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Securities identification code: 7947

June 6, 2016

To our shareholders:

Morimasa Sato
President and COO

FP CORPORATION

1-13-15 Akebonocho, Fukuyama-shi, Hiroshima, Japan

NOTICE OF THE 54TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We express our heartfelt condolences to all those affected by the earthquake in Kumamoto and pray for a fast reconstruction.

You are cordially invited to attend the 54th Ordinary General Meeting of Shareholders of FP CORPORATION (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 using either of the following methods. Please review the attached reference documents for the General Meeting of Shareholders, and exercise your voting rights.

Exercise of voting rights by postal mail

Please indicate your approval or disapproval of each proposal on the enclosed voting form, and return it so that it will be received by us no later than 5:45 p.m. on Monday, June 27, 2016 (Japan Standard Time).

Exercise of voting rights via the Internet, etc.

Please access the website designated by the Company for exercising voting rights (<http://www.evotep.jp/>) and enter the “Code for Exercising Voting Rights” and “Password” indicated on the Form for Exercising Voting Rights enclosed with this notice. After doing so, please follow the on-screen guidance and enter your approval or disapproval of each proposal no later than 5:45 p.m. on Monday, June 27, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Tuesday, June 28, 2016 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Conference Room, 4th Floor, Company’s Comprehensive Research Institute
1-12-17 Akebonocho, Fukuyama-shi, Hiroshima, Japan
- 3. Purposes:**
Items to be reported:
 1. Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 54th Term (from April 1, 2015 to March 31, 2016).
 2. The results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 54th Term.

Items to be resolved:

- Proposal 1:** Partial amendments to the Articles of Incorporation
- Proposal 2:** Election of twelve (12) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of four (4) Executive Directors who are Audit and Supervisory Committee Members
- Proposal 4:** Determination of remuneration for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)
- Proposal 5:** Determination of remuneration for Executive Directors who are Audit and Supervisory Committee Members
- Proposal 6:** Payment of retirement benefits to the retiring Corporate Auditors

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial amendments to the Articles of Incorporation

1. Reason for proposal

The intention of this proposal is to make necessary amendments to the Articles of Incorporation of the Company for the below reasons. Note that this proposal shall become effective upon the conclusion of this General Meeting in question.

With the aim of facilitating sustainable growth and the medium- to long-term improvement of its corporate value, the Company proposes to make amendments to items in its Articles of Incorporation required to make the transition to a “Company with an Audit and Supervisory Committee,” newly established pursuant to the “Law for Partially Amending the Companies Act” (2014 Law No. 90) for the purpose of further enhancement of its corporate governance by expediting management decision-making and reinforcing the audit and supervisory functions of the duties on its Executive Directors.

(1) The Company proposes to delete regulations pertaining to its Corporate Auditors and Board of Corporate Auditors and establish a new Audit and Supervisory Committee following its transition to a “Company with an Audit and Supervisory Committee” (proposed changes: Articles of Incorporation 4, 24, 25, 29 and 30, and delete the following current Articles of Incorporation: 28 through 34).

(2) The Company proposes to add new regulations concerning Executive Directors who are Audit and Supervisory Committee Members, and make additional entries to the existing regulations (Articles of Incorporation 18, 19, 21, 22 and 27 following the proposed amendments).

(3) The Company proposes to establish a new regulation that enables it to delegate all or some decisions regarding the execution of important duties (excluding items cited in each clause under Article 399.13.5 of the Companies Act) to Executive Directors through resolutions of the Board of Directors (Article of Incorporation 28 following the proposed amendments).

2. Details of the amendments

Details of the changes to be made are as follows.

