(TRANSLATION ONLY)

DAIWA HOUSE INDUSTRY CO., LTD.
3-3-5, Umeda, Kita-ku,
Osaka, Japan

June 5, 2015

Notice of the 76th Ordinary General Meeting of Shareholders

Dear Shareholders:

We hereby notify you of the 76th Ordinary General Meeting of Shareholders, to be held at the time and location set forth below.

If you are unable to attend the meeting, please review the Reference Materials for General Meeting of Shareholders provided hereafter, and exercise your voting rights by mail or electronically (over the Internet) before 6:00 p.m. of June 25, 2015 (Thursday).

Very truly yours,

Naotake Ohno
Representative Director and President

(TRANSLATION ONLY)

The 76th Ordinary General Meeting of Shareholders

1. Date and time: Friday, June 26, 2015 at 10:00 a.m.
2. Location: The Grand Ballroom, THE RITZ-CARLTON, OSAKA, 2nd Fl., 2-5-25, Umeda, Kita-ku, Osaka, Japan
3. Purpose of the meeting

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements, and the Independent Auditors' Report and the Audit & Supervisory Board's Report Concerning the Consolidated Financial Statements for the 76th Fiscal Year (from April 1, 2014 to March 31, 2015)
2. The Financial Statements for the 76th Fiscal Year (from April 1, 2014 to March 31, 2015)

Matters to be resolved:

Proposal 1 Dividends from Surplus
Proposal 2 Partial Amendments to the Articles of Incorporation
Proposal 3 Election of Nineteen (19) Directors
Proposal 4 Election of One (1) Audit & Supervisory Board Member
Proposal 5 Payment of Bonuses for Directors and Audit & Supervisory Board Members

[Voting by regular mail]

Please indicate your approval or disapproval of the proposals in the voting rights exercise form enclosed herein, and return the form to the Company by 6:00 p.m. on Thursday, June 25, 2015.

[Voting on the Internet]

Please access the website (http://www.web54.net) designated by the Company for the purpose of exercising voting rights, log in using the "voting rights exercise code" and "password" provided in the voting rights exercise form enclosed herein, and enter your approval or disapproval of the proposals by following the instructions displayed on the screen, by 6:00 p.m. on Thursday, June 25, 2015.

Before exercising your voting rights on the Internet, please refer to the "Guidance for Exercising Voting Rights via the Internet" on pages 15 through 16.

If you exercise your voting rights both by mail and via the Internet, only the later vote to be received by the Company shall be deemed valid. However, if both arrive at the Company on the same day, only the Internet vote shall be deemed valid.

Notes:

1. When attending on the day, please present the voting rights exercise form to the reception.
2. In the event of situations requiring amendments to the Business Report, the Consolidated Financial Statements, the Financial Statements, and the Reference Materials for General Meeting of Shareholders, amended items will be posted over the Internet on the Company website (http://www.daiwahouse.co.jp/).

Reference Materials for General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Dividends from Surplus

Taking into account our operating performance for the current fiscal year and future business development, it is proposed that year-end dividends for the 76th fiscal year be distributed as follows:

(1) Type of dividend assets
Cash

(2) Allotment of dividend assets and total amount
It is proposed that 35 yen be paid out per company common share.
Subsequently, the total payment of year-end dividends will be 23,058,073,850 yen.
Thus, the annual dividend will be 60 yen per share (increased by 10 yen from the previous fiscal year), including the interim dividend of 25 yen paid on December 2, 2014.

(3) Effective date of payment of dividends
June 29, 2015

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the Proposal

The scope of corporate officers with whom a company can enter into an agreement to limit their liabilities was amended under the "Act for Partial Revision of the Corporation Law" (Act No. 90 of 2014), which came into effect on May 1, 2015. In line with the amendment to the Law, the provisions of Article 26 (Exemption from Liability of Directors) and Article 33 (Exemption from Liability of Audit & Supervisory Board Members) in the current Articles of Incorporation will be partially amended to allow non-executive Directors and Audit & Supervisory Board Members who are not Outside Audit & Supervisory Board Members to sufficiently fulfill their expected roles.

In addition, all of the Audit & Supervisory Board Members consented to amendments to Article 26 of the Articles of Incorporation.

2. Details of the Amendment

The current Articles of Incorporation and the proposed amendments are as follows.

(Underlined parts represent the change)

Current Articles of Incorporation	Proposed Amendment
(Exemption from Liability of Directors)	(Exemption from Liability of Directors)
Article 26 (Omitted)	Article 26 (Unchanged)
(2) As per Article 427, Item 1 of the Corporation Law, the Company may enter into an agreement to limit the liability for damages provided for in Article 423, Item 1 of the said law to be assumed by <u>outside</u> directors to a limit stipulated by law.	(2) As per Article 427, Item 1 of the Corporation Law, the Company may enter into an agreement to limit the liability for damages provided for in Article 423, Item 1 of the said law to be assumed by directors <u>(excluding executive director, etc.)</u> to a limit stipulated by law.
Article 27 - 32 (Omitted)	Article 27 - 32 (Unchanged)
(Exemption from Liability of Audit & Supervisory Board Members)	(Exemption from Liability of Audit & Supervisory Board Members)
Article 33 (Omitted)	Article 33 (Unchanged)
(2) As per Article 427, Item 1 of the Corporation Law, the Company may enter into an agreement to limit the liability for damages provided for in Article 423, Item 1 of the said law to be assumed by <u>outside</u> Audit & Supervisory Board Members to a limit stipulated by law.	(2) As per Article 427, Item 1 of the Corporation Law, the Company may enter into an agreement to limit the liability for damages provided for in Article 423, Item 1 of the said law to be assumed by Audit & Supervisory Board Members to a limit stipulated by law.

Proposal 3: Election of Nineteen (19) Directors

At the conclusion of this general meeting of shareholders the term of office of all Directors (19) will expire. Accordingly, we propose the election of nineteen (19) Directors, of which two (2) are Outside Directors.
The table below lists the nominees for those positions.

No. of nominee 1	Takeo Higuchi (Date of birth: April 29, 1938)	No. of the Company's shares held by nominee: 166,200 shares
Attendance at meetings of the Board of Directors 14 of 15 (93%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** Aug. 1963 Joined the Company April 1984 Tokyo Branch, General Manager, Special Construction Business Division June 1984 Director June 1989 Managing Director June 1991 Executive Managing Director June 1993 Retired from the Company Representative Director and President, Daiwa Danchi Co., Ltd. June 2000 Director of the Company April 2001 Representative Director and President April 2004 Representative Director and Chairman (Current)	

No. of nominee 2	Naotake Ohno (Date of birth: Oct. 28, 1948)	No. of the Company's shares held by nominee: 48,900 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1971 Joined the Company April 2000 Executive Officer Deputy General Manager, Kanto region June 2000 Director April 2002 Managing Director April 2004 Executive Managing Director April 2007 Representative Executive Vice President April 2011 Representative Director and President (Current)	

No. of nominee 3	Tamio Ishibashi (Date of birth: Feb. 18, 1956)	No. of the Company's shares held by nominee: 888,996 shares
Attendance at meetings of the Board of Directors 14 of 15 (93%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** June 1979 Joined the Company June 1988 General Manager, Purchasing Department June 1989 Director June 1993 Managing Director June 1996 Executive Managing Director June 1999 Managing Director March 2000 Executive Managing Director June 2000 Representative Executive Managing Director June 2001 Representative Executive Vice President (Current) April 2007 In charge of Information Systems (Current) In charge of CSR (Current) April 2008 In charge of Marketing Support (Current) In charge of TKC Promotion (Current) July 2014 Representative Director and Chairman, Daiwa Logistics CO., LTD. (Current) **(Significant concurrent positions)** Representative Director and Chairman, Daiwa Logistics CO., LTD.	

