of Audit & Supervisory Board Member who will resign, in accordance with the Articles of the Incorporation of the Company.

This proposal has been approved by the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
Koichi Matsumoto (September 30, 1951)	April 1975 Joined Ataka & Co. (currently, ITOCHU Corporation)	-
	December 2004 Audit & Supervisory Board Member of ITOCHU-SHOKUHIN Co., Ltd. ("ISC")	
	May 2007 CFO of Food Company of ITOCHU Corporation	
	December 2009 Director of ISC	
	May 2011 Executive Officer, Executive Manager of Human Resources & General Affairs Division, responsible for Internal Control and Environmental Responsibility and Food Quality Assurance of ISC	
	April 2014 Managing Executive Officer, Executive Manager Of Administrative Division, Executive Manager Of Corporate Planning Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC	
	June 2014 Director, Managing Executive Officer, Executive Manager Of Administrative Division, Executive Manager Of Corporate Planning Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC	
	June 2015 Director, Senior Managing Executive Officer, Executive Manager Of Administrative Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC	
April 2016 Director, Senior Managing Executive Officer, Executive Manager Of Administrative Division, Executive Manager Of Business Process Re-engineering Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC		
June 2017 Advisor of ISC (incumbent)		
<p>&lt;Reasons for election as a candidate for Outside Audit and Supervisory Board Members&gt;            Mr. Matsumoto successively held important posts in management and corporate governance departments at the major trading company, and he has extensive experience and broad knowledge. Therefore, the Company judged that he will be able to perform his duties as an Outside Audit &amp; Supervisory Board Member properly through appropriate monitoring and supervision over a whole range of management, especially business management and corporate governance.</p>		

- Notes:
1. No special interest exists between the Company and candidate.
  2. Mr. Koichi Matsumoto is candidate for Outside Audit & Supervisory Board Member.
  3. If Mr. Koichi Matsumoto assumes the office of Outside Audit & Supervisory Board Member, in accordance with Article 427, Paragraph 1 of the Companies Act, The Company plans to enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated by laws and regulations or five million (5,000,000) yen, whichever is higher.
  4. If Mr. Koichi Matsumoto assumes the office of Outside Audit & Supervisory Board Member, the Company plans to notify the TSE of Mr. Koichi Matsumoto as independent officers in accordance with TSE provisions.

**Proposal No. 5: Election of One (1) Substitute Audit & Supervisory Board Member**

In order to continuously keep a statutory minimum number of Audit & Supervisory Board Members, the Company proposes the election of one (1) Substitute Audit & Supervisory Board Member.

The election under this resolution may be cancelled, before she assumes the office, by the resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board.

This proposal has been approved by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
Kazumi Ido (May 2, 1964)	April 1989 Joined KOGIN SYSTEMS DEVELOPMENT CENTER LTD. (currently, Mizuho Information & Research Institute, Inc.) August 1991 Joined ASAHI SHINWA & Co. (currently, KPMG Azusa LLC) September 1993 Registered as tax accountant December 1997 Joined American Family Life Assurance Company of Columbus October 1999 Representative of Kazumi Funiu Tax Accounting Office (incumbent)	-
<Reasons for election as a candidate for Substitute Outside Audit & Supervisory Board Members> The Company believes that Ms. Kazumi Ido will be able to leverage her specialized knowledge and deep insight regarding tax affairs, gained through her experience at the audit corporation and many years of work at the tax accounting office, to the audit of the Company, and therefore the Company proposes her election as Substitute Outside Audit & Supervisory Board Member. Although Ms. Kazumi Ido has not been involved in corporate management other than in the position of an outside officer, the Company is of judgement that she will be able to execute her duties as Audit & Supervisory Board Member appropriately for the aforementioned reasons.		

- Notes:
1. No special interest exists between the Company and the candidate.
  2. Ms. Kazumi Ido is a candidate for Substitute Outside Audit & Supervisory Board Member.
  3. Ms. Kazumi Ido provides tax accounting services under her maiden name (Funiu).
  4. If Ms. Kazumi Ido assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into an agreement with her, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit the liability under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations or five million (5,000,000) yen, whichever is higher.

## <Guidance to the Exercise of Voting Rights via the Internet, etc.>

### 1. Guidance to the Exercise of Voting Rights via the Internet

If you exercise your voting rights via the Internet, please confirm the following guidance before doing so.

If you attend the meeting, you do not need to mail the Voting Rights Exercise Form or exercise your voting rights via the Internet.

#### (1) Website for the Exercise of Voting Rights

- (a) Exercise of your voting rights via the Internet is only available by accessing the designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) from any of personal computers, smartphones or mobile phones (i-mode, EZweb, Yahoo! Keitai)\*. (Please note that the website is not available from 2:00 a.m. to 5:00 a.m. every day.)

\*i-mode, EZweb and Yahoo! are the trademarks and registered trademarks of NTT DOCOMO, INC., KDDI Corporation, and Yahoo! Inc., USA, respectively.

- (b) If using a firewall, etc. to connect to the Internet, or if using antivirus software or a proxy server, or if TLS communication is not specified, or depending upon the shareholder's Internet environment, exercise of voting rights via personal computers or smartphones may not be available.
- (c) If you exercise your voting rights via mobile phone, please use one of the services of i-mode, EZweb or Yahoo! Keitai. For security purposes, the website is not accessible from handsets incapable of TLS communication and mobile data transmission.
- (d) Although voting rights may be exercised via the Internet until 6:00 p.m., Tuesday, December 20, 2016 (JST), please exercise your voting rights ahead of time and contact the Help Desk as shown below if you have any inquiries.

#### (2) How to Exercise Voting Rights via the Internet

- (a) Please access the website for the exercise of voting rights (<https://evote.tr.mufg.jp/>), enter the "Login ID" and "Temporary Password" shown on the attached Voting Rights Exercise Form and follow the instruction on the screen to register your vote for or against the proposals.
- (a) To prevent unauthorized access from persons other than shareholders ("spoofing") and falsification, shareholders will be required to change the "Temporary Password" on the website for the exercise of voting rights.

- (b) A new "Login ID" and "Temporary Password" will be issued for each General Meeting of Shareholders.
- (3) Multiple Exercise of Voting Rights
  - (a) If you have exercised your voting rights both by mailing the Voting Rights Exercise Form and via the Internet, only the exercise of voting rights via the Internet will be valid.
  - (b) If you have exercised your voting rights more than once via the Internet, only the final exercise of the voting rights will be valid. If you have exercised your voting rights via personal computer, smartphone and mobile phone redundantly, only the final exercise of the voting rights will be valid.
- (4) Costs of Using the Website for the Exercise of Voting Rights

Any costs including Internet connection fees that might be required to access the website for the exercise of voting rights shall be borne by the shareholder. In addition, if you use a mobile phone, etc., fees such as packet communication fees and other mobile phone usage fees will apply, and these fees shall also be borne by the shareholder.

**For inquiries about the system and other matters, contact :**

Securities Business Division (Help Desk),  
Mitsubishi UFJ Trust and Banking Corporation  
Phone: 0120-173-027 (toll-Free within Japan)  
Hours: 9:00 a.m. - 9:00 p.m. (Japan Time)

## **2. Electronic Voting Platform**

When you apply for the use of "Electronic Voting Platform" operated by ICJ, Inc. in advance, you may use such platform as a method of exercising your voting rights by electromagnetic means for the Company's General Meeting of Shareholders, other than the exercise of voting rights via the Internet as described in item 1 above.