(Underlined areas denote areas to be changed.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 1: General Provisions Articles 1 through 3 (Article text omitted)</p> <p>(Organs) Article 4: In addition to the General Meeting of Shareholders and Executive Directors, the Company shall establish the following organs. (1) Board of Directors <u>(2) Corporate Auditors</u> <u>(3) Board of Corporate Auditors</u> (Newly established) <u>(4) Accounting Auditors</u></p> <p>Article 5 (Article text omitted)</p> <p>Chapter 2: Shares Articles 6 through 11 (Article text omitted)</p> <p>Chapter 3: General Meetings of Shareholders Articles 12 through 17 (Article text omitted)</p> <p>Chapter 4: Executive Directors and Board of Directors</p> <p>(Number of Executive Directors) Article 18: The Company shall have no more than <u>twenty (20) Executive Directors.</u></p> <p>(Newly established)</p> <p>(Method of Election) Article 19: (1) Executive Directors shall be elected at General Meetings of Shareholders.</p> <p>(2) (Article text omitted) (3) (Article text omitted)</p> <p>Article 20 (Article text omitted)</p>	<p>Chapter 1: General Provisions Articles 1 through 3 (Unchanged)</p> <p>(Organs) Article 4: In addition to the General Meeting of Shareholders and Executive Directors, the Company shall establish the following organs. (1) Board of Directors (Delete) (Delete) <u>(2) Audit and Supervisory Committee</u> <u>(3) Accounting Auditors</u></p> <p>Article 5 (Unchanged)</p> <p>Chapter 2: Shares Articles 6 through 11 (Unchanged)</p> <p>Chapter 3: General Meetings of Shareholders Articles 12 through 17 (Unchanged)</p> <p>Chapter 4: Executive Directors and Board of Directors</p> <p>(Number of Executive Directors) Article 18: (1) The Company shall have no more than <u>fifteen (15) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members).</u> <u>(2) The Company shall have no more than five (5) Executive Directors who are Audit and Supervisory Committee Members.</u></p> <p>(Method of Election) Article 19: (1) Executive Directors shall be elected at General Meetings of Shareholders <u>with the distinction made between Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) and Executive Directors who are Audit and Supervisory Committee Members.</u></p> <p>(2) (Unchanged) (3) (Unchanged)</p> <p>Article 20 (Unchanged)</p>

<p>(Term of Office of Executive Directors) Article 21: The term of office of Executive Directors shall be up to the conclusion of the Ordinary General Meeting of Shareholders for the <u>last business year</u> that ended within one (1) year following the election of those Executive Directors.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Representative Director and Vice President and Directors) Article 22: (1) The Board of Directors shall select a Representative Director through a resolution of the Board.</p> <p>(2) The Board of Directors may set forth one (1) Chairman and CEO, one (1) President and Representative Director, several Executive Deputy President and Representative Directors Executive Vice President and Directors and Senior Vice President and Directors through resolutions of the Board.</p> <p>Article 23 (Article text omitted)</p> <p>(Notice of Convocation of the Board of Directors) Article 24: (1) A notice of the convocation of the Board of Directors shall be issued to each Executive Director <u>and Corporate Auditor</u> no later than three (3) days prior to the date of the Board meeting. However, in instances that call for an emergency, this period may be shortened.</p>	<p>(Term of Office of Executive Directors) Article 21: (1) The term of office of Executive Directors <u>(excluding Executive Directors who are Audit and Supervisory Committee Members)</u> shall be up to the conclusion of the Ordinary General Meeting of Shareholders <u>for the last business year</u> that ends within one (1) year following the election of those Executive Directors. <u>(2) The term of office of Executive Directors who are Audit and Supervisory Committee Members shall be up to the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within two (2) years following the election of those Executive Directors.</u> <u>(3) The term of office of Executive Directors who were elected as substitutes for Executive Directors who were Audit and Supervisory Committee Members and retired prior to the expiration of their term of office shall be up to the time the term of office of said retirees expires.</u></p> <p>(Representative Director and Vice President and Directors) Article 22: (1) The Board of Directors shall select a Representative Director <u>out of its Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)</u> through a resolution of the Board. (2) The Board of Directors may set forth one (1) Chairman and CEO, one (1) President and Representative Director, several Executive Deputy President and Representative Directors, Executive Vice President and Directors and Senior Vice President and Directors <u>out of its Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)</u> through resolutions of the Board.</p> <p>Article 23 (Unchanged)</p> <p>(Notice of Convocation of the Board of Directors) Article 24: (1) A notice of the convocation of the Board of Directors shall be issued to each Executive Director no later than three (3) days prior to the date of the Board meeting. However, in instances that call for an emergency, this period may be shortened.</p>
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<p>(2) In instances where all Executive Directors <u>and Corporate Auditors</u> are in agreement, meetings of the Board of Directors may be held without going through convocation procedures.</p> <p>(Omission of Resolution of Board of Directors) Article 25: In instances where all Executive Directors have agreed in writing or through electromagnetic records on items to be resolved by the Board of Directors, the Company shall consider a resolution to have been made by the Board of Directors to adopt said items. <u>However, this shall not apply in instances where objections are voiced by Corporate Auditors.</u></p> <p>Article 26 (Article text omitted)</p> <p>(Remuneration, etc.) Article 27: Remuneration, bonuses and other economic benefits received from the Company by Executive Directors as compensation for the execution of their duties (<u>hereinafter referred to as "Remuneration, etc."</u>) shall be set forth through resolutions of General Meetings of Shareholders.</p> <p>(Newly established)</p> <p><u>Chapter 5: Corporate Auditors and Board of Corporate Auditors</u></p> <p>(Number of Corporate Auditors) <u>Article 28: The Company shall have no more than seven (7) Corporate Auditors.</u></p>	<p>(2) In instances where all Executive Directors are in agreement, meetings of the Board of Directors may be held without going through convocation procedures.</p> <p>(Omission of Resolution of Board of Directors) Article 25: In instances where all Executive Directors have agreed in writing or through electromagnetic records on items to be resolved by the Board of Directors, the Company shall consider a resolution to have been made by the Board of Directors to adopt said items.</p> <p>Article 26 (Unchanged)</p> <p>(Remuneration, etc.) Article 27: Remuneration, bonuses and other economic benefits received from the Company by Executive Directors as compensation for the execution of their duties shall be set forth through resolutions of General Meetings of Shareholders <u>with the distinction made between Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) and Executive Directors who are Audit and Supervisory Committee Members.</u></p> <p>(Delegation of Execution of Important Duties) <u>Article 28: Pursuant to Article 399.13.6 of the Companies Act, the Company may delegate all or some decisions on the execution of important duties (excluding items cited in each clause under Article 399.13.5 of said Act) to Executive Directors.</u></p> <p>(Delete)</p> <p>(Delete)</p>
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<p><u>(Method of Election)</u> <u>Article 29: (1) Corporate Auditors shall be elected at General Meetings of Shareholders.</u></p> <p><u>(2) Resolutions for electing Corporate Auditors shall be conducted with shareholders who possess at least one-third (1/3) of exercisable shareholder voting rights present and made according to majority decision.</u></p>	<p>(Delete)</p>
<p><u>(Term of Office of Corporate Auditors)</u> <u>Article 30: (1) The term of office of Corporate Auditors shall be up to the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ended within four (4) years following the election of those Corporate Auditors.</u></p> <p><u>(2) The term of office of Corporate Auditors who were elected as substitutes for Corporate Auditors who retired prior to the expiration of their term of office shall be up to the time the term of office of said retirees expires.</u></p>	<p>(Delete)</p>
<p><u>(Full-Time Corporate Auditors)</u> <u>Article 31: Full-Time Corporate Auditors shall be selected through resolutions of the Board of Corporate Auditors.</u></p>	<p>(Delete)</p>
<p><u>(Notice of Convocation of the Board of Corporate Auditors)</u> <u>Article 32: (1) A notice of the convocation of Board of Corporate Auditors shall be issued to each Corporate Auditor no later than three (3) days prior to the date of the Board meeting. However, in instances that call for an emergency, this period may be shortened.</u></p> <p><u>(2) In instances where all Corporate Auditors are in agreement, meetings of the Board of Corporate Auditors may be held without going through convocation procedures.</u></p>	<p>(Delete)</p> <p>(Delete)</p>
<p><u>(Regulations for Board of Corporate Auditors)</u> <u>Article 33: Matters regarding the Board of Corporate Auditors shall be in accordance with the regulations set forth by the Board in addition to laws and ordinances or these Articles of Incorporation.</u></p>	<p>(Delete)</p>

Proposal 2: Election of twelve (12) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)

The Company will make the transition to a Company with an Audit and Supervisory Committee on the condition that Proposal 1: Partial amendments to the Articles of Incorporation is approved and adopted. Simultaneously, the term of service of all Executive Directors will expire upon the conclusion of the General Meeting of Shareholders with the condition that Proposal 1 has been approved and adopted and the amendments to the Articles of Incorporation have become effective. This proposal is therefore intended to request the election of twelve (12) Executive Directors other than Executive Directors who are Audit and Supervisory Committee Members.

This Proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1: Partial amendments to the Articles of Incorporation have become effective.

