[Translation for Reference and Convenience Purposes Only]

Note: This document is an unofficial English translation of the original Japanese text of the Notice of the 71st Ordinary General Meeting of Shareholders of Nihon Unisys, Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or completeness of the information. In the event of any discrepancy between this translation and the original Japanese, the latter shall prevail.

Securities code: 8056
June 3, 2015

Dear Shareholders:

Shigeru Kurokawa
Representative Director, President & CEO
Nihon Unisys, Ltd.
1-1, Toyosu 1-chome, Koto-ku, Tokyo

NOTICE OF THE 71st ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby invite you to attend the 71st Ordinary General Meeting of Shareholders of Nihon Unisys, Ltd. (the "Company"). The meeting will be held as described below.
If you are unable to attend the meeting, you can exercise your voting rights either in writing or via the Internet. Please review the "Reference Materials for the Exercise of Voting Rights" attached hereto and exercise your voting rights by 5:30 p.m., Wednesday, June 24, 2015 (Japan Standard Time).

Meeting Details

1. Date and Time: Thursday, June 25, 2015 at 10:00 a.m. (Japan Standard Time)

2. Venue: Conference Room of the Company's Head Office (29th Floor)
1-1, Toyosu 1-chome, Koto-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 71st fiscal year (from April 1, 2014 to March 31, 2015) and Reports of Audit on the Consolidated Financial Statements by Independent Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 71st fiscal year (from April 1, 2014 to March 31, 2015)

Items to be resolved:

Proposal 1:	Appropriation of Surplus (Dividends for the 71st fiscal year)
Proposal 2:	Partial Amendments to the Articles of Incorporation
Proposal 3:	Election of Eight (8) Directors
Proposal 4:	Issuance of Stock Options as Stock-based Compensation to Directors of the Company
Proposal 5:	Authorizing the Board of Directors of the Company to Determine the Offering Terms of Stock Options as Stock-based Compensation to the Directors and Corporate Officers of a Subsidiary

4. Notes Regarding the Handling of Votes:

(1) If there is no indication of either approval or disapproval for any proposal on the voting card, you will be assumed to have approved the proposal and your vote will be counted accordingly.

(2) If you cast multiple votes by using both the voting card and via the Internet, the Internet vote will be deemed valid.

(3) If you have exercised your voting rights more than once via the Internet, the last exercise will be deemed valid.

(4) If you are a shareholder who has accepted to receive this notice via the Internet but you wish to receive the printed form, the Company will deliver this notice, the Reference Materials for the Exercise of Voting Rights, and the voting card to you by mail.

5. Exercise of Voting Rights:

(1) Exercise of voting rights by voting card:
Please exercise your voting rights by stating whether you are for or against the agenda items on the voting card and send it back to us so that it reaches us by Wednesday, June 24, 2015 at 5:30 p.m. (Japan Standard Time).

(2) Exercise of voting rights via the Internet:
Please access the website designated by the Company for exercising voting rights (http://www.web54.net), and use the voting rights exercise code and password shown on the voting card. Then, indicate your approval or disapproval for each of the proposals following the instructions on the display. Your vote must be transmitted by no later than Wednesday, June 24, 2015 at 5:30 p.m. (Japan Standard Time).
There is no need to mail the voting card if you exercise voting rights via the Internet.

Notes: If there are corrections to Reference Materials for the Exercise of Voting Rights, Business Report (only in Japanese), Non-Consolidated Financial Statements (only in Japanese) or Consolidated Financial Statements (only in Japanese), such corrections will be published through the Internet.

<Company's website>
http://www.unisys.co.jp/invest-j/stock/meeting.html

Reference Materials for the Exercise of Voting Rights

Proposals and Related Information

Proposal 1: Appropriation of Surplus (Dividends for the 71st fiscal year)

Details pertaining to the appropriation of surplus are as follows:

Matters related to year-end dividends

The Company considers the sustainable growth of its corporate value to be most important for our shareholders and tries to make efforts for a stable and continued distribution of dividends to shareholders based upon performance. The specific amount of dividends shall be determined by taking into consideration the managerial environment and future business development as well as securing an internal reserve for business expansion.