No. of nominee 4	Tatsushi Nishimura (Date of birth: Dec. 21, 1949)	No. of the Company's shares held by nominee: 49,200 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1972 Joined the Company April 2000 Executive Officer April 2003 General Manager, Design and Construction Department, Technology Headquarters (Housing Design Department) General Manager, Product Development Department, Technology Headquarters (In charge of Housing) June 2003 Director April 2004 Managing Director General Manager, Technology Headquarters (Current) April 2006 Executive Managing Director April 2007 Director and Senior Managing Executive Officer Jointly in charge of Information Systems (Current) April 2008 Representative Director and Senior Managing Executive Officer (Current) April 2010 In charge of Urban Development and Civil Engineering (Current)	

No. of nominee 5	Katsutomo Kawai (Date of birth: Nov. 6, 1948)	No. of the Company's shares held by nominee: 30,800 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1972 Joined the Company Oct. 2003 Executive Officer April 2006 Senior Executive Officer In charge of Management Strategy and Human Resources Strategy General Manager, Human Resources Department June 2006 Director April 2007 Director and Senior Executive Officer In charge of Strategy Division, Management Administration Headquarters (Current) Jointly in charge of CSR (Current) April 2010 Director and Managing Executive Officer April 2011 Director and Senior Managing Executive Officer April 2013 Representative Director and Senior Managing Executive Officer (Current) April 2015 General Manager, Management Administration Headquarters (Current)	

No. of nominee 6	Takuya Ishibashi (Date of birth: Dec. 18, 1953)	No. of the Company's shares held by nominee: 41,100 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1988 Joined Daiwa Danchi Co., Ltd. June 1991 Director June 1996 Managing Director April 2001 Managing Director of the Company June 2001 Executive Managing Director April 2007 Director and Senior Managing Executive Officer (Current) March 2010 General Manager, Production and Procurement Headquarters (Current)	

No. of nominee 7	Shigeru Numata (Date of birth: March 27, 1950)	No. of the Company's shares held by nominee: 29,700 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1974 Joined the Company April 2004 Executive Officer April 2006 Senior Executive Officer April 2007 Sendai Branch Manager In charge of Tohoku region June 2007 Director and Senior Executive Officer March 2010 Tokyo Branch Manager In charge of Housing Business (In charge of East Japan) April 2010 Director and Managing Executive Officer April 2011 General Manager, Kanto Regional Business Unit April 2012 General Manager, Housing Promotion Department (In charge of East Japan and Kanto region) Oct. 2012 In charge of General Housing Business (Current) April 2013 Director and Senior Managing Executive Officer (Current) General Manager, Marketing Headquarters (Current)	

No. of nominee 8	Osamu Fujitani (Date of birth: Feb. 4, 1951)	No. of the Company's shares held by nominee: 11,500 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1974 Joined the Company April 2007 Executive Officer April 2010 Senior Executive Officer April 2011 General Manager, Commercial Construction Promotion Department, Marketing Headquarters (In charge of East Japan) April 2012 General Manager, Commercial Construction Promotion Department (In charge of East Japan and Kinki, Chugoku and Shikoku regions) In charge of Commercial Construction Headquarters (Current) June 2012 Director and Senior Executive Officer April 2013 Director and Managing Executive Officer April 2014 Director and Senior Managing Executive Officer (Current) General Manager, Commercial Construction Promotion Department (In charge of East Japan, Chubu and Hokuriku, Chugoku and Shikoku regions) Oct. 2014 General Manager, Commercial Construction Promotion Department (In charge of East Japan, Chugoku and Shikoku regions) April 2015 General Manager, Commercial Construction Promotion Department (In charge of East Japan) (Current)	

No. of nominee 9	Takeshi Kosokabe (Date of birth: May 13, 1957)	No. of the Company's shares held by nominee: 18,000 shares
Attendance at meetings of the Board of Directors 14 of 15 (93%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1980 Joined the Company April 2004 Executive Officer April 2006 Senior Executive Officer June 2006 Retired as Senior Executive Officer Representative Director and President, Daiwa House REIT Management Co., Ltd. June 2009 Senior Executive Officer of the Company General Manager, Accounting Department, Management Administration Headquarters June 2010 Director and Senior Executive Officer April 2012 Director and Managing Executive Officer In charge of Administrative Division, Management Administration Headquarters (Current) April 2015 Director and Senior Managing Executive Officer (CFO) (Current)	

No. of nominee 10	Takashi Hama (Date of birth: Jan. 31, 1954)	No. of the Company's shares held by nominee: 26,500 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1976 Joined the Company Oct. 2003 Executive Officer General Manager, Central Research Laboratory, Technology Headquarters April 2005 Deputy General Manager, Product Development Department, Technology Headquarters June 2005 Director April 2007 Director and Managing Executive Officer (Current) April 2009 In charge of Environment and Energy Business (Current)	

No. of nominee 11	Kazuto Tsuchida (Date of birth: July 27, 1952)	No. of the Company's shares held by nominee: 30,100 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1976 Joined the Company April 2004 Executive Officer General Manager, Construction Department, Technology Headquarters (Buildings) April 2007 Senior Executive Officer June 2009 Director and Senior Executive Officer General Manager, Design and Construction Department, Technology Headquarters (Buildings) In charge of Safety (Current) April 2010 Director and Managing Executive Officer (Current) Deputy General Manager, Technology Headquarters (Current) In charge of Design and Construction (Buildings) April 2012 In charge of General Technology Management in Overseas Business (Current)	

No. of nominee 12	Makoto Yamamoto (Date of birth: March 23, 1954)	No. of the Company's shares held by nominee: 14,600 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1976 Joined the Company Oct. 2006 Executive Officer April 2007 General Manager, Advertising Department, Management Administration Headquarters April 2008 Senior Executive Officer April 2010 In charge of Marketing Support (Current) June 2010 Director and Senior Executive Officer March 2011 Tokyo Branch Manager Supervising Advertising Department April 2011 Director and Managing Executive Officer (Current) April 2012 In charge of Liaison March 2013 In charge of Advertising In charge of Corporate Communications April 2013 In charge of Corporate Communications Division, Management Administration Headquarters (In charge of Advertising, Liaison, Corporate Communications) (Current)	

No. of nominee 13	Fukujiro Hori (Date of birth: July 3, 1950)	No. of the Company's shares held by nominee: 23,800 shares
Attendance at meetings of the Board of Directors 13 of 15 (87%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1969 Joined the Company April 2004 Executive Officer April 2006 Senior Executive Officer April 2008 General Manager, Rental Apartment Promotion Department, Marketing Headquarters (In charge of East Japan) March 2010 In charge of Rental Apartment Headquarters (Current) June 2010 Director and Senior Executive Officer April 2012 Director and Managing Executive Officer (Current) General Manager, Rental Apartment Promotion Department (In charge of East Japan) (Current)	

No. of nominee 14	Keiichi Yoshii (Date of birth: May 27, 1958)	No. of the Company's shares held by nominee: 12,500 shares
Attendance at meetings of the Board of Directors 14 of 15 (93%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** June 1990 Joined the Company March 2010 Deputy General Manager, Overseas Division April 2010 Executive Officer June 2011 Director and Senior Executive Officer General Manager, Overseas Division In charge of Overseas Business March 2013 Tokyo Branch Manager Jointly in charge of Marketing Support (Current) Supervising Overseas Business April 2013 Director and Managing Executive Officer (Current) Tokyo Head Branch Manager (Current) May 2013 Head of Overseas Business (Current) April 2014 Deputy General Manager, Marketing Headquarters (Current) General Manager, Kanto Regional Business Unit (Current)	

No. of nominee 15	Masahiro Kiguchi (Date of birth: Oct. 14, 1949)	No. of the Company's shares held by nominee: 13,300 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1974 Joined the Company April 2006 Executive Officer April 2007 Senior Executive Officer June 2008 General Manager, Rental Apartment Promotion Department (In charge of West Japan) (Current) June 2012 Director and Senior Executive Officer (Current)	

No. of nominee 16	Koichi Kamikawa (Date of birth: Dec. 2, 1954)	No. of the Company's shares held by nominee: 15,200 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1977 Joined the Company April 2008 Executive Officer April 2010 Senior Executive Officer April 2011 General Manager, Kyushu Regional Business Unit Oct. 2011 Head Branch Manager General Manager, Kansai Regional Business Unit April 2012 General Manager, Housing Promotion Department (In charge of West Japan) June 2012 Director and Senior Executive Officer (Current) March 2014 Jointly in charge of Housing Business (Current) April 2015 General Manager, Housing Promotion Department (In charge of West Japan and Kansai region) (Current)	

No. of nominee 17	Yoshiaki Tanabe (Date of birth: Oct. 29, 1953)	No. of the Company's shares held by nominee: 4,500 shares
(To be newly elected)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1976 Joined the Company April 2010 Executive Officer General Manager, Construction Department, Technology Headquarters (Housing) (In charge of East Japan) April 2011 In charge of Mid to High-Rise Property Apartment Construction Oct. 2011 In charge of Mid to High-Rise Property Apartment Technology April 2012 Senior Executive Officer In charge of Technology Management in Rental Apartment Headquarters In charge of Construction, Technology Headquarters Aug. 2012 General Manager, Construction Department, Apartment Promotion Division April 2013 Managing Executive Officer (Current) Oct. 2014 Senior Department Manager, Housing Construction April 2015 Deputy General Manager, Technology Headquarters (Current) Jointly in charge of Safety (Current) Senior Department Manager, Housing Technology (Current)	

No. of nominee 18	Outside Director / Independent Officer Kazuyoshi Kimura (Date of birth: Nov. 12, 1943)	No. of the Company's shares held by nominee: 3,000 shares
Attendance at meetings of the Board of Directors 15 of 15 (100%)	**Brief personal history, position and responsibility in the Company, and significant concurrent positions** April 1967 Joined The Nikko Securities Inc. March 2000 Director and Vice President Jan. 2002 Director and Chairman, Nikko Asset Management Co., Ltd. June 2003 Director and Chairman, Nikko antfactory K.K. March 2004 Director and Chairman, Simplex Investment Advisors Inc. June 2005 Chairman, (Former) Nikko Cordial Securities, Inc. Feb. 2007 Chairman, Nikko Cordial Corporation April 2008 Director and Chairman, Nikko Citigroup Limited May 2008 Director and Co-chairman, Nikko Citi Holdings Inc. Oct. 2009 Director and Chairman, (New) Nikko Cordial Securities, Inc. April 2010 Adviser Nikko Cordial Securities, Inc. (current SMBC Nikko Securities Inc.) April 2012 Director and Chairman, Ra Holdings K.K. June 2012 Director of the Company (Current) Nov. 2012 Director, BIC CAMERA INC. (Current) Director, Kojima Co., Ltd. Feb. 2013 Representative Director and Chairman Sep. 2013 Representative Director and Chairman, President and Representative Executive Officer (Current) **(Significant concurrent positions)** Representative Director and Chairman, President and Representative Executive Officer, Kojima Co., Ltd. Director, BIC CAMERA INC. Outside Audit & Supervisory Board Member, SPARX Group Co., Ltd. **Reason for nomination of the person as Outside Director** The Company nominated Mr. Kazuyoshi Kimura as Outside Director because the Company expects that he will utilize his in-depth knowledge of business management cultivated throughout his abundant experience of serving as a business manager over the years, in the management of the Company, and supervise the management of the Company from an independent standpoint.	