The candidates for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yasuhiro Komatsu (July 17,1937) [Reelection]	July 1962 President, the Company June 2009 Chairman and CEO (present position) [Significant concurrent positions outside the Company] Chairman, FP Trading Co., Ltd. Chairman, FP CHUPA Corporation Chairman, FPCO International Package Co., Ltd. Chairman, FPCO Dia Foods Co., Ltd. Chairman, FPCO Miyako Himo Co., Ltd. Chairman, FPCO ALRight Co., Ltd. President, Komatsu Yasuhiro Kosan Ltd. Chairman, HY Corporation	100,200
2	Morimasa Sato (June 2,1959) [Reelection]	April 1983 Joined Mitsui & Co., Ltd. June 1998 External Director, the Company March 1999 Retired from Mitsui & Co., Ltd. April 1999 Executive Director, General Manager, Corporate Strategy Office, the Company June 1999 Senior Vice President and Director, Executive General Manager, Corporate Strategy Division, the Company June 2000 Executive Vice President and Director, Executive General Manager, Corporate Strategy Division, the Company June 2001 Deputy President, concurrently Executive General Manager, Corporate Strategy Division, concurrently Head of General Affairs and Personnel Division, Finance and Accounting Division and SCM Division, the Company June 2009 President and COO, the Company (present position)	22,100

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Tomoki Takanishi (January 11, 1953) [Reelection]	September 1982 Joined the Company June 2005 Executive Director, Executive General Manager, Sales Division 2, the Company June 2010 Senior Vice President and Director, Executive General Manager, Sales Division 2, the Company June 2014 Executive Vice President and Director, Executive General Manager, Sales Division 2, concurrently General Manager of Sales Division 1, the Company (present position)	7,100
4	Yoshitaka Ezaki (February 15, 1952) [Reelection]	April 1975 Joined Mitsui & Co., Ltd. April 2008 Joined the Company June 2008 Executive Director, Executive General Manager, Purchasing Division, the Company April 2012 Executive Director, Executive General Manager, Purchasing Division, concurrently General Manager, International Operation Office, the Company June 2014 Senior Vice President and Director, Executive General Manager, Purchasing Division, concurrently General Manager, International Operation Office, the Company June 2015 Executive Vice President and Director, Executive General Manager, Purchasing Division, concurrently General Manager, International Operation Department, the Company (present position)	4,500
5	Isao Ikegami (January 27, 1959) [Reelection]	April 1982 Joined the Company June 2002 Executive Director, Branch Manager, Tokyo Headquarters, the Company June 2007 Senior Vice President and Director, General Manager, Corporate Planning Department, concurrently Head of Administrative Assistant Department and Tokyo Headquarters, the Company June 2009 Senior Vice President and Director, General Manager, Corporate Planning Department, concurrently Head of Finance and Accounting Division, Administrative Assistant Department and Tokyo Headquarters, the Company June 2012 Senior Vice President and Director, Executive General Manager, Finance and Accounting Division, concurrently General Manager, Corporate Planning Department, concurrently Head of Administrative Assistant Department and Tokyo Headquarters, the Company (present position)	5,900

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Shoji Uegakiuchi (March 9, 1957) [Reelection]	<p>April 1979 Joined the Company</p> <p>June 2000 Executive Director, Deputy Executive General Manager, East Sales Division, the Company</p> <p>June 2005 Executive Director, Executive General Manager, SCM Division, the Company</p> <p>August 2007 Executive Director, Executive General Manager, SCM Division, concurrently Deputy Executive General Manager, Purchasing Division, the Company</p> <p>June 2008 Executive Director, concurrently President, FP Logistics Corporation</p> <p>June 2009 Executive Director, concurrently President, FP Logistics Corporation, concurrently Deputy President, I-Logic Co., Ltd.</p> <p>January 2010 Executive Director, concurrently Advisor, International Package Co., Ltd. (presently FPCO International Package Co., Ltd.)</p> <p>October 2010 President, International Package Co., Ltd. (presently FPCO International Package Co., Ltd.)</p> <p>June 2014 Senior Vice President and Director, Executive General Manager, Sales Division 1, the Company (present position)</p>	18,900
7	Kazuyuki Yasuda (December 9, 1955) [Reelection]	<p>September 1979 Joined the Company</p> <p>June 2003 Executive Director, General Manager, New Information System Preparation Office, the Company</p> <p>June 2008 Executive Director, Executive General Manager, SCM Division, the Company</p> <p>June 2009 Executive Director, Executive General Manager, SCM Division, concurrently Head of Information and Computer System Department, the Company</p> <p>April 2012 Executive Director, Executive General Manager, SCM Division, concurrently General Manager, Group Company SCM Department, concurrently in charge of Information and Computer System Department, the Company</p> <p>June 2014 Senior Vice President and Director, Executive General Manager, SCM Division, concurrently General Manager, Group Company SCM Department, concurrently in charge of Information and Computer System Department, the Company</p> <p>April 2015 Senior Vice President and Director, Executive General Manager, SCM Division, concurrently Head of Information and Computer System Department, the Company (present position)</p>	5,400

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Nobuyuki Nagai (February 21 1959) [Reelection]	<p>April 1977 Joined the Company</p> <p>June 2007 Executive Director, Deputy Executive General Manager, Manufacturing Division, the Company</p> <p>June 2009 Executive Director, Executive General Manager, Manufacturing Division, the Company</p> <p>June 2014 Senior Vice President and Director, Executive General Manager, Manufacturing Division, the Company (present position)</p>	800
9	Koji Oka (January 18 1964) [Reelection]	<p>April 1986 Joined the Company</p> <p>June 2007 Executive Director, General Manager, Tokyo Sales Department 1, concurrently General Manager, Product Development Planning Department, the Company</p> <p>April 2011 Executive Director, General Manager, Tokyo Sales Department 1, concurrently General Manager, Sales Information and Store Sales Department, concurrently Head of Product Development Planning Department, the Company</p> <p>April 2012 Executive Director, General Manager, Tokyo Sales Department 1, concurrently Head of Sales Information and Store Sales Department and Product Development Planning Department, the Company</p> <p>April 2014 Executive Director, Executive General Manager, Tokyo Sales Department 1, Sales Information and Store Sales Department and Product Development Planning Department, the Company (present position)</p>	3,300
10	Osamu Sato (August 7 1957) [Reelection]	<p>November 1980 Joined the Company</p> <p>June 2010 Executive Director, General Manager, Tokyo Sales Department 2, the Company</p> <p>April 2012 Executive Director, General Manager, National Sales Department, the Company</p> <p>April 2016 Executive Director, Head of National Sales Department, the Company (present position)</p>	27,400
11	Hidetoshi Nagao (June 4 1961) [Reelection]	<p>April 1987 Joined the Company</p> <p>June 2001 Branch Manager, Osaka Branch, the Company</p> <p>July 2005 Executive General Manager, Sales Division 2, concurrently Branch Manager, Osaka Branch, the Company</p> <p>January 2012 General Manager, Personnel Department</p> <p>April 2014 Operating Officer, General Manager, Personnel Department, the Company</p> <p>July 2014 Operating Officer, General Manager, Personnel Department, concurrently General Manager, Administrative Assistant Department, the Company</p> <p>June 2015 Executive Director, Executive General Manager, General Affairs and Personnel Division, concurrently General Manager, Administrative Assistant Department, the Company (present position)</p>	9,300

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
12	Kenji Kobayashi (October 17, 1964) [New Election]	<p>April 1987 Joined the Company</p> <p>April 2007 General Manager, Tokyo Sales Department 6, the Company</p> <p>April 2009 Senior Vice President and Director, Miyako Himo Co., Ltd. (presently FPCO Miyako Himo Co., Ltd.)</p> <p>April 2014 Operating Officer, Integrated Manager for East Japan and General Manager of Tokyo Sales Department 4, the Company</p> <p>April 2016 Operating Officer, Integrated Manager for Kinki and General Manager of Kinki Sales Department 3 (present position)</p>	3,700

(Notes)

1. Executive Director candidate Yasuhiro Komatsu concurrently serves as Representative Director of FP Trading Co., Ltd., FP Chupa Corp., FPCO International Package Co., Ltd., FPCO Dia Foods Co., Ltd., FPCO Miyako Himo Co., Ltd., and FPCO AIRight Co., Ltd. He engages in ongoing business dealings between these six companies and the Company. Moreover, the business relationship between the Company and HY Corp., for which Yasuhiro Komatsu is concurrently the Representative Director, was dissolved during the preceding business year.
2. None of the other candidates have any sort of vested interest in the Company.
3. The reasons to nominate Kenji Kobayashi as a candidate for Executive Director are as follows:
The candidate has plentiful business experience and knowledge cultivated during many years in the sales related area of the Company and the Company has determined that he also has the personality befitting the Company's Executive so the Company requests his election as Executive Director.

Proposal 3: Election of four (4) Executive Directors who are Audit and Supervisory Committee Members

Upon the conclusion of the General Meeting of Shareholders, the Company will make the transition to a Company with an Audit and Supervisory Committee with the condition that Proposal 1: Partial amendments to the Articles of Incorporation has been approved and adopted. This proposal is therefore intended to request the election of four (4) Executive Directors who are Audit and Supervisory Committee Members.

This Proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1: Partial amendments to the Articles of Incorporation have become effective.

This proposal has received the approval of the Board of Corporate Auditors.

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

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Takejiro Sueyoshi (January 3 1945) [New Election] [Candidate for External Director] [Candidate for Independent Director]	<p>April 1967 Joined The Mitsubishi Bank, Ltd. (presently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>June 1994 Director, The Mitsubishi Bank, Ltd.</p> <p>April 1996 President, The Bank of Tokyo-Mitsubishi Trust Company (New York)</p> <p>June 1998 Executive Deputy President, Nikko Asset Management Co., Ltd.</p> <p>July 2003 Special Advisor to United Nations Environment Programme Finance Initiative (present position)</p> <p>June 2007 Outside Auditor, The Kagoshima Bank, Ltd.</p> <p>July 2007 Representative Director, Carbon Offset Japan, General Incorporated Association</p> <p>May 2009 Outside Director, Aeon Co., Ltd. (present position)</p> <p>June 2010 External Director, the Company (present position)</p> <p>August 2011 Vice-Chair of Executive Board, Japan Renewable Energy Foundation, Public Interest Incorporated Foundation (present position)</p> <p>May 2013 Representative Director, Green Finance Promotion Institution, General Incorporate Association (present position)</p> <p>October 2015 Outside Director, Kyushu Financial Group Inc. (present position)</p>	1,600

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p>Masahiro Midorikawa (July 18 1953)</p> <p>[New Election]</p> <p>[Candidate for External Director]</p> <p>[Candidate for Independent Director]</p>	<p>March 1980 Registered as a Certified Public Accountant</p> <p>December 1981 Established CPA Midorikawa Office</p> <p>November 1982 Outside Auditor, Kumon Institute of Education Co., Ltd. (present position)</p> <p>December 1990 Auditor, Nissei ASB Machine Co., Ltd. (present position)</p> <p>January 1996 Registered as Licensed Tax Accountant</p> <p>April 2004 Councilor, Japan Medical Association, Public Interest Incorporated Association (present position)</p> <p>November 2006 Outside Director, Kokusai Motorcars Co., Ltd. (present position)</p> <p>November 2008 President and Representative Director, Mid Group Co., Ltd. (present position)</p> <p>June 2014 External Director, the Company (present position)</p> <p>April 2015 Outside Auditor, Paloma Co., Ltd. (present position)</p>	2,300
3	<p>Toshiro Nakai (January 25 1954)</p> <p>[New Election]</p> <p>[Candidate for External Director]</p>	<p>April 1977 Joined Hiroshima Sogo Bank, Ltd. (presently Momiji Bank, Ltd.)</p> <p>February 1998 Branch Manager, Yoshijima Branch, Hiroshima-Sogo Bank, Ltd.</p> <p>April 1999 Manager, Compliance Division, Hiroshima-Sogo Bank, Ltd.</p> <p>September 2001 General Manager, Corporate Planning Department, Momiji Holdings, Inc.</p> <p>May 2004 General Manager, in charge of the Audit Department, Momiji Bank, Ltd.</p> <p>August 2005 General Manager, in charge of the Loan Department, Momiji Bank, Ltd.</p> <p>July 2006 Branch Manager, Misasa Branch, Momiji Bank, Ltd.</p> <p>June 2008 Joined the Company Corporate Auditor (external), the Company (present position)</p>	1,000

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Shuichi Matsumoto (October 30 1954) [New Election] [Candidate for External Director]	<p>April 1978 Joined Mitsui & Co., Ltd.</p> <p>February 1992 Vice President and Controller, Mitsui & Co. Finance Inc., New York</p> <p>October 2001 General Manager, Finance Office (Energy), Mitsui & Co., Ltd.</p> <p>July 2005 Vice President, Mitsui & Co. (Brasil) S.A.</p> <p>November 2009 Deputy Office Manager, Osaka Office, Mitsui & Co., Ltd.</p> <p>February 2012 Director, Group Manager, Administrative Group, TRI-NET (JAPAN) INC.</p> <p>December 2014 Retired from Mitsui & Co., Ltd.</p> <p>June 2015 Joined the Company Corporate Auditor (external), the Company (present position)</p>	100

(Notes)

- None of the Executive Director candidates for the Audit and Supervisory Committee have any sort of vested interest in the Company.
- Executive Director candidates Takejiro Sueyoshi, Masahiro Midorikawa, Toshiro Nakai and Shuichi Matsumoto are External Director candidates.
- The Company has registered Takejiro Sueyoshi as an Independent Director and if he is elected, the Company intends to register him again as an Independent Director. Also, if Masahiro Midorikawa is elected, he satisfies the requirements under the "Independence Judgment Criteria for Independent External Directors" set forth by the Company, and intends to register him as an Independent Director who runs no risk of a conflict of interest arising with general shareholders as stipulated by the Tokyo Stock Exchange Inc. Please refer to p.19 to verify the "Independence Judgment Criteria for Independent External Directors" set forth by the Company.
- Reasons why Takejiro Sueyoshi, Masahiro Midorikawa, Toshiro Nakai and Shuichi Matsumoto have been selected as External Director candidates.
After gaining an abundance of corporate management experience at financial institutions, Takejiro Sueyoshi assumed the post of Special Advisor to the United Nations Environment Programme Finance Initiative (UNEP FI). Currently, in addition to his activities under UNEP FI, he endeavors to enlighten others on environmental problems and the social responsibility of corporations (CSR/SRI) through various council meetings, lectures and other forums. He has a wealth of experience and knowledge, hence the judgement of the Company that Takejiro Sueyoshi is capable of adequately performing the duties and asks that he be elected as an External Director.
Masahiro Midorikawa is a certified public and tax accountant who serves as Representative Director of Mid Group. Given his advanced knowledge and rich experience as a certified public accountant, the Company anticipates that he will be able to leverage his expertise to offer valuable opinions on the management of the Company from an objective standpoint that will serve the Company group's future business growth, and as such will request the election of Masahiro Midorikawa as an External Director.
Toshiro Nakai has cultivated experience, achievements, knowledge and insights at financial institutions and the Company is of the opinion that he is qualified to advise the Company on ensuring the appropriateness and accuracy of its Board of Directors from an objective and neutral management standpoint, and has therefore asks for his election as an External Director.
Shuichi Matsumoto has cultivated experience, achievements, knowledge and insights about corporate management at a general trading company and the Company is of the opinion that by getting his advice on overall corporate management, he can contribute to strengthening corporate governance and therefore asks for his election as an External Director.
- Takejiro Sueyoshi and Masahiro Midorikawa currently serve as External Directors of the Company. Their term of office as External Directors as of the conclusion of this General Meeting of Shareholders will be six (6) years for Takejiro Sueyoshi and two (2) years for Masahiro Midorikawa.
Moreover, Toshiro Nakai and Shuichi Matsumoto are currently Corporate Auditors (external) at the Company and at the conclusion of this General Meeting of Shareholders their terms of office as External Auditors will be eight (8) years for Toshiro Nakai and one (1) year for Shuichi Matsumoto.

6. At Aeon Co., Ltd., where Takejiro Sueyoshi is an Outside Director, it has become known that in February 2014, an Executive Officer of the same company was dismissed for being involved in unfair trading of company stock. Takejiro Sueyoshi was not aware of these circumstances until he heard these reports. At a meeting of that company's Board of Directors, etc., Takejiro Sueyoshi made statements about the importance of observance of the law. Also, after the concerned circumstances became known, in addition to receiving a report on the results of the investigation at a meeting of the Board of Directors, etc., he fulfilled his responsibility concerning prevention of recurrence.

Proposal 4: Determination of remuneration for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members)

Remuneration, etc. for Executive Directors of the Company was last addressed through a resolution made at the 44th Ordinary General Meeting of Shareholders held on June 29, 2006, which set the amount of remuneration at no more than four hundred million yen (400,000,000 yen) per annum (Note that this does not include the employee component of wages for Executive Directors who concurrently serve as employees). The Company will make the transition to a Company with an Audit and Supervisory Committee with the condition that Proposal 1: Partial amendments to the Articles of Incorporation has been approved and adopted. As such, in accordance with the stipulations of Article 361, Paragraph 1 and Paragraph 2 of the Companies Act, the Company seeks to abolish its existing remuneration cap for Executive Directors and set the amount of remuneration, etc. for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) to no more than five hundred million yen (500,000,000 yen) per annum in consideration of the economic climate and other various factors. Additionally, the Company seeks to exclude the employee component of wages for Executive Directors who concurrently serve as employees from the amount of remuneration, etc. for Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members).

The Company currently has thirteen (13) Executive Directors. Should Proposal 1: Partial amendments to the Articles of Incorporation and Proposal 2: Election of twelve (12) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members) be approved and adopted in their original form, the Company plans to have twelve (12) Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members).

Please note that this Proposal shall become effective on the condition that the amendments to the Articles of Incorporation under Proposal 1: Partial amendments to the Articles of Incorporation have entered force.

Proposal 5: Determination of remuneration for Executive Directors who are Audit and Supervisory Committee Members

The Company will make the transition to a Company with an Audit and Supervisory Committee with the condition that Proposal 1: Partial amendments to the Articles of Incorporation has been approved and adopted. As such, in accordance with the stipulations of Articles 361.1 and 361.2 of the Companies Act, the Company seeks to set the amount of remuneration, etc. for Executive Directors who are Audit and Supervisory Committee Members to no more than eighty million yen (80,000,000 yen) per annum in consideration of the economic climate and other various factors.

Should Proposal 1: Partial amendments to the Articles of Incorporation and Proposal 3: Election of four (4) Executive Directors who are Audit and Supervisory Committee Members be approved and adopted in their original form, the Company plans to have four (4) External Directors who are Audit and Supervisory Committee Members.

Please note that this Proposal shall enter force on the condition that the amendments to the Articles of Incorporation under Proposal 1: Partial amendments to the Articles of Incorporation have entered force.

Proposal 6: Payment of retirement benefits to retiring Corporate Auditors

The Company will make the transition to a Company with an Audit and Supervisory Committee with the condition that Proposal 1: Partial amendments to the Articles of Incorporation has been approved and adopted. As such, as of the conclusion of the General Meeting of Shareholders in question, the Company seeks to pay retirement benefits to retiring Corporate Auditors Toshio Takizaki, Toshiro Nakai and Shuichi Matsumoto within the scope of a reasonable amount dictated by the Company's designated standards in order to reward them for their services while serving in that post. The Company also wishes to establish the timing of the payment of said benefits to Toshiro Nakai and Shuichi Matsumoto, who are expected to be elected to the post of Executive Director who is an Audit and Supervisory Committee Member, as the time that they retire from the post of Executive Director, and asks that the specific payment amount, timing, method, etc. be left to deliberation by Executive Directors who are Audit and Supervisory Committee Members.

An abridged career history of the Corporate Auditors to retire is as follows.

Name	Current Position
Toshio Takizaki	June 2013 Corporate Auditor of the Company
Toshiro Nakai	June 2008 Corporate Auditor of the Company (External)
Shuichi Matsumoto	June 2015 Corporate Auditor of the Company (External)

[For Your Reference]

Independence Judgment Criteria for Independent External Directors of the Company

In cases where External Directors or External Director candidates are found not to fall under any of the following items, the Company will conclude that said Directors or candidates bear independence.

1. Persons involved with business partners

(1) Customers, etc.

Persons who served as an executing person at a company that constitutes a main business partner (Note 1) of the Company group within the last three (3) years

(2) Suppliers, etc.

Persons who served as an executing person at a company that constitutes a main business partner (Note 1) of the Company group within the last three (3) years

2. Persons involved with financial institutions

Persons who served at a financial institution where the average annual liabilities of the Company group exceed one hundred million yen (100,000,000 yen) or three percent (3%) of the Company's total consolidated assets, whichever is higher, within the last three (3) years

3. Consultants, etc. (Note 2)

Persons who have gained monies or other economic benefits from the Company group that averages out to ten million yen (10,000,000 yen) or more over the past three (3) years

4. Major shareholders, etc.

Persons who served as a Director, executive officer or Corporate Auditor at a major shareholder (Note 3) of the Company or at a company of which the Company is a major shareholder (Note 3) within the last three (3) years

5. Other

Persons whose relatives up to the second degree serve as a Director, Corporate Auditor or otherwise important employee (Note 4) of the Company or Company group or fall under 1 through 4 above

(Note 1) "Main business partners" refers to business partners whose annual value of transactions with the Company exceeds one hundred million yen (100,000,000 yen) or three percent (3%) of the Company's total consolidated assets, whichever is higher.

(Note 2) Refers to consultants, accounting specialists or legal specialists etc. (or persons belonging to a corporation, union or another organization should said organization have been the one to gain economic benefits from the Company group).

(Note 3) "Major shareholders" refers to corporations, etc. that own ten percent (10%) or more of total voting rights.

(Note 4) "Important employees" refer to persons in a position of Senior General Manager or higher.