Taking into account the business environment, future business operation and other factors, the Company intends to pay 20 yen per share (26.0% of the payout ratio) for annual dividends. Since the Company paid interim dividends of 10 yen per share in December 2014, the year-end dividends will be proposed as follows:

(1) Type of dividends
Cash

(2) Matters related to the allocation of dividends and total amount thereof:
Per share of ordinary share 10 yen
Total dividends: 940,411,780 yen

(3) Effective date of dividends from surplus
June 26, 2015

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for proposal

   Since the "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) came into force on May 1, 2015, Directors or Audit & Supervisory Board Members who can enter into an agreement to limit their liability was changed. Now, Non-Executive Directors and Audit & Supervisory Board Members can enter into an agreement with the Company to limit their liability. Accordingly, the Company proposes to amend Article 25, paragraph 2, and Article 32, paragraph 2 of the Articles of Incorporation as shown in the column of "Proposed Amendments" in the table below. Note that consent has been obtained from all Audit & Supervisory Board Members for the amendments to Article 25 of the Articles of Incorporation.

2. Details of proposed amendments

   Details of the proposed amendments are as follows:

(Underlined portions indicate the parts to be amended.)

Current Articles of Incorporation	Proposed Amendments
(Exemption of Liability of Directors) Article 25 1. (Omitted) 2. The Company may enter into an agreement with each <u>Outside</u> Director to limit his/her liability for damages for negligence of his/her duties pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan. However, the maximum amount of liability under such agreement shall be the higher of the previously stipulated amount of not less than five million (5,000,000) yen or the amount fixed by laws and regulations.	(Exemption of Liability of Directors) Article 25 1. (Same as the present) 2. The Company may enter into an agreement with each Director <u>(excluding Executive Directors)</u> to limit his/her liability for damages for negligence of his/her duties pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan. However, the maximum amount of liability under such agreement shall be the higher of the previously stipulated amount of not less than five million (5,000,000) yen or the amount fixed by laws and regulations.
(Exemption of Liability of Audit & Supervisory Board Members) Article 32 1. (Omitted) 2. The Company may enter into an agreement with each <u>Outside Audit & Supervisory Board Member</u> to limit his/her liability for damages for negligence of his/her duties pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan. However, the maximum amount of liability under such agreement shall be the higher of the previously stipulated amount of not less than five million (5,000,000) yen or the amount fixed by laws and regulations.	(Exemption of Liability of Audit & Supervisory Board Members) Article 32 1. (Same as the present) 2. The Company may enter into an agreement with each <u>Audit & Supervisory Board Member</u> to limit his/her liability for damages for negligence of his/her duties pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan. However, the maximum amount of liability under such agreement shall be the higher of the previously stipulated amount of not less than five million (5,000,000) yen or the amount fixed by laws and regulations.

Proposal 3: Election of Eight (8) Directors

Since the terms of office of the eight (8) Directors of the Company will expire as of the conclusion of this Ordinary General Meeting of Shareholders, the Company proposes to elect eight (8) Directors.

The candidates for Director of the Company are as follows:

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	(1) Number of the Company's shares held (2) Special interests with the Company
1	Shigeru Kurokawa (September 1, 1951)	Apr. 1974 Joined the Company Apr. 2004 Director, Financial 1, System Service 1, Nihon Unisys Software Kaisha, Ltd. Apr. 2005 Corporate Officer, Nihon Unisys Solutions, Ltd. Apr. 2007 Deputy General Manager, SW & Services Group Manager, Financial 2 Solution Project, Nihon Unisys, Ltd. Apr. 2008 Corporate Officer, Nihon Unisys, Ltd. Apr. 2010 Senior Corporate Officer, Nihon Unisys, Ltd. President & CEO, USOL Holdings Co., Ltd. Jun. 2011 President & CEO, Nihon Unisys, Ltd. (present) (Role) ・CEO (Chief Executive Officer)	(1) 15,700 (2) None
2	Akiyoshi Hiraoka (June 6, 1956)	Apr. 1980 Joined the Company Jul. 2001 Deputy General Manager, asaban.com Business Apr. 2002 General Manager, Business Aggregation Jun. 2002 Corporate Officer Jun. 2005 Director; Senior Corporate Officer Apr. 2007 Director; Superior Senior Corporate Officer Jun. 2007 Superior Senior Corporate Officer Apr. 2011 Executive Corporate Officer Jun. 2011 Representative Director; Executive Corporate Officer Apr. 2012 Representative Director; Executive Corporate Officer, Division Manager of Manufacturing & Commerce Division Apr. 2013 Representative Director; Executive Corporate Officer (present) Division Manager, Manufacturing & Commerce Division Division Manager, Business Innovation Division (Role) ・CMO (Chief Marketing Officer) ・In charge: Incubation Division, Business Innovation Division, Corporate Communications, Human Resources, Business Management, Regional Office, Group Companies	(1) 18,400 (2) None

