

Securities Code: 9474
May 27, 2016

**NOTICE OF THE 56TH ORDINARY GENERAL MEETING
OF SHAREHOLDERS OF ZENRIN CO., LTD.**

Dear Shareholders,

First of all, we would like to express our heartfelt sympathy to those who have been affected by the Kumamoto Earthquake that struck this April. We sincerely hope that afflicted areas will undergo quick recovery.

This is to notify you of the 56th Ordinary General Meeting of Shareholders of Zenrin Co., Ltd. to be held as described below. We are looking forward to your attendance at the meeting.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please read the Reference Documents for the Ordinary General Meeting of Shareholders attached hereto, confirm the “Instructions concerning Exercise of Voting Rights, etc.” (on pages 52 and 53) and **exercise your voting rights no later than 5:30 p.m., Thursday, June 16, 2016.**

[If you wish to exercise your voting rights by postal mail]

Please indicate your approval or disapproval of each proposal on the enclosed Form for Exercising Voting Rights and send the Form back to us, making sure that it will arrive by the aforementioned exercise deadline.

[If you wish to exercise your voting rights over the Internet]

Please confirm the “Instructions concerning Exercise of Voting Rights over the Internet” (page 53) and enter your vote for or against each proposal by the aforementioned exercise deadline.

Yours very truly,
Zenshi Takayama
President & C.E.O.
Zenrin Co., Ltd.

1-1-1, Muromachi, Kokurakita-ku, Kitakyushu-shi

Notice

1. Date: 10:00 a.m., Friday, June 17, 2016 (reception will open at 9:00 a.m.)
2. Place: Royal Hall, 4th floor, Rihga Royal Hotel Kokura,
2-14-2, Asano, Kokurakita-ku, Kitakyushu-shi, Fukuoka-ken, Japan
(Please see the map at the end of this note.)

3. Agenda

- Matters to report:
- i) The Business Report, consolidated financial statements and the Audit Reports of the Independent Auditors and Board of Auditors for consolidated financial statements for the 56th fiscal year (from April 1, 2015 to March 31, 2016)
 - ii) The non-consolidated financial statements and the contents thereof for the 56th fiscal year (from April 1, 2015 to March 31, 2016)
- Matters to be resolved:
- Proposal 1: Appropriation of retained earnings
 - Proposal 2: Partial amendments to the Articles of Incorporation
 - Proposal 3: Election of seven (7) directors (excluding directors serving as Audit and Supervisory Committee members)
 - Proposal 4: Election of three (3) directors serving as Audit and Supervisory Committee members
 - Proposal 5: Election of one (1) substitute director serving as an Audit and Supervisory Committee member
 - Proposal 6: Determination of amount of remuneration of directors (excluding directors serving as Audit and Supervisory Committee members)
 - Proposal 7: Determination of amount of remuneration of directors serving as Audit and Supervisory Committee members
 - Proposal 8: Introduction of share-based payment system for directors

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- * For those attending, please present the enclosed Form for Exercising Voting Rights at the reception desk upon arrival. Please also bring this Notice with you to help us save resources.
 - * After the general meeting of shareholders, a get-together for shareholders will be held. We welcome you to attend the get-together.
 - * At the general meeting of shareholders, we will follow the “Cool Biz” (light clothing) dress code; shareholders are also encouraged to wear clothing made of lighter materials.
 - * The following matters among those to be presented on attached documents are presented on the Company’s website (<http://www.zenrin.co.jp/ir/stock/meeting.html>) under laws and regulations and the provision of Article 16 of the Company’s Articles of Incorporation, and are therefore not stated in these attached documents.
 - (1) “Systems to Ensure Appropriate Operations and Their Implementation Status” in the Business Report
 - (2) “Basic Policy Regarding Control of the Company” in the Business Report
 - (3) “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
 - (4) “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Therefore, the documents attached to this notice constitute only part of the consolidated and non-consolidated financial statements audited by the accounting auditor in preparing its accounting audit report and part of the business report, consolidated and non-consolidated financial statements audited by the auditor in preparing their audit report.

- * Any changes in the Business Report, consolidated or non-consolidated financial statements or the Reference Documents for the Ordinary General Meeting of Shareholders will be reported on the Company's website (<http://www.zenrin.co.jp/soukai.html>).

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal 1: Appropriation of retained earnings

We hereby propose the appropriation of retained earnings as follows:

Year-end dividends

We hereby propose the distribution of the year-end dividends for the 56th fiscal year as follows in consideration of the track record in the present fiscal year and our forecast of the future business development according to the policy stated in “1. Situation regarding the Company’s Operations, (5) Policy for Dividends, etc.” (page 31).

(1) Type of distributed assets

Dividends will be paid in cash.

(2) Allocation and total amount of the dividends

We propose that the amount of dividend per common share to be ¥17.

The total amount of dividends in this case would be ¥ 623,679,918.

Given that ¥15.50 per share has been paid as an interim dividend, the annual dividend for the present fiscal year will be ¥32.50 per share.

(3) Date when the appropriation of retained earnings becomes effective

We propose to make this date June 20, 2016.

Proposal 2: Partial amendments to the Articles of Incorporation

1. Reasons for the amendments

- (1) The Company intends to transform into a “company with audit and supervisory committee” as newly established by the Act Partially Amending the Companies Act, which came into effect on May 1, 2015, in order to strengthen the functions of auditing and supervising the compliance and appropriateness of directors’ execution of duties, speed up the decision-making process and thereby bring about even stronger corporate governance and more enhanced corporate value. For this purpose, necessary amendments will be made, such as establishing new provisions on the Audit and Supervisory Committee and its members.
- (2) In conjunction with changes in the scope of officers, etc. with whom an agreement limiting liability may be concluded pursuant to the Act Partially Amending the Companies Act, Article 30 of the existing Articles of Incorporation will be amended to enable the Company to enter into an agreement to limit the liability for damages also with directors who are not executive directors, etc. so that they can fully fulfill the roles they are expected to perform.
The consent of each auditor has been obtained for this amendment.
- (3) For a flexible dividend policy and capital policy, a new provision will be established to enable the distribution of surplus, etc. by resolution of the Board of Directors, and Articles 7 and 45 of the existing Articles of Incorporation will be deleted as they will overlap with said provision.
This amendment will not eliminate the General Meeting of Shareholders’ authority to determine the distribution of surplus.
- (4) Article 2 of the existing Articles of Incorporation will be amended in order to adapt to the diversification of the Company’s business domains and to make its business purpose reflect the realities.
- (5) In addition to the above, the provisions will be renumbered and other revisions will be made in line with the amendments and deletions referred to above.

2. Description of the amendments

The amendments are as described below.
Provisions of the existing Articles of Incorporation that are not subject to amendments have been omitted.
Amendments to the Articles of Incorporation pertaining to this Proposal shall come into effect at the close of this General Meeting of Shareholders.

(Amended text is underlined.)

Existing Articles of Incorporation	Draft Amendment
Chapter 1: General Rules	Chapter 1: General Rules
<p>Article 2: Purpose The purpose of the Company is to carry out the following businesses:</p> <ul style="list-style-type: none"> 1. <u>Design, publication</u> and sale of residential maps, other maps, <u>books and other printed materials</u>; 2. to 14. (Omitted) 	<p>Article 2: Purpose The purpose of the Company is to carry out the following businesses:</p> <ul style="list-style-type: none"> 1. <u>Design, creation</u> and sale of residential maps, other maps, <u>map-related products, etc.</u>; 2. to 14. (Unchanged)

Existing Articles of Incorporation	Draft Amendment
<p>Article 4: Bodies The Company shall place the following bodies in addition to the General Meetings of Shareholders and directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Auditors</u> 3. <u>Board of Auditors</u> 4. Accounting auditors <p style="text-align: center;">Chapter 2: Shares</p> <p>Article 7: Acquisition of Own Shares <u>The Company may acquire its own shares through market transactions or otherwise with resolution of the Board of Directors in accordance with the provision of paragraph 2, Article 165 of the Companies Act.</u></p> <p>Article 8 to Article 12 (Omitted)</p> <p style="text-align: center;">Chapter 2-2: Preferred Shares</p> <p>Article 12-2 to Article 12-4 (Omitted)</p> <p>Article 12-5: General Meeting of Holders of Class Shares</p> <ol style="list-style-type: none"> (1) (Omitted) (2) The provision of <u>Article 14</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares in cases where matters to be resolved at the Ordinary General Meeting of Shareholders require not only the resolution of the Ordinary General Meeting of Shareholders but also the resolution of the General Meeting of holders of class shares. (3) The provisions of <u>Articles 15, 16, 18 and 19</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares. (4) The provision of paragraph 2 of <u>Article 17</u> shall be applied <i>mutatis mutandis</i> to the resolution of the General Meeting of holders of class shares under the provision of paragraph 2 of Article 324 of the Companies Act. <p>Article 12-6 to Article 12-7 (Omitted)</p>	<p>Article 4: Bodies The Company shall place the following bodies in addition to the General Meetings of Shareholders and directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) 3. Accounting auditors <p style="text-align: center;">Chapter 2: Shares</p> <p>(Deleted)</p> <p>Article 7 to Article 11 (Unchanged)</p> <p style="text-align: center;">Chapter 2-2: Preferred Shares</p> <p>Article 11-2 to Article 11-4 (Unchanged)</p> <p>Article 11-5: General Meeting of Holders of Class Shares</p> <ol style="list-style-type: none"> (1) (Unchanged) (2) The provision of <u>Article 13</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares in cases where matters to be resolved at the Ordinary General Meeting of Shareholders require not only the resolution of the Ordinary General Meeting of Shareholders but also the resolution of the General Meeting of holders of class shares. (3) The provisions of <u>Articles 14, 15, 17 and 18</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares. (4) The provision of paragraph 2 of <u>Article 16</u> shall be applied <i>mutatis mutandis</i> to the resolution of the General Meeting of holders of class shares under the provision of paragraph 2 of Article 324 of the Companies Act. <p>Article 11-6 to Article 11-7 (Unchanged)</p>

Existing Articles of Incorporation	Draft Amendment
<p>Article 12-8: Other Matters The Company shall determine matters concerning class 1 preferred shares by a resolution of the Board of Directors before issuing class 1 preferred shares, in addition to having such matters stipulated in Article <u>12-2</u> through Article 12-7.</p> <p>Article 13 to Article 19 (Omitted)</p> <p>Chapter 4: Directors and Board of Directors</p> <p>Article 20: Number of Directors and Method of Election</p> <p>(1) The number of directors of the Company shall be no more than twelve (12). Directors shall be elected at the General Meeting of Shareholders.</p> <p>(2) (Omitted)</p> <p>Article 21 (Omitted)</p> <p>Article 22: Term of Office of Directors</p> <p>(1) The term of office of directors shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within <u>two (2)</u> years after the election.</p> <p>(New)</p>	<p>Article 11-8: Other Matters The Company shall determine matters concerning class 1 preferred shares by a resolution of the Board of Directors before issuing class 1 preferred shares, in addition to having such matters stipulated in Article <u>11-2</u> through Article 11-7.</p> <p>Article 12 to Article 18 (Unchanged)</p> <p>Chapter 4: Directors and Board of Directors</p> <p>Article 19: Number of Directors and Method of Election</p> <p>(1) The number of directors of the Company (<u>excluding directors serving as Audit and Supervisory Committee members</u>) shall be no more than twelve (12), <u>and the number of directors serving as Audit and Supervisory Committee members shall be no more than five (5)</u>. Directors shall be elected at the General Meeting of Shareholders <u>by distinguishing between directors serving as Audit and Supervisory Committee members and other directors</u>.</p> <p>(2) (Unchanged).</p> <p>Article 20 (Unchanged)</p> <p>Article 21: Term of Office of Directors</p> <p>(1) The term of office of directors (<u>excluding directors serving as Audit and Supervisory Committee members</u>) shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within <u>one (1)</u> year after the election.</p> <p>(2) The term of office of directors serving as <u>Audit and Supervisory Committee members shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within two (2) years after the election</u>.</p>

Existing Articles of Incorporation	Draft Amendment
<p>(2) <u>The term of office of a director who assumes office to fill a vacancy or to increase the number shall expire at the time when the term of remaining incumbents expires.</u></p> <p>(New)</p> <p>Article 23: Executive Directors The Company may, among directors, have one Director President, and when necessary one Director Chairman and some number of Director Vice Chairman, Director Vice Presidents, Senior Managing Directors and Managing Directors by a resolution of the Board of Directors.</p> <p>Article 26: Convocation Procedures for Meetings of the Board of Directors The notification to convene a meeting of the Board of Directors shall be issued to directors <u>and auditors</u> three (3) days before the date of the meeting. If there is an urgent need, however, this period of days may be shortened.</p>	<p>(3) <u>The term of office of a director serving as an Audit and Supervisory Committee member who assumes office to fill a vacancy resulting from the resignation of a director serving as an Audit and Supervisory Committee member before the expiry of his/her term of office shall expire at the time when the term of office of the director serving as Audit and Supervisory Committee member who resigned would have expired.</u></p> <p>Article 22: Effect of Appointment to Substitute Director serving as Audit and Supervisory Committee Member <u>The effect of appointment to a substitute director serving as an Audit and Supervisory Committee member shall expire at the opening of the Ordinary General Meeting of Shareholders for the last business year that ends within two (2) years after the election.</u></p> <p>Article 23: Executive Directors The Company may, among directors (<u>excluding directors serving as Audit and Supervisory Committee members</u>), have one Director President, and when necessary one Director Chairman and some number of Director Vice Chairman, Director Vice Presidents, Senior Managing Directors and Managing Directors by a resolution of the Board of Directors.</p> <p>Article 26: Convocation Procedures for Meetings of the Board of Directors The notification to convene a meeting of the Board of Directors shall be issued to directors <u>by at least</u> three (3) days before the date of the meeting. If there is an urgent need, however, this period of days may be shortened.</p>

Existing Articles of Incorporation	Draft Amendment
<p>(New)</p> <p>Article 28: Minutes of the Meetings of the Board of Directors Minutes of the meeting of the Board of Directors shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the chairperson, directors <u>and auditors</u> present thereat shall affix their signatures thereto or their names and seals thereon.</p> <p>Article 29: Remuneration, etc. of Directors Directors' remuneration, bonus and other financial benefits received from the Company in consideration of their performance (<u>hereinafter referred to as "Remuneration, etc."</u>) shall be determined by a resolution of the General Meeting of Shareholders.</p> <p>Article 30: Exemption from Liabilities of Directors (1) (Omitted) (2) The Company may, pursuant to paragraph 1 of Article 427 of the Companies Act, enter into an agreement with <u>outside directors</u> which sets forth the limited liability for damages resulting from neglect of duty, provided that the maximum liability based on the relevant agreement shall be <u>the higher of 10 million yen or</u> the amount defined by laws and regulations.</p>	<p>Article 28: Delegation to Directors <u>The Company may, pursuant to paragraph 6 of Article 399-13 of the Companies Act, delegate all or some of decisions on the execution of important operations (excluding matters set forth in each item of paragraph 5 of said Article) to directors by a resolution of the Board of Directors.</u></p> <p>Article 29: Minutes of the Meetings of the Board of Directors Minutes of the meeting of the Board of Directors shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the chairperson and directors present thereat shall affix their signatures thereto or their names and seals thereon.</p> <p>Article 30: Remuneration, etc. of Directors Directors' remuneration, bonus and other financial benefits received from the Company in consideration of their performance shall be determined by a resolution of the General Meeting of Shareholders <u>by distinguishing between directors serving as Audit and Supervisory Committee members and other directors.</u></p> <p>Article 31: Exemption from Liabilities of Directors (1) (Unchanged) (2) The Company may, pursuant to paragraph 1 of Article 427 of the Companies Act, enter into an agreement with <u>directors (excluding those who are executive directors, etc.)</u> which sets forth the limited liability for damages resulting from neglect of duty, provided that the maximum liability based on the relevant agreement shall be the amount defined by laws and regulations.</p>

Existing Articles of Incorporation	Draft Amendment
Chapter 5: <u>Auditors and Board of Auditors</u>	Chapter 5: <u>Audit and Supervisory Committee</u>
<p><u>Article 31: Number and Election Method of Auditors</u></p> <p>(1) <u>The number of auditors of the Company shall be no more than five (5). Auditors shall be elected at the General Meeting of Shareholders.</u></p> <p>(2) <u>Resolution on election of auditors shall require the majority of the voting rights of the shareholders present at the meeting at which shareholders holding one-third or more of voting rights of the shareholders entitled to vote are present.</u></p>	(Deleted)
<p><u>Article 32: Effect of Appointment As Substitute Auditor</u></p> <p><u>The effect of appointment as a substitute auditor shall expire upon the opening of the Ordinary General Meeting of Shareholders for the last business year ending within four (4) years after the election to office of said substitute auditor.</u></p>	(Deleted)
<p><u>Article 33: Term of Office of Auditors</u></p> <p>(1) <u>The term of office of auditors shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within four (4) years after the election.</u></p> <p>(2) <u>The term of office of the auditor who assumes office to fill a vacancy after an auditor retired during his or her term shall be the same as the remaining period of the retired auditor.</u></p>	(Deleted)
<p><u>Article 34: Full-time Auditors</u></p> <p><u>The Board of Auditors shall, by its resolution, elect one or more full-time auditors.</u></p>	(Deleted)
<p><u>Article 35: Procedure for Convocation of the Meeting of the Board of Auditors</u></p> <p><u>The meeting of the Board of Auditors shall be convened by sending a notice thereof to each auditor by at least three (3) days before the date of the meeting; provided, however, that said period may be shortened in the event of an emergency.</u></p>	(Deleted)

Existing Articles of Incorporation	Draft Amendment
<p>Article 36: Method of Resolution of Board of Auditors <u>Except as otherwise provided in laws and regulations, resolutions of the Board of Auditors shall be adopted by a majority of auditors.</u></p>	(Deleted)
<p>Article 37: Minutes of the Meetings of the Board of Auditors <u>Minutes of the meeting of the Board of Auditors shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the auditors present thereat shall affix their signatures thereto or their names and seals thereon.</u></p>	(Deleted)
<p>Article 38: Remuneration, etc. of Auditors <u>Auditors' remuneration, etc. shall be determined by a resolution of the General Meeting of Shareholders.</u></p>	(Deleted)
<p>Article 39: Exemption from Liabilities of Auditors (1) <u>The Company may, pursuant to paragraph 1 of Article 426 in the Companies Act, exempt auditors (including former auditors) from their liability for damages resulting from neglect of duty to the extent permitted by laws and regulations by a resolution of the Board of Directors.</u> (2) <u>The Company may, pursuant to paragraph 1 of Article 427 of the Companies Act, enter into an agreement with outside auditors which sets forth the limited liability for damages resulting from neglect of duty, provided that the maximum liability based on the relevant agreement shall be the higher of 5 million yen or the amount defined by laws and regulations.</u></p>	(Deleted)
(New)	<p>Article 32: Full-time Member of Audit and Supervisory Committee (1) <u>The Audit and Supervisory Committee may, by its resolution, elect a full-time member of the Audit and Supervisory Committee from among members of the Audit and Supervisory Committee.</u></p>

Existing Articles of Incorporation	Draft Amendment
(New)	<p><u>Article 33: Procedure for Convocation of the Meeting of the Audit and Supervisory Committee</u> <u>The meeting of the Audit and Supervisory Committee shall be convened by sending a notice thereof to each Audit and Supervisory Committee member by at least three (3) days before the date of the meeting; provided, however, that said period may be shortened in the event of an emergency.</u></p>
(New)	<p><u>Article 34: Method of Resolution of the Audit and Supervisory Committee</u> <u>Resolutions of the Audit and Supervisory Committee shall be adopted by a majority of Audit and Supervisory Committee members present at the meeting at which the majority of Audit and Supervisory Committee members are present.</u></p>
(New)	<p><u>Article 35: Minutes of the Meetings of the Audit and Supervisory Committee</u> <u>Minutes of the meeting of the Audit and Supervisory Committee shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the Audit and Supervisory Committee members present thereat shall affix their signatures thereto or their names and seals thereon.</u></p>
<p style="text-align: center;">Chapter 6: Accounting Auditors</p> <p><u>Article 40</u> to <u>Article 41</u> (Omitted)</p> <p><u>Article 42: Remuneration, etc. of Accounting Auditors</u> Remuneration, etc. of accounting auditors shall be determined by Representative Directors with the consent of the <u>Board of Auditors</u>.</p> <p style="text-align: center;">Chapter 7: Calculation</p> <p><u>Article 43</u> (Omitted)</p>	<p style="text-align: center;">Chapter 6: Accounting Auditors</p> <p><u>Article 36</u> to <u>Article 37</u> (Unchanged)</p> <p><u>Article 38: Remuneration, etc. of Accounting Auditors</u> Remuneration, etc. of accounting auditors shall be determined by Representative Directors with the consent of the <u>Audit and Supervisory Committee</u>.</p> <p style="text-align: center;">Chapter 7: Calculation</p> <p><u>Article 39</u> (Unchanged)</p>

Existing Articles of Incorporation	Draft Amendment
<p>(New)</p> <p>Article 44: Record Date of Distribution of Surplus (1) The record date of year-end dividends of the Company shall be March 31 of each year. (New) (2) The Company may distribute surplus by setting a record date in addition to <u>the one indicated in the preceding paragraph</u></p> <p>Article 45: Payment of Interim Dividends <u>The Company may, by a resolution of the Board of Directors, distribute interim dividends, for which the record date shall be September 30 of each year.</u></p> <p>Article 46 (Omitted) (New)</p>	<p>Article 40: Decision-making Body on Distribution of Surplus, etc. <u>The Company may, by a resolution of the Board of Directors, decide the matters prescribed in each item of paragraph 1 of Article 459 of the Companies Act such as the distribution of surplus, except as otherwise provided in laws and regulations.</u></p> <p>Article 41: Record Date of Distribution of Surplus (1) The record date of year-end dividends of the Company shall be March 31 of each year. (2) <u>The record date of interim dividends of the Company shall be September 30 of each year.</u> (3) The Company may distribute surplus by setting a record date in addition to <u>those indicated in the preceding two paragraphs.</u></p> <p>(Deleted)</p> <p>Article 42 (Unchanged)</p> <p><u>Supplementary Provisions</u></p> <p><u>Transitional Measures regarding Exemption of Auditors from Liability</u></p> <p>1. <u>The Company may, by a resolution of the Board of Directors, exempt auditors (including former auditors) from their liability for damages under paragraph 1 of Article 423 of the Companies Act in relation to acts before the close of the 56th Ordinary General Meeting of Shareholders to the extent permitted by laws and regulations.</u></p> <p>2. <u>The Company shall be governed by the provision of paragraph 2 of Article 39 of the pre-amendment Articles of Incorporation by a resolution of the 56th Ordinary General Meeting of Shareholders with respect to agreements limiting liability for damages under paragraph 1 of Article 423 of the Companies Act in relation to acts by outside auditors (including former outside auditors) before the close of said Ordinary General Meeting of Shareholders.</u></p>

Proposal 3: Election of seven (7) directors (excluding directors serving as Audit and Supervisory Committee members)

If Proposal 2 “Partial amendments to the Articles of Incorporation” is approved in its original form, the Company will become a “company with audit and supervisory committee”, and all seven (7) directors will leave office due to the expiry of their terms of office at the time when the amendments to the Articles of Incorporation come into effect. Accordingly, we hereby propose the election of seven (7) directors (excluding directors serving as Audit and Supervisory Committee members) after the Company’s transition to a “company with audit and supervisory committee”.


The resolution of this Proposal shall come into effect conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 “Partial amendments to the Articles of Incorporation” coming into effect.


The candidates for directors (excluding directors serving as Audit and Supervisory Committee members) are as follows.


Candidate Number	Name	Current Position at the Company	Attendance at Meetings of Board of Directors (Attendance Rate)
1	Masao Osako Reappointment	Chairman, Director	16 out of 16 meetings (100%)
2	Zenshi Takayama Reappointment	President and CEO, Representative Director	16 out of 16 meetings (100%)
3	Junya Amita Reappointment	Executive Vice President, Representative Director	15 out of 16 meetings (93%)
4	Jun Kashiwagi Reappointment	Managing Director	16 out of 16 meetings (100%)
5	Masuo Osako Reappointment	Director	13 out of 16 meetings (81%)
6	Tatsuhiko Shimizu Reappointment	Director	15 out of 16 meetings (93%)
7	Kiyoaki Shiotsugu Reappointment Outside director Independent officer	Director	16 out of 16 meetings (100%)


Notes:


- Attendance at the meetings of the Board of Directors convened in the fiscal year ended March 31, 2016 is shown. Of note, in addition to the above, a resolution in writing was made once by the Board of Directors pursuant to Article 370 of the Companies Act.
- There is no interest to be stated between the above candidates and the Company.


1	Masao Osako (Born on Nov. 15, 1955)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 477,077 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1979: Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.) Jun. 1992: Director & head of Tokyo Office of the Company Jun. 1995: Managing Director & head of Osaka Branch of the Company Jul. 1997: Advisor to the Company Jul. 1999: Executive officer & General Manager of President's Office and Tokyo Office of the Company Apr. 2001: Executive officer & General Manager of President's Office of the Company Jun. 2001: Vice Chairman, Director of the Company Jun. 2006: Vice Chairman, Representative Director of the Company Apr. 2008: Vice Chairman, Director of the Company Apr. 2011: Chairman, Director of the Company (incumbent position)	
<Reason for Nomination> The candidate has long been engaged in liaison activities at the core of management since joining the Company, and has assumed office as Chairman, Director since April 2011 after having served as Vice Chairman, Director, etc. We nominated him as a candidate for Director again due to his wealth of experience and knowledge as a member of the management team of the Group.		


2	Zenshi Takayama (Born on Apr. 24, 1962)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 6,000 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1986: Joined the Company Apr. 2004: Senior General Manager of Sales Division of the Company Apr. 2005: General Manager of Management Strategy Office of the Company Apr. 2006: Head of Sales Division of the Company Jun. 2006: Director & head of Sales Division of the Company Apr. 2008: President and CEO, Representative Director of the Company (incumbent position) General Manager of Management Strategy Office of the Company Apr. 2013: General Manager of Zenrin Information Platform Business Development Office of the Company Apr. 2016: General Manager of Corporate Planning Office of the Company (incumbent position)	
<Reason for Nomination> The candidate has been primarily engaged in the sales division since joining the Company, and has assumed office as President and CEO, Representative Director since April 2008 after having served as Head of Sales Division, etc. We nominated him as a candidate for Director again as he has been demonstrating leadership in fulfilling the "ZENRIN GROWTH PLAN 2020", a medium/long-term management plan which he formulated in May 2015.		

3	Junya Amita (Born on Jun. 23, 1959)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 10,000 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Jan. 1984: Joined the Company Apr. 2004: Head of ITS Business Division of the Company Jun. 2004: Director & head of ITS Business Division of the Company Apr. 2005: Managing Director & head of ITS Business Division of the Company Apr. 2006: Managing Director in charge of Management Planning Office and ITS-related Business of the Company Apr. 2007: Managing Director in charge of ITS-related Business & head of Production & Development Division of the Company Apr. 2008: Executive Vice President, Representative Director of the Company (incumbent position) Apr. 2010: General Manager of Technical Planning Office of the Company Jul. 2010: General Manager of Information System Office of the Company	
<Reason for Nomination> The candidate has been primarily engaged in the production and development division since joining the Company, and has assumed office as Executive Vice President, Representative Director since April 2008 after having served as head of ITS Business Division, etc. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of map database development on which the Company's businesses are based, having been in charge of the Technical Planning Office, etc.		

4	Jun Kashiwagi (Born on Nov. 2, 1954)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 6,000 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1977: Joined Kabushiki-kaisha Nishi-nippon Sogo Ginko (current Nishi-Nippon City Bank, Ltd.) Jul. 2000: Seconded to the Company Apr. 2004: Senior General Manager of Administration Division of the Company Nov. 2004: Joined the Company Apr. 2005: General Manager of Executive Office of the Company Jun. 2005: Director & General Manager of Executive Office of the Company Apr. 2007: Director & Senior General Manager of Administration Division of the Company Apr. 2008: Director & head of Administration Division of the Company Apr. 2009: Director & General Manager of Governance Office of the Company Apr. 2010: Managing Director of the Company (incumbent position) Nov. 2011: General Manager of Internal Audit Office of the Company Apr. 2014: General Manager of Executive Office of the Company (incumbent position)	
<Reason for Nomination> The candidate has been primarily engaged in the administration division since joining the Company, and has assumed office as Managing Director since April 2010 after having served as General Manager of Executive Office, etc. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of accounting, finance and governance.		

5	Masuo Osako (Born on Jul. 30, 1953)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 604,716 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1977: Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.) Mar. 1980: Director of the Company Mar. 1986: Managing Director & head of plant at headquarters of the Company Apr. 1991: Senior Managing Director of the Company Jun. 1992: Director of the Company (incumbent position) <Significant concurrent position> Chairman, Director of Zenrin Printex Co., Ltd.	
<Reason for Nomination> The candidate has long been engaged in the production division since joining the Company, and has assumed office as Director since June 1992 after having served as head of plant at headquarters, Senior Managing Director, etc. He also currently serves as Chairman, Director of Zenrin Printex Co., Ltd. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of management of the Group in general.		

6	Tatsuhiko Shimizu (Born on Jan. 20, 1964)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 5,900 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1986: Joined the Company Jun. 2000: Vice President of Zenrin USA, Inc. Apr. 2002: Seconded to Zenrin DataCom Co., Ltd. Jun. 2002: Director of Zenrin DataCom Co., Ltd. Apr. 2003: Transferred to Zenrin DataCom Co., Ltd. Apr. 2003: Executive Vice President & Director of Zenrin DataCom Co., Ltd. Jun. 2006: Director of the Company (incumbent position) <Significant concurrent position> President and CEO, Representative Director of Zenrin DataCom Co., Ltd.	
<Reason for Nomination> The candidate has been primarily engaged in the sales division since joining the Company. After serving as Vice President of Zenrin USA, Inc., he was seconded in April 2002 to Zenrin DataCom Co., Ltd., where he now serves as President and CEO, Representative Director. He has contributed to the enhancement of synergies within the Group in the business field since assuming office as Director of the Company in June 2006. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of management of the Group in general.		

7	Kiyoaki Shiotsugu (Born on Oct. 8, 1947)	<div style="text-align: right;"> Reappointment Outside director Independent officer </div> Number of the Company's shares held: 0 shares Number of years of service as outside director: 2 years
	<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Apr. 1992: Professor in the Faculty of Business Administration at Matsuyama University</p> <p>Apr. 1993: Professor in the School of Economics at Kyushu University</p> <p>Jun. 2001: Director of Kyushu TLO Company Limited</p> <p>Apr. 2003: Head of the Department of Business and Technology Management, Graduate School of Economics, Kyushu University (Kyushu University Business School-QBS)</p> <p>Mar. 2011: Professor emeritus at Kyushu University</p> <p>Apr. 2011: Professor in the International College of Arts and Sciences at Fukuoka Women's University</p> <p>Apr. 2012: Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women's University (incumbent position)</p> <p>Jun. 2014: Outside Director of the Company (incumbent position)</p> <p><Significant concurrent position> Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women's University</p>	
<p><Reason for Nomination> The candidate, since his appointment to outside director in June 2014, has given advice, conducted supervision, etc. on the management of the Company in general from an independent standpoint as an expert in business administration. We nominated him as a candidate for Outside Director again as he can be expected to enhance the Company's corporate governance, due to his wealth of experience in and knowledge of corporate management.</p> <p><Special notes concerning outside director></p> <ul style="list-style-type: none"> • The Company, pursuant to the provision of paragraph 1 of Article 427 of the Companies Act, has concluded an agreement with the candidate to limit the liability for damages under paragraph 1 of Article 423 of said Act. The amount of liability for damages pursuant to said agreement is limited to ten (10) million yen or the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act, whichever is higher. <p>If the election of the candidate is approved as proposed, the Company plans to enter into an agreement with the candidate to limit the liability for damages under said agreement to the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act, conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 "Partial amendments to the Articles of Incorporation" coming into effect.</p> <ul style="list-style-type: none"> • The Company has filed the designation of the candidate as an independent officer of the Company with both the Tokyo Stock Exchange and the Fukuoka Stock Exchange. 		

Proposal 4: Election of three (3) directors serving as Audit and Supervisory Committee members

If Proposal 2 “Partial amendments to the Articles of Incorporation” is approved in its original form, the Company will become a “company with audit and supervisory committee”. Accordingly, we hereby propose the election of three (3) directors serving as Audit and Supervisory Committee members.

The submission of this proposal is agreed by the Board of Auditors.


The resolution of this Proposal shall come into effect conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 “Partial amendments to the Articles of Incorporation” coming into effect.

The candidates for directors serving as Audit and Supervisory Committee members are as follows.


Candidate Number	Name	Current Position at the Company	Attendance at Meetings of Board of Directors (Attendance Rate)
1	Kazuhiko Inaba Newly appointed	Full-time Corporate Auditor	16 out of 16 meetings (100%)
2	Takahiro Tsuji Newly appointed Outside director Independent officer	Corporate Auditor	16 out of 16 meetings (100%)
3	Naoya Isoda Newly appointed Outside director Independent officer	Corporate Auditor	12 out of 12 meetings (100%)

Notes:

1. Attendance at the meetings of the Board of Directors convened in the fiscal year ended March 31, 2016 is shown. Of note, in addition to the above, a resolution in writing was made once by the Board of Directors pursuant to Article 370 of the Companies Act.
2. Mr. Naoya Isoda’s attendance at the meetings of the Board of Directors is based on the number of meetings of the Board of Directors that have been convened since his appointment to corporate auditor.
3. There is no interest to be stated between the above candidates and the Company.

1	Kazuhiko Inaba (Born on May 6, 1960)	<div style="border: 1px solid black; background-color: #e0f2f1; padding: 2px; display: inline-block;">Newly appointed</div> Number of the Company's shares held: 15,700 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
	Apr. 1984: Joined Kabushiki-kaisha Mitsui Kosakujyo (current Mitsui Hi-tech, Inc.) Aug. 2000: Joined the Company Apr. 2005: Senior General Manager of Administration Division & head of Accounting Department of the Company Jun. 2005: Director & Senior General Manager of Administration Division & head of Accounting Department of the Company Apr. 2006: Director & head of Administration Division of the Company Apr. 2007: Director & General Manager of Management Planning Office of the Company Apr. 2008: Director & General Manager of Governance Office of the Company Apr. 2009: Director & General Manager of Integrated Information System Office of the Company Apr. 2010: Director & General Manager of Information System Office of the Company Jul. 2010: Director & head of IFRS Project of the Company Apr. 2013: Director of the Company Jun. 2014: Full-time Corporate Auditor of the Company (incumbent position)	
<p><Reason for Nomination> The candidate has been primarily engaged in the accounting division since joining the Company. After having served as Senior General Manager of Administration Division, etc., he was appointed to Director, and since June 2014, he has been serving as corporate auditor of the Company. We nominated him as a candidate for Director serving as an Audit and Supervisory Committee member, as he is expected to properly execute duties as an Audit and Supervisory Committee member based on his wealth of experience in and knowledge of accounting, finance and governance.</p> <p><Special notes concerning director></p> <ul style="list-style-type: none"> If the election of the candidate is approved as proposed, the Company plans to conclude, pursuant to the provision of paragraph 1 of Article 427 of the Companies Act, an agreement with the candidate to limit the liability for damages under paragraph 1 of Article 423 of said Act, conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 "Partial amendments to the Articles of Incorporation" coming into effect. The amount of liability for damages pursuant to said agreement will be limited to the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act. 		

2	Takahiro Tsuji (Born on March 30, 1967)	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Newly appointed</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside director</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent officer</div> Number of the Company's shares held: 200 shares Number of years of service as outside corporate auditor : 3 years
	<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Oct. 1992: Joined Deloitte Touche Tohmatsu Co., Ltd. (now Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1997: Registered as a certified public accountant</p> <p>Sep. 2000: Joined Attax Co., Ltd.</p> <p>Apr. 2004: Joined ChuoAoyama Audit Corporation (changed name to Misuzu Audit Corporation)</p> <p>Aug. 2007: Joined Deloitte Touche Tohmatsu Co., Ltd. (now Deloitte Touche Tohmatsu LLC)</p> <p>Sep. 2010: Registered as a tax accountant</p> <p>Nov. 2010: Established Tsuji Accounting Office (to present)</p> <p>Jun. 2013: Outside Corporate Auditor of the Company (incumbent position)</p> <p>Aug. 2014: Established Three Stars Co., Ltd. Representative Director (incumbent position)</p> <p><Significant concurrent position> Certified public accountant and tax accountant at Tsuji Accounting Office</p>	
<p><Reason for Nomination> The candidate, since his appointment to outside corporate auditor in June 2013, has contributed to the enhancement of the Company's audit structure from a standpoint independent from the management team engaged in the execution of operations as a certified public accountant and tax accountant. We nominated him as a candidate for outside director serving as an Audit and Supervisory Committee member, as he is expected to enhance the Company's corporate governance and properly execute duties as an Audit and Supervisory Committee member based on his wealth of experience in and knowledge of corporate finance and legal affairs.</p> <p><Special notes concerning outside director></p> <ul style="list-style-type: none"> • The Company, pursuant to the provision of paragraph 1 of Article 427 of the Companies Act, has concluded an agreement with the candidate to limit the liability for damages under paragraph 1 of Article 423 of said Act. The amount of liability for damages pursuant to said agreement is limited to five (5) million yen or the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act, whichever is higher. <p>If the election of the candidate is approved as proposed, the Company plans to enter into an agreement with the candidate to limit the liability for damages under said agreement to the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act, conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 "Partial amendments to the Articles of Incorporation" coming into effect.</p> <ul style="list-style-type: none"> • The Company plans to file the designation of the candidate as an independent officer of the Company with both the Tokyo Stock Exchange and the Fukuoka Stock Exchange in the event that his election is approved. 		

3	Naoya Isoda (Born on September 10, 1977)	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Newly appointed</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside director</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent officer</div> Number of the Company's shares held: 0 shares Number of years of service as outside corporate auditor : 1 year
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Oct. 2004: Admission as attorney at law (Tokyo Bar Association) Oct. 2004: Joined Yuasa and Hara (present) Sep. 2010: Joined Dorsey & Whitney, Seattle, WA Jun. 2011: Left Dorsey & Whitney, Seattle, WA Jun. 2011: Admission as Attorney-at-law in New York Jun. 2015: Outside Corporate Auditor of the Company <Significant concurrent position> Attorney-at-law, YUASA & HARA	
<Reason for Nomination> The candidate, since his appointment to outside corporate auditor in June 2015, has contributed to the enhancement of the Company's audit structure from a standpoint independent from the management team engaged in the execution of operations as an attorney at law. We nominated him as a candidate for outside director serving as an Audit and Supervisory Committee member, as he is expected to enhance the Company's corporate governance and properly execute duties as an Audit and Supervisory Committee member based on his wealth of experience in and knowledge of corporate legal affairs, even though he has no experience participating in company management in the past. <Special notes concerning outside director> <ul style="list-style-type: none"> • The Company, pursuant to the provision of paragraph 1 of Article 427 of the Companies Act, has concluded an agreement with the candidate to limit the liability for damages under paragraph 1 of Article 423 of said Act. The amount of liability for damages pursuant to said agreement is limited to five (5) million yen or the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act, whichever is higher. If the election of the candidate is approved as proposed, the Company plans to enter into an agreement with the candidate to limit the liability for damages under said agreement to the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act, conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 "Partial amendments to the Articles of Incorporation" coming into effect. <ul style="list-style-type: none"> • The Company plans to file the designation of the candidate as an independent officer of the Company with both the Tokyo Stock Exchange and the Fukuoka Stock Exchange in the event that his election is approved. 		


Proposal 5: Election of one (1) substitute director serving as an Audit and Supervisory Committee member

If Proposal 2 “Partial amendments to the Articles of Incorporation” is approved in its original form, the Company will become a “company with audit and supervisory committee”. Accordingly, to prepare against the number of directors serving as Audit and Supervisory Committee members falling below the quorum prescribed in laws and regulations, we hereby propose the election of one (1) substitute director serving as an Audit and Supervisory Committee member.

The submission of this proposal is agreed by the Board of Auditors.

The resolution of this Proposal shall come into effect conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 “Partial amendments to the Articles of Incorporation” coming into effect.

The candidate for substitute director serving as an Audit and Supervisory Committee member is as follows.

<p>Kiyoaki Shiotsugu (Born on Oct. 8, 1947)</p>	<p>Outside director</p> <p>Independent officer</p> <p>Number of the Company’s shares held: 0 shares Attendance at meetings of Board of Directors: 16 out of 16 meetings Number of years of service as outside director: 2 years</p>
	<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Apr. 1992: Professor in the Faculty of Business Administration at Matsuyama University</p> <p>Apr. 1993: Professor in the School of Economics at Kyushu University</p> <p>Jun. 2001: Director of Kyushu TLO Company Limited</p> <p>Apr. 2003: Head of the Department of Business and Technology Management, Graduate School of Economics, Kyushu University (Kyushu University Business School-QBS)</p> <p>Mar. 2011: Professor emeritus at Kyushu University</p> <p>Apr. 2011: Professor in the International College of Arts and Sciences at Fukuoka Women’s University</p> <p>Apr. 2012: Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women’s University (incumbent position)</p> <p>Jun. 2014: Outside Director of the Company (incumbent position)</p> <p><Significant concurrent position> Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women’s University</p>
<p><Reason for Nomination> The candidate, since his appointment to outside director in June 2014, has given advice, conducted supervision, etc. on the management of the Company in general from an independent standpoint as an expert in business administration. We nominated him as a candidate for substitute outside director serving as an Audit and Supervisory Committee member, as he is expected to enhance the Company’s corporate governance and properly execute duties as an Audit and Supervisory Committee member based on his wealth of experience in and knowledge of corporate management.</p>	

<Special notes concerning outside director>

- There is no interest to be stated between the candidate and the Company.
- If the candidate is elected to Director serving as an Audit and Supervisory Committee member, the Company plans to conclude, pursuant to the provision of paragraph 1 of Article 427 of the Companies Act, an agreement with the candidate to limit the liability for damages under paragraph 1 of Article 423 of said Act, conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 “Partial amendments to the Articles of Incorporation” coming into effect. The amount of liability for damages pursuant to said agreement will be limited to the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act.

Note:

Attendance at the meetings of the Board of Directors convened in the fiscal year ended March 31, 2016 is shown. Of note, in addition to the above, a resolution in writing was made once by the Board of Directors pursuant to Article 370 of the Companies Act.

Proposal 6: Determination of amount of remuneration of directors (excluding directors serving as Audit and Supervisory Committee members)

The limit of the amount of remuneration of directors of the Company—i.e., up to 500 million yen per year—was approved at the 30th Ordinary General Meeting of Shareholders held on June 23, 1990, and has remained so to this day. If Proposal 2 “Partial amendments to the Articles of Incorporation” is approved in its original form, the Company will transform into a “company with audit and supervisory committee”. Accordingly, we propose that the current remuneration limit for directors be abolished and that the amount of remuneration of directors (excluding directors serving as Audit and Supervisory Committee members) be no more than 500 million yen per year (including 30 million yen for outside directors) in consideration of various factors such as the economic climate.

The amount of remuneration of directors (excluding directors serving as Audit and Supervisory Committee members) will not include the employee salary portion for directors doubling as employees.

There are currently seven (7) directors, including one outside director; if Proposals 2 and 3 are approved in their original form, there will be seven (7) directors (excluding directors serving as Audit and Supervisory Committee members), including one outside director.

The resolution of this Proposal shall come into effect conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 “Partial amendments to the Articles of Incorporation” coming into effect.

Proposal 7: Determination of amount of remuneration of directors serving as Audit and Supervisory Committee members

If Proposal 2 “Partial amendments to the Articles of Incorporation” is approved in its original form, the Company will transform into a “company with audit and supervisory committee”. Accordingly, we propose that the amount of remuneration of directors serving as Audit and Supervisory Committee members be no more than 200 million yen per year in consideration of various factors such as the economic climate.

If Proposals 2 and 4 are approved in their original form, there will be three (3) directors serving as Audit and Supervisory Committee members.

The resolution of this Proposal shall come into effect conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 “Partial amendments to the Articles of Incorporation” coming into effect.

Proposal 8: Introduction of share-based payment system for directors

1. Reason for the proposal

If Proposal 2 “Partial amendments to the Articles of Incorporation” is approved in its original form, the Company will transform into a “company with audit and supervisory committee”. Accordingly, we propose the introduction of a share-based payment system (hereinafter referred to as “System”) for directors not serving as Audit and Supervisory Committee members as well as directors serving as Audit and Supervisory Committee members (hereinafter collectively referred to as “Directors”).

The purpose of this Proposal is to: further clarify the relationship between Directors’ remuneration and the Company’s medium/long-term performance and stock value; make directors not serving as Audit and Supervisory Committee members (those who are executive directors) more conscious about contributing to the improvement of the Company’s medium/long-term performance and enhancement of its corporate value; and make directors not serving as Audit and Supervisory Committee members (directors who are not executive directors) and directors serving as Audit and Supervisory Committee members contribute to the enhancement of the Company’s corporate value through audit or supervision. In light of such purpose, the Company believes this Proposal is reasonable in content.

This Proposal seeks to introduce a share-based payment system for Directors separately to the limits referred to in Proposal 6 “Determination of amount of remuneration of directors (excluding directors serving as Audit and Supervisory Committee members)” and Proposal 7 “Determination of amount of remuneration of directors serving as Audit and Supervisory Committee members”. It is proposed that the details of the System regarding directors not serving as Audit and Supervisory Committee members be left to the discretion of the Board of Directors, and the details of the System regarding directors serving as Audit and Supervisory Committee members be left to the discretion of directors serving as Audit and Supervisory Committee members, within the limit referred to in 2. below.

If Proposal 3 is approved in its original form, there will be seven (7) directors not serving as Audit and Supervisory Committee members within the scope of the System (including one outside director). If Proposal 4 is approved in its original form, there will be three (3) directors serving as Audit and Supervisory Committee members within the scope of the System.

The resolution of this Proposal shall come into effect conditional upon the amendments to the Articles of Incorporation referred to in Proposal 2 “Partial amendments to the Articles of Incorporation” coming into effect.

2. Amount of remuneration in the System and information for reference

(1) Outline of the System

The System is a share-based payment system in which the Company’s shares will be acquired through a trust (hereinafter referred to as “the Trust”) by using money contributed by the Company as the source of finance, and the Company’s shares and money equivalent to the amount of the Company’s shares converted at market value (hereinafter referred to as “the Company’s shares, etc.”) are granted to Directors in accordance with the Rules on Granting of Shares to Officers prescribed by the Board of Directors of the Company (provided, however, that the establishment, revision and abolition of the section relating to directors serving as Audit and Supervisory Committee members shall require the deliberation by and the consent of directors serving as Audit and Supervisory Committee members).

The timing at which a director receives the Company’s shares, etc. shall, in principle, be when the director retires.

(2) Persons within the scope of the System

Directors not serving as Audit and Supervisory Committee members and directors serving as Audit and Supervisory Committee members

(3) Amount contributed by the Company to the Trust (amount of remuneration, etc.)

Conditional upon the approval of this Proposal, the Company will introduce the System targeted at three business years from the business year ending March 31, 2017 to the business year ending March 31, 2019 (hereinafter referred to as “Initial Target Period”; the Initial Target Period and each three-business-year period commencing after the expiry of the Initial Target Period is hereinafter referred to individually as “Target Period”) and the subsequent Target Periods, and will contribute funds to the Trust for acquiring shares to grant the Company’s shares, etc. to Directors under the System in relation to the Initial Target Period in the amount of up to 200 million yen (consisting of 190 million yen for directors not serving as Audit and Supervisory Committee members and 10 million yen for directors serving as Audit and Supervisory Committee members).

After the expiry of the Initial Target Period, the Company will additionally contribute the aforementioned funds for acquiring shares in each Target Period until the termination of the System in the amount of up to 200 million yen (consisting of 190 million yen for directors not serving as Audit and Supervisory Committee members and 10 million yen for directors serving as Audit and Supervisory Committee members).

However, in cases where such additional contribution is to be made, when there exist the Company’s shares (excluding the Company’s shares corresponding to the number of points allocated to Directors that are yet to be granted to the Directors) and money remaining in the trust assets as at the last day of the Target Period immediately before the Target Period in which such additional contribution is to be

made (hereinafter referred to as “Remaining Shares, etc.”), the sum of the amount of Remaining Shares, etc. (the Company’s shares shall be based on the book value as at the last day of the immediately preceding Target Period) and the amount of money to be additionally contributed shall be within the upper limit approved in this Proposal.

(4) Method of acquisition of the Company’s shares and the number of shares to be acquired

Acquisition of the Company’s shares by the Trust will be conducted through trading markets or by way of undertaking the disposal of treasury stock of the Company by using funds contributed according to (3) above as the source of finance.

For the Initial Target Period, up to 100,000 shares shall be acquired without delay after the establishment of the Trust.

(5) Specifics of the Company’s shares, etc. to be granted to Directors

For each business year, the Company will allocate a number of points determined based on job position, degree of attainment in terms of performance, etc. to directors not serving as Audit and Supervisory Committee members (those who are executive directors), and a number of points determined based on job position to directors not serving as Audit and Supervisory Committee members (directors who are not executive directors) and directors serving as Audit and Supervisory Committee members.

This is deemed to be reasonable as it is determined by taking all factors into consideration, such as the current level of officer remuneration paid to Directors, the trends in the number of Directors and future outlook.

In regards to the points allocated to Directors, one point will be converted at a rate of one common share of the Company upon granting the Company’s shares, etc. according to (6) below (however, if stock split, gratis allotment of shares, stock consolidation, etc. is executed with respect to the Company’s shares after a resolution to approve this Proposal has been passed, reasonable adjustments will be made to the conversion rate according to the ratio of such stock split, gratis allotment of shares, stock consolidation, etc.).

The number of points to a director that forms the basis upon granting the Company’s shares, etc. according to (6) below shall be the total number of points allocated to the director until his/her retirement (points calculated in such a manner shall hereinafter be referred to as “Final Point Count”).

(6) Timing at which the Company’s shares, etc. are granted to Directors

In cases where a director of the Company has retired and meets the beneficiary criteria prescribed in the Rules on Granting of Shares to Officers, the director shall be entitled to receive the number of the Company’s shares according to the Final Point Count determined as described in (5) above from the Trust after his/her retirement by carrying out the prescribed beneficiary determination procedures.

However, in cases where the director meets the criteria prescribed in the Rules on Granting of Shares to Officers, he/she shall receive money equivalent to the market value of the Company’s shares instead of receiving the Company’s shares with respect to a certain ratio of the Company’s shares corresponding to such Final Point Count. In order to pay the money, the Company’s shares may be sold by the Trust in some cases.

(7) Treatment of voting rights

Voting rights pertaining to the Company’s shares in the Trust shall not be exercised without exception based on the trust administrator’s instructions.

(8) Other matters

Particulars of the System shall be subject to resolution of the Board of Directors (provided, however, that the section relating to directors serving as Audit and Supervisory Committee members shall require the deliberation by and the consent of directors serving as Audit and Supervisory Committee members).