No. of nominee 19	Outside Director / Independent Officer Yutaka Shigemori (Date of birth: June 25, 1949)	No. of the Company's shares held by nominee: 2,600 shares

Attendance at meetings of the Board of Directors
14 of 15
(93%)

Brief personal history, position and responsibility in the Company, and significant concurrent positions

April 1974	Joined Yasuda Life Insurance Company
July 2002	Director and Ginza Branch Manager
Jan. 2004	Executive Officer, Meiji Yasuda Life Insurance Company
April 2006	Managing Executive Officer (*Shikko-yakuin*)
July 2006	Managing Executive Officer (*Shikko-yaku*)
April 2009	Representative Director and President, Meiji Yasuda General Insurance Co., Ltd.
June 2012	Director, Meiji Yasuda General Insurance Co., Ltd. Director of the Company (Current)
Sep. 2012	Retired as Director, Meiji Yasuda General Insurance Co., Ltd.
April 2013	Representative Director and President, Wise Total Support, Co., Ltd. (Current)

(Significant concurrent positions)
Representative Director and President, Wise Total Support, Co., Ltd.
Director and Chairman, Wise Human Partners Inc.
Outside Director, SINANEN Co., LTD.

Reason for nomination of the person as Outside Director
The Company nominated Mr. Yutaka Shigemori as Outside Director because the Company expects that he will utilize his in-depth knowledge of business management, cultivated throughout his abundant experience of serving as a business manager over the years, in the management of the Company, and supervise the management of the Company from an independent standpoint.

Notes:
1. No beneficial interest exists between the Company and any nominees for the position of Director.
2. Mr. Kazuyoshi Kimura and Mr. Yutaka Shigemori are nominees for the position of Outside Director.
3. At the conclusion of this general meeting of shareholders, Mr. Kazuyoshi Kimura and Mr. Yutaka Shigemori, who are presently Outside Directors of the Company, will have served the position for three (3) years.
4. The Company has entered into an agreement with Mr. Kazuyoshi Kimura and Mr. Yutaka Shigemori to limit the liabilities to compensate for damages provided for in Article 423, Paragraph 1 of the Corporation Law within the limit stipulated by laws and regulations.
   If the election of the said nominees is approved and passed as proposed in this proposal, the Company will continue the aforementioned agreement with each of them.
5. The Company has designated and reported Mr. Kazuyoshi Kimura and Mr. Yutaka Shigemori as independent officer as stipulated in the regulations of Tokyo Stock Exchange, Inc.
   If the election of the said nominees is approved and passed as proposed in this proposal, they will continue to serve as independent officers.

Proposal 4: Election of One (1) Audit & Supervisory Board Member

We propose the election of one (1) new Audit & Supervisory Board Member in order to further strengthen and enhance the auditing system.
The Audit & Supervisory Board has given prior approval to this proposal.
The table below lists the nominee for that position.

Nominee	Outside Audit & Supervisory Board Member / Independent Officer Shonosuke Oda (Date of birth: Nov. 13, 1946)	No. of the Company's shares held by nominee: – shares
(To be newly elected)	**Brief personal history, position in the Company, and significant concurrent positions** April 1970 Joined SUN WAVE CORPORATION June 1999 Director June 2002 Managing Director June 2003 Executive Officer and Senior Managing Director Jan. 2004 Senior Managing Director April 2005 Representative Director and President April 2011 Vice President and Executive Officer, LIXIL Corporation June 2011 Director, Vice President and Executive Officer April 2013 Director June 2013 Retired as Representative Director and President, SUN WAVE CORPORATION Retired as Director, LIXIL Corporation **Reason for nomination of the person as Outside Audit & Supervisory Board Member** The Company nominated Mr. Shonosuke Oda as Outside Audit & Supervisory Board Member because the Company expects that he will utilize his abundant experience and knowledge cultivated over many years of experiences as a business manager and others in carrying out audits and providing valuable advice with respect to the overall management of the Company from an independent standpoint.	

Notes: 1. No beneficial interest exists between the Company and the nominee for the position of Audit & Supervisory Board Member.
2. Mr. Shonosuke Oda is a nominee for the position of Outside Audit & Supervisory Board Member.
3. If the election of Mr. Shonosuke Oda is approved and passed as proposed in this proposal, the Company will enter into an agreement with him to limit the liability to compensate for damages provided for in Article 423, Paragraph 1 of the Corporation Law within the limit stipulated by laws and regulations.
4. If the election of Mr. Shonosuke Oda is approved and passed as proposed in this proposal, the Company will designate and report him as independent officer as stipulated in the regulation of Tokyo Stock Exchange, Inc.

Proposal 5: Payment of Bonuses for Directors and Audit & Supervisory Board Members

Taking into account the amount of the previous payment and our operating performance for the current fiscal year, it is proposed that 679 million yen in total be paid to, among nineteen (19) Directors and five (5) Audit & Supervisory Board Members incumbent at the end of the current fiscal year, seventeen (17) Directors (number excluding Outside Directors) and two (2) Audit & Supervisory Board Members (number excluding Outside Audit & Supervisory Board Members). Specifically, 648 million yen will be paid to Directors and 31 million yen to Audit & Supervisory Board Members.

Guidance for Exercising Voting Rights via the Internet

When exercising voting rights via the Internet, please review the following points:

1. Website for exercising voting rights

   Exercise of voting rights via the Internet is only possible by accessing the website (http://www.web54.net) designated by the Company for the purpose of exercising voting rights.

2. Matters to be noted concerning exercise of voting rights

(a) When exercising voting rights via the Internet, please use the "voting rights exercise code" and "password" provided in the voting rights exercise form enclosed herein, and enter your approval or disapproval of the proposals by following the instructions displayed on the screen.

(b) You may exercise your voting rights via the Internet up until 6:00 p.m. on Thursday, June 25, 2015, the day before the general meeting of shareholders. Your exercise of voting rights at your earliest convenience would be appreciated.

(c) If you exercise your voting rights both by mail and via the Internet, only the later vote to be received by the Company shall be deemed valid. However, if both arrive at the Company on the same day, only the Internet vote shall be deemed valid.

(d) If you exercise your voting rights multiple times via the Internet, then the last vote you submit will count as valid.

(e) Please also note that you will have to bear charges (access charge, etc.) to be paid to a service provider or to a telecommunications carrier in using the website for the purpose of exercising voting rights.

3. Matters to be noted concerning your password

(a) You will need to set up your own password to exercise your voting rights on the website after entering the website with your pre-assigned password. Please commit your chosen password to memory and store the voting right code of your voting rights exercise form safely. Please note that we cannot respond to inquiries regarding the voting rights exercise code and the password by phone and other means.

(b) In a case of entering wrong passwords over a certain times, the screen will be locked and unavailable. If you wish reissuance of password, please take proper procedures following the on-screen instructions.

4. Voting rights via mobile phone

   It is available to use any of the following services and it is necessary to have the ability for the phone to perform SSL communication (encrypted communication).

   1) i-mode
   2) EZweb
   3) Yahoo! Keitai

   * i-mode, EZweb, Yahoo! Keitai are trademarks, registered trademarks or service names of NTT DOCOMO, INC., KDDI CORPORATION and SOFTBANK MOBILE Corp., respectively.

5. Contact for inquiries on the operation of personal computer

In case you need instructions for how to operate your personal computer/mobile phone in order to exercise your voting rights via this Internet Site, please contact the following support desk:

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Web Support Hotline
0120-652-031 (*Toll Free)
(Business hours: from 9:00 to 21:00)

Electronic Voting Platform

Institutional investors, only if they apply in advance to use it, may use "Electronic Voting Platform" operated by ICJ, Inc., a joint venture established by TSE and others, as a method for exercising their voting rights electronically, in addition to the aforementioned exercise of their voting rights via the Internet.

Note: * The service is available in Japanese only.