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	(1) Number of the Company's shares held (2) Special interests with the Company
3	Susumu Mukai (November 1, 1955)	Apr. 1976 Joined the Company Apr. 2003 General Manager, Development 1, Financial 2, System Services Division, Nihon Unisys, Ltd. Apr. 2004 Corporate Officer, Nihon Unisys Software Kaisha, Ltd. Jan. 2006 Corporate Officer, Nihon Unisys Solutions, Ltd. Apr. 2007 S-BITS Project Group Manager, SW & Services Division, Nihon Unisys, Ltd. Apr. 2008 General Manager, Financial Outsourcing Center, Nihon Unisys, Ltd. Apr. 2009 Corporate Officer, Nihon Unisys, Ltd. Apr. 2011 Senior Corporate Officer, Nihon Unisys, Ltd. Apr. 2012 Senior Corporate Officer; System Technology Division Manager, Nihon Unisys, Ltd. Jun. 2012 Representative Director; Senior Corporate Officer (present) System Technology Division Manager, Nihon Unisys, Ltd. (Role) ・CSO (Chief Service Officer) ・CCO (Chief Compliance Officer) ・In charge: Business Service Division, Corporate Planning, Technology Research & Innovation, Quality Management & Assurance	(1) 8,500 (2) None
4	Toshio Mukai (February 9, 1955)	Apr. 1978 Joined Mitsui & Co., Ltd. Mar. 2003 General Manager, Tax Department, General Accounting Division, Mitsui & Co., Ltd. Jun. 2005 General Manager, Planning & Administration Department, General Accounting & Risk Management Division, Mitsui & Co., Ltd. Apr. 2006 General Manager, Business Process Control Division, Mitsui & Co., Ltd. Apr. 2007 Senior Vice President & Chief Financial Officer, Mitsui & Co. (U.S.A.), INC. Jun. 2010 Internal Auditor, Internal Auditing Division, Mitsui & Co., Ltd. Apr. 2012 Corporate Officer and General Manager, Accounting, Nihon Unisys, Ltd. Apr. 2014 Senior Corporate Officer, Nihon Unisys, Ltd. Jun. 2014 Director, Senior Corporate Officer, Nihon Unisys, Ltd. Apr. 2015 Representative Director, Senior Corporate Officer Nihon Unisys, Ltd. (present) (Role) ・CFO (Chief Financial Officer) ・CRMO (Chief Risk Management Officer) ・CISO (Chief Information Security Officer) ・CPO (Chief Privacy Officer) ・In charge/Responsibility: Finance, Accounting, Legal	(1) 7,800 (2) None

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions		(1) Number of the Company's shares held (2) Special interests with the Company
5	Go Kawada (December 3, 1942)	Apr. 1967 ～	Joined the National Tax Agency Head of the Kaibara Taxation Office, Osaka Regional Taxation Bureau Consul of the Consulate-General of Japan in San Francisco Director, Office of International Operation of the National Tax Agency Commissioner's Secretariat Director, Administration Office, Collection Department of the National Tax Agency Regional Commissioner of the Sendai Regional Taxation Bureau	(1) 0 (2) None
		Sep. 1996	Started practice as a certified tax accountant	
		Apr. 1997	Professor at Department of Politics and Economics, Kokushikan University	
		Jun. 2002	Chairman, Yamada & Partners Certified Public Tax Accountants' Co. (present)	
		Apr. 2003	Professor at Department of Economics, Kokugakuin University	
		Apr. 2004	Professor at Graduