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(Stock Exchange Code 1821)
June 8, 2016

To Shareholders with Voting Rights:

Hideo Arai
Representative Director,
President
Sumitomo Mitsui Construction Co., Ltd.
2-1-6, Tsukuda, Chuo-ku, Tokyo, Japan

**NOTICE OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 13th Annual General Meeting of Shareholders of Sumitomo Mitsui Construction Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Tuesday, June 28, 2016, Japan time.

- 1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. Japan time
- 2. Place:** Corporate Headquarters (Conference room on the 2nd floor) located at 2-1-6, Tsukuda, Chuo-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, the Consolidated Financial Statements for the Company's 13th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. The Non-consolidated Financial Statements for the Company's 13th Fiscal Year (April 1, 2015 - March 31, 2016)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 9 Directors
 - Proposal 3:** Election of 2 Audit & Supervisory Board Members

4. Instructions on Exercising Voting Rights

(1) When Exercising Voting Rights in Writing

Please indicate whether you approve or disapprove the proposal on the enclosed Voting Rights Exercise Form, and return by mail so that it will arrive by 5:45 p.m. on Tuesday, June 28, 2016, Japan time.

(2) When Exercising Voting Rights via the Internet, etc.

When exercising voting rights via the Internet, etc., please review the “Instructions for Exercise of Voting Rights via the Internet, etc.” on page 11-12 and exercise your voting rights by 5:45 p.m. on Tuesday, June 28, 2016, Japan time.

(3) When Exercising Voting Rights Multiple Times

Only the last vote arriving at the Company shall be accepted as the valid vote. In the event that a voting right is exercised both in writing and via the Internet, etc. on a same day, the vote cast through the Internet, etc. shall be accepted as the valid vote.

- For those attending, please hand in the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting.
- As the following documents are posted on the Company’s website pursuant to provisions of laws and regulations as well as Article 13-2 of the Articles of Incorporation, they are not presented in the Appendix of this Notice of the Annual General Meeting of Shareholders.
 - (1) The Notes to the Consolidated Financial Statements
 - (2) The Notes to the Non-consolidated Financial StatementsTherefore, the Appendix of this Notice of the Annual General Meeting of Shareholders were part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and Accounting Auditor when they prepared the audit report.
- Should the Reference Documents for the General Meeting of Shareholders and the Appendix (the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements) require revisions, the revised versions will be posted on the Company’s website.
- The Company’s website: <http://www.smcon.co.jp>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Company proposes the following.

- Matters concerning year-end dividends

The Company, fundamentally seeks to strengthen its corporate structure and enrich its internal reserves in preparation for future business expansion while maintaining a stable dividend policy, and determines dividend distribution in comprehensive consideration of trends in business results and the future management environment.

Based on the above policy, upon consideration of the financial contents, business results, and future management initiatives, etc., for the 13th fiscal year, for year-end dividends for the 13th fiscal year, the Company proposes the following.

(1) Dividend asset type

Cash

(2) Matters concerning distribution of dividends to shareholders and the total amount

2 yen per Ordinary Share of the Company, an increase of 1 yen compared to the previous fiscal year, for a total of 1,625,730,178 yen

(3) Date on which the dividend of surplus becomes effective

June 30, 2016

Proposal 2: Election of 9 Directors

The terms of office of all Directors (9 persons) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 9 Directors is proposed. Additionally, with the intent of securing transparency in management and further enriching the corporate governance structure, the Company proposes to increase the number of External Directors by 1 person, for a total of 2 persons.

The candidates are as follows.

Furthermore, concerning the number of and candidates for Director, from the viewpoint that the Company is a comprehensive construction company mainly in the civil engineering business and building construction business, the Company sets it as basic policy to form a well-balanced Board comprising persons with adequate knowledge regarding both businesses, as well as persons well-versed in governance, fund procurement, and corporate management. The candidates are determined at the Board of Directors upon consideration of the results of deliberations at the Nomination and Compensation Advisory Committee, which serves as advisory bodies to the Board of Directors.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshiyuki Norihisa (December 9, 1946) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)	April 1969 Joined Sumitomo Construction Co., Ltd. June 1999 General Manager, PC Marketing Administration Department, Civil Engineering Division June 2000 Director June 2001 Executive Officer January 2003 Managing Executive Officer April 2003 Executive Managing Director and Managing Executive Officer Deputy Division Director of Civil Engineering Business Division General Manager, PC Marketing Administration Department of the Company June 2005 Senior Executive Managing Director and Senior Managing Executive Officer April 2007 Director, Executive Officer and Vice President April 2008 Representative Director April 2010 Representative Director, President April 2015 Representative Director, Chairman (to present)	27,380
Reasons for selection as a candidate for Director Since joining the Company, Mr. Yoshiyuki Norihisa has accumulated a wealth of experience from serving important posts in the civil engineering section, and during his term of office as President, he achieved the expected goals and realized the resumption of dividend payments. Subsequent to assuming office as Chairman, he has worked with successor President Arai to strengthen corporate governance and further enrich the management structure. Based on the fact that he has been adequately fulfilling his responsibilities, the Company has judged it appropriate to renominate him as a candidate for Director.			
2	Hideo Arai (January 11, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)	April 1977 Joined Sumitomo Construction Co., Ltd. July 2001 General Manager, Technical Consulting Department, Civil Engineering Administration Department, Civil Engineering Division April 2003 General Manager, Civil Engineering Technical Consulting Department, Civil Engineering Administration Department, Civil Engineering Business Division General Manager, Renewal Project Office, Project Office, Civil Engineering Business Division of the Company April 2010 Executive Officer General Manager, Tokyo Civil Engineering Branch April 2011 Managing Executive Officer June 2012 Director April 2013 Senior Managing Executive Officer April 2015 Representative Director (to present), President (to present)	16,721
Reasons for selection as a candidate for Director Since joining the Company, Mr. Hideo Arai has accumulated a wealth of experience from serving important posts in the civil engineering section, and is currently working with Chairman Norihisa to strengthen corporate governance and further enrich the management structure. Based on the fact that he has been adequately fulfilling his responsibilities as top manager, the Company has judged it appropriate to renominate him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held	
3	Yoshio Nagamoto (May 10, 1952) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)	April 1975	Joined Sumitomo Bank	17,800	
		May 2004	General Manager, Credit Department I, Corporate Banking Unit, Sumitomo Mitsui Banking Corporation		
November 2005	Representative Director and President, SMFG Corporate Recovery Servicer Co., Limited				
June 2007	Corporate Auditor (full-time), Daiwa Securities SMBC Co., Ltd.				
September 2009	Advisor, Planning Department, Investment Banking Unit, Sumitomo Mitsui Banking Corporation				
March 2010	Corporate Advisor of the Company				
April 2010	Vice President and Executive Officer (to present) Division Director, Audit Department (to present)				
June 2010	Representative Director (to present) In charge of Audit Department, Public Relations Office and Administration Division (to present)				
April 2013	In charge of Secretariat (to present)				
April 2014	In charge of Corporate Planning, Affiliated Business, Business Innovation & Incubation Division and Global Division (to present)				
Reasons for selection as a candidate for Director Mr. Yoshio Nagamoto has accumulated a wealth of experience through his career at banks, and currently, he is adequately fulfilling his responsibilities as the director in charge of the corporate administration section, global section, and business innovation & incubation section of the Company. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.					
4	Kazuhiko Hirokawa (October 17, 1951) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)	April 1974	Joined Mitsui Construction Co., Ltd.	18,100	
		April 2002	General Manager, Building Construction Department, Eastern Kanto Branch		
April 2003	General Manager, Building Construction Department, Eastern Kanto Branch of the Company				
April 2008	General Manager, Eastern Kanto Branch				
October 2010	Executive Officer				
April 2012	Managing Executive Officer				
April 2014	Senior Managing Executive Officer				
June 2014	Director				
April 2016	Representative Director (to present), Vice President and Executive Officer (to present), In charge of Safety and Building Construction Division (to present), Division Director, Safety & Environment Management Department (to present)				
Reasons for selection as a candidate for Director Since joining the Company, Mr. Kazuhiko Hirokawa has accumulated a wealth of experience from serving important posts in the building construction section, and currently, he is adequately fulfilling his responsibilities as the director in charge of the building construction section and safety section. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.					
5	Yoshitaka Mimori (March 12, 1956) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2015: 11 out of 11 times (100%)	April 1979	Joined Sumitomo Construction Co., Ltd.	15,600	
		January 2000	General Manager, Building Construction Department, Building Construction Administration Department and Tokyo Branch		
April 2003	General Manager, Building Construction Department, Building Construction Administration Department, Tokyo Building Construction Branch of the Company				
April 2011	Executive Officer				
April 2013	Managing Executive Officer				
April 2015	Senior Managing Executive Officer (to present)				
June 2015	Director (to present)				
April 2016	Division Director, Building Construction Division (to present)				
Reasons for selection as a candidate for Director Since joining the Company, Mr. Yoshitaka Mimori has accumulated a wealth of experience from serving important posts in the building construction section, and currently, he is adequately fulfilling his responsibilities as Division Director of Building Construction Division. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.					

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	Shoji Kimijima (July 29, 1955) [Reappointment]	April 1979 June 1999 April 2003 April 2011 April 2012 April 2013 June 2013 April 2016	Joined Sumitomo Construction Co., Ltd. General Manager, General Affairs Department, Administration Division General Manager, General Affairs Department, Global Business Department of the Company Executive Officer Division Director, Secretariat (to present) Managing Executive Officer Division Director, Public Relations Office (to present) Division Director, Administration Division (to present) Director (to present) Senior Managing Executive Officer (to present)	11,818
	Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)	<p>Reasons for selection as a candidate for Director</p> <p>Since joining the Company, Mr. Shoji Kimijima has accumulated a wealth of experience from serving important posts in the corporate administration section, and currently, he is adequately fulfilling his responsibilities as Division Director of Administration Division and Division Director of Secretariat and Public Relations Office. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.</p>		
7	Tomohiko Sato (March 31, 1954) [Reappointment]	April 1977 February 2002 April 2003 April 2012 June 2013 April 2014 April 2016	Joined Mitsui Construction Co., Ltd. General Manager, Alliance and Integration Strategy Office, Corporate Planning Division Assistant General Manager, Corporate Planning Department, Corporate Planning Division of the Company Executive Officer Division Director, Corporate Planning Department and Affiliated Business Department (to present) Director (to present) Managing Executive Officer Senior Managing Executive Officer (to present)	13,000
	Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)	<p>Reasons for selection as a candidate for Director</p> <p>Since joining the Company, Mr. Tomohiko Sato has accumulated a wealth of experience from serving important posts in the corporate administration section, and currently, he is adequately fulfilling his responsibilities as Division Director of Corporate Planning Department and Affiliated Business Department. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	<p>Kumiko Kitai (October 29, 1952)</p> <p>[Reappointment] [Candidate for External Director] [Candidate for Independent Director]</p> <p>Attendance at Board of Directors Meetings during fiscal 2015: 13 out of 14 times (92.9%)</p>	<p>April 1976 Joined Ministry of Labour</p> <p>June 1992 Director, Local Employment Measures Division, Employment Security Bureau</p> <p>June 1994 Director, Women's Welfare Section, Women's Bureau</p> <p>April 1996 Director, Women's Policy Planning Division, Women's Bureau</p> <p>July 1999 Lieutenant Governor, Shizuoka Prefecture</p> <p>August 2001 Deputy Director-General of the Secretariat, Central Labour Relations Commission</p> <p>August 2003 Ministerial Councilor (in charge of Equal Employment, Children and Families), Ministry of Health, Labour and Welfare</p> <p>August 2005 Director-General, Equal Employment, Children and Families Bureau</p> <p>September 2006 Director-General of the Secretariat, Central Labour Relations Commission</p> <p>August 2007 Senior Managing Director, Japan Industrial Safety and Health Association</p> <p>June 2011 External Audit & Supervisory Board Member, TAKARA HOLDINGS INC. (to present)</p> <p>October 2012 Commissioner, Tokyo Metropolitan Public Safety Commission (to present)</p> <p>June 2014 External Director, KYOWA EXEO CORPORATION (to present)</p> <p>June 2014 External Director of the Company (to present)</p> <p>July 2014 Established Kachidoki Law Office</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Attorney-at-law, Kachidoki Law Office • External Director, KYOWA EXEO CORPORATION • External Audit & Supervisory Board Member, TAKARA HOLDINGS INC. • Commissioner, Tokyo Metropolitan Public Safety Commission 	0
<p>1. Reasons, etc. for selection as a candidate for External Director</p> <p>1) Ms. Kumiko Kitai is an External Director as stipulated by Item 7 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Company Law.</p> <p>2) Ms. Kumiko Kitai has been selected as a candidate for External Director as the Company wishes to have her continue to exercise her wide range of views and wealth of experience from her past experiences in the management of the Company. Furthermore, during her term of office as External Director, she has been adequately fulfilling her responsibilities as Director of the Company, and as stated in (4. Matters regarding Corporate Officers (4) Matters regarding External Officers 2) Main Activities for the Fiscal Year Under Review c. Status of Response to Violations of Laws and Regulations, etc.) of the Business Report for the 13th fiscal year (available in Japanese only), she is appropriately fulfilling her responsibilities during the fiscal year under review as well. Therefore, the Company has judged that she will appropriately fulfill the responsibilities of External Director.</p> <p>2. Independence of candidate for External Director</p> <p>In view of the fact that no transactions exist between the law office that Ms. Kumiko Kitai operates and the Company, the Company has judged that she does not have a possibility of conflicts of interest with general shareholders and possesses adequate independence, and has thereby registered her as an Independent Director with Tokyo Stock Exchange, Inc., as stipulated in Article 436-2 of the Securities Listing Regulations. If she is reelected as Director and appointed External Director, the Company plans to continue her registration as an Independent Director.</p> <p>3. Liability limitation agreements</p> <p>An agreement to limit liability of Clause 1 of Article 423 of the Company Law has been concluded between Ms. Kumiko Kitai and the Company, and the ceiling of the indemnity based on fore mentioned agreement shall be the minimum amount stipulated by laws and regulations. If she is reelected as Director and appointed External Director, the Company plans to continue with the above liability limitation agreement.</p> <p>4. Number of years since the candidate for External Director assumed office as External Director of the Company</p> <p>The term of office of Ms. Kumiko Kitai as External Director will be two (2) years at the close of this General Meeting.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	Sakio Sasamoto (December 24, 1950) [New Candidate] [Candidate for External Director] [Candidate for Independent Director]	April 1974 December 1999 April 2001 April 2003 April 2005 August 2005 April 2008 June 2009 June 2012	Joined Nippon Kokan Corporation General Manager, Real Estate Dept. General Manager, Legal & General Administration Dept. Executive Assistant, General Administration and Legal Division, JFE Holdings, Inc. Vice President, General Manager, General Administration and Legal Division Vice President, General Manager, General Administration Dept. Senior Vice President Representative Director, President and CEO, JFE LIFE CORPORATION Audit & Supervisory Board Member, JFE Holdings, Inc. (to present; scheduled to retire in June 2016)
9		<ol style="list-style-type: none"> 1. Reasons, etc. for selection as candidate for External Director <ol style="list-style-type: none"> 1) Mr. Sakio Sasamoto is an External Director as stipulated by Item 7 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Company Law. 2) Mr. Sakio Sasamoto has been selected as a candidate for External Director as the Company wishes to exercise his wide range of experience regarding management in the management of the Company. 2. Independence of candidate for External Director Mr. Sakio Sasamoto has served for many years at JFE Holdings Group, which has transactional relationships with the Company, and the amount of transactions between the Group and said group is less than 1% of annual consolidated net sales of the Group and said group, on average over the most recent three years. The Company has judged that he does not have a possibility of conflicts of interest with general shareholders and possesses adequate independence, and if he is elected as Director and is appointed External Director, he is scheduled to become an Independent Director as stipulated in Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc. 3. Liability limitation agreements To attract superior personnel to serve as External Directors of the Company, the Company defines in its Articles of Incorporation that it can conclude agreements to limit liability with Directors (excluding Executive Directors, etc.) for liability toward the Company. Based on the above, if Mr. Sakio Sasamoto is elected as Director and is appointed External Director, the Company plans to conclude an agreement to limit liability of Clause 1 of Article 423 of the Company Law, and the ceiling of the indemnity based on fore mentioned agreement shall be the minimum amount stipulated by laws and regulations. 	0

(Note) There are no special interests between each candidate and the Company.

Proposal 3: Election of 2 Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Member Mr. Yoshiyuki Kato and Mr. Aizou Murakami will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 2 Audit & Supervisory Board Members is proposed.

In addition, this proposal has been determined at the Board of Directors upon consideration of the results of deliberations at the Nomination and Compensation Advisory Committee.

The Audit & Supervisory Board Members has previously given its approval to this proposal.

The candidate is as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
	<p>Yoshiyuki Kato (August 4, 1959)</p> <p>[Reappointment] [Candidate for External Audit & Supervisory Board Member] [Candidate for Independent Auditor]</p> <p>Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)</p> <p>Attendance at Audit & Supervisory Board Meetings during fiscal 2015: 17 out of 17 times (100%)</p>	<p>April 1982 Joined The Sumitomo Trust and Banking Company, Limited</p> <p>June 2006 General Manager, Kichijoji Branch</p> <p>February 2008 General Manager, Retail Business Development Department</p> <p>April 2009 General Manager, Business Development Department</p> <p>May 2010 Head Office Executive, Internal Audit Department</p> <p>November 2011 Senior Manager, Internal Audit Department, Sumitomo Mitsui Trust Holdings, Inc.</p> <p>April 2012 Joint General Manager, Internal Audit Department, Sumitomo Mitsui Trust Bank, Limited (to present)</p> <p>June 2012 Audit & Supervisory Board Member (full-time) of the Company (to present)</p>	<p>9,700</p>
1	<p>1. Reasons, etc. for selection as candidate for External Audit & Supervisory Board Member</p> <p>1) Mr. Yoshiyuki Kato is an External Audit & Supervisory Board Member as stipulated by Item 8 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Company Law.</p> <p>2) Mr. Yoshiyuki Kato has been selected as a candidate for External Audit & Supervisory Board Member as the Company wishes to have him continue to exercise his internal auditing experience, etc., from his past experiences at a trust bank in the Audit & Supervisory Board Member audits of the Company. Furthermore, during his term of office as External Audit & Supervisory Board Member, he has been adequately fulfilling his responsibilities as Audit & Supervisory Board Member of the Company, and as stated in (4. Matters regarding Corporate Officers (4) Matters regarding External Officers 2) Main Activities for the Fiscal Year Under Review c. Status of Response to Violations of Laws and Regulations, etc.) of the Business Report for the 13th fiscal year (available in Japanese only), he has been appropriately fulfilling his responsibilities during the fiscal year under review as well. Therefore, the Company has judged that he will appropriately fulfill the responsibilities of External Audit & Supervisory Board Member.</p> <p>2. Independence of candidate for External Audit & Supervisory Board Member</p> <p>Mr. Yoshiyuki Kato has served for many years at Sumitomo Trust and Banking Co., Ltd. (retired in June 2012), which is a financial institution that has transactional relationships with the Company, and the amount of the Group's borrowings from said group is less than 2% of consolidated total assets of the Group, on average over the most recent three years. The Company has judged that he does not have a possibility of conflicts of interest with general shareholders and possesses adequate independence, and has thereby registered him as an Independent Auditor with Tokyo Stock Exchange, Inc., as stipulated in Article 436-2 of the Securities Listing Regulations. If he is reelected as Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to continue his registration as an Independent Auditor.</p> <p>3. Liability limitation agreements</p> <p>An agreement to limit liability of Clause 1 of Article 423 of the Company Law has been concluded between Mr. Yoshiyuki Kato and the Company, and the ceiling of the indemnity based on fore mentioned agreement shall be the minimum amount stipulated by laws and regulations. If he is reelected as Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to continue with the above liability limitation agreement.</p> <p>4. Number of years since the candidate for External Audit & Supervisory Board Member assumed office as External Audit & Supervisory Board Member of the Company</p> <p>The term of office of Mr. Yoshiyuki Kato as External Audit & Supervisory Board Member will be four (4) years at the close of this General Meeting.</p>		

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
	<p>Aizou Murakami (October 16, 1948)</p> <p>[Reappointment] [Candidate for External Audit & Supervisory Board Member] [Candidate for Independent Auditor]</p> <p>Attendance at Board of Directors Meetings during fiscal 2015: 14 out of 14 times (100%)</p> <p>Attendance at Audit & Supervisory Board Meetings during fiscal 2015: 17 out of 17 times (100%)</p>	<p>April 1974 Registered as an attorney-at-law April 2001 Executive Governor, Japan Federation of Bar Associations July 2005 Established Kioicho General Law Office June 2012 Audit & Supervisory Board Member of the Company (to present)</p> <p>[Significant concurrent positions] • Attorney-at-law, Representative, Kioicho General Law Office</p>	0
2		<p>1. Reasons, etc. for selection as candidate for External Audit & Supervisory Board Member</p> <p>1) Mr. Aizou Murakami is an External Audit & Supervisory Board Member as stipulated by Item 8 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Company Law.</p> <p>2) Mr. Aizou Murakami has been selected as a candidate for External Audit & Supervisory Board Member as the Company wishes to have him continue to exercise his specialized knowledge and experience as an attorney-at-law in the Audit & Supervisory Board Member audits of the Company. Furthermore, during his term of office as External Audit & Supervisory Board Member, he has been adequately fulfilling his responsibilities as Audit & Supervisory Board Member of the Company, and as stated in (4. Matters regarding Corporate Officers (4) Matters regarding External Officers 2) Main Activities for the Fiscal Year Under Review c. Status of Response to Violations of Laws and Regulations, etc.) of the Business Report for the 13th fiscal year (available in Japanese only), he has been appropriately fulfilling his responsibilities during the fiscal year under review as well. Therefore, the Company has judged that he will appropriately fulfill the responsibilities of External Audit & Supervisory Board Member.</p> <p>2. Independence of candidate for External Audit & Supervisory Board Member</p> <p>In view of the fact that no transactions exist between the law office that Mr. Aizou Murakami operates and the Company, the Company has judged that he does not have a possibility of conflicts of interest with general shareholders and possesses adequate independence, and has thereby registered him as an Independent Auditor with Tokyo Stock Exchange, Inc., as stipulated in Article 436-2 of the Securities Listing Regulations. If he is reelected as Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to continue his registration as an Independent Auditor.</p> <p>3. Liability limitation agreements</p> <p>An agreement to limit liability of Clause 1 of Article 423 of the Company Law has been concluded between Mr. Aizou Murakami and the Company, and the ceiling of the indemnity based on fore mentioned agreement shall be the minimum amount stipulated by laws and regulations. If he is reelected as Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to continue with the above liability limitation agreement.</p> <p>4. Number of years since the candidate for External Audit & Supervisory Board Member assumed office as External Audit & Supervisory Board Member of the Company</p> <p>The term of office of Mr. Aizou Murakami as External Audit & Supervisory Board Member will be four (4) years at the close of this General Meeting.</p>	

(Note) There are no special interests between each candidate and the Company.

End

Instructions for Exercise of Voting Rights via the Internet, etc.

If exercising voting rights via the Internet, etc., please understand the following items.

1. About the Voting Rights Exercise Website

Exercise of voting rights is only possible via the voting rights exercise website below, designated by the Company.

Voting Rights Exercise Website Address:

<http://www.web54.net>

* It is also possible to use a mobile phone that can read barcodes to scan the “QR Code” shown to the right to access the voting rights exercise website. Additionally, concerning how to navigate the website, please consult the user manual for your phone.



(QR Code is a registered trademark of DENSO WAVE CORPORATION)

2. About Exercise of Voting Rights

- (1) When exercising voting rights via the Internet, please use the “Voting rights exercise code” and “Password” shown on the attached Voting Rights Exercise Form and follow the instruction on screen to register your vote for or against the proposals.
- (2) The deadline to exercise voting rights is Tuesday, June 28, 2016 at 5:45 p.m., and we ask that you exercise at an early time.
- (3) If you exercise your voting rights multiple times, the most recent one to reach the Company will be considered a valid exercise of voting rights. Furthermore, if an exercise of voting rights via the Internet, etc., and an exercise of voting rights via writing arrive on the same day, the exercise of voting rights via the Internet, etc., will be deemed valid.
- (4) Please understand that the shareholder is solely responsible for any expenses incurred while accessing the voting rights exercise website, such as service provider connection fees and communications fees to telecommunications providers (telephone fees, etc.).

3. About the Password and the Voting Rights Exercise Code

- (1) The temporary password is an important means of verifying whether the person voting is a legitimate shareholder. Please maintain this password as strictly confidential in the same manner as a registered seal or a personal identification number.
- (2) Incorrectly inputting the password more than a certain number of times will disable it. To request reissuance of your password, please follow the on screen instructions.
- (3) The voting rights exercise code printed on the Voting Rights Exercise Form is valid only for this General Meeting.

4. About System Requirements

If exercising your voting rights via the Internet, please confirm the following points about your system.

- (1) Via the website for personal computers
 - a. Monitor resolution of at least 800 x 600 (SVGA).
 - b. The following applications installed.
 - (a). Microsoft® Internet Explorer Ver. 5.01 SP2 or later as a web browser
 - (b). Adobe® Acrobat® Reader® Ver. 4.0 or later or Adobe® Reader® PDF Ver. 6.0 or later as a PDF file browser

*Internet Explorer is a registered trademark or trademark of US-based Microsoft Corporation in the US and other countries, and Adobe® Acrobat® Reader® and Adobe® Reader® are registered trademarks or trademarks of US-based Adobe Systems Incorporated in the US and other countries.

*Any of the above software can be downloaded free of charge from the website of the respective companies.
 - c. If “pop-up blocker” functions are enabled in the web browser or add-in tools, etc., please disable (or temporarily disable) this function, and for privacy settings, please enable “Cookies” for the voting rights exercise website.
 - d. If you are unable to connect to the above website, it is possible that your connection to the Internet may be limited due to firewalls, proxy servers, or security software, etc., and it is recommended to confirm the settings of these programs.
- (2) Via the website for mobile phone devices

A device that enabled with 128bit SSL (Secure Socket Layer) transmission capability.

Furthermore, it is also possible to use full browser functions on mobile phones (including smartphones) to exercise voting rights, but there may be cases where use is not possible, depending upon the device.

5. Inquiries Regarding Controlling the Personal Computer, etc.

(1) If you are unsure about how to use your personal computer or mobile phone, etc., to exercise voting rights via the designated website, please contact the following for support:

Sumitomo Mitsui Trust Bank, Stock Transfer Agency Web Support Dedicated Hotline
[Telephone] 0120 (652) 031 (open from 9 a.m. to 9 p.m. Japan time)

(2) For other inquiries, please contact the following:

a. Shareholders with an account at a securities company

For shareholders with an account at a securities company, please contact your securities company.

b. Shareholders without an account at a securities company (Shareholders with designated accounts)

Sumitomo Mitsui Trust Bank, Stock Transfer Administrative Center

[Telephone] 0120 (782) 031

(open from 9 a.m. to 5 p.m. Japan time, closed on weekends and holidays)

6. About use of the Voting Rights Exercise Platform (For Institutional Investors)

For this General Meeting, institutional investors may also utilize the “Voting Rights Exercise Platform” operated by ICJ, Inc. to exercise voting rights via electromagnetic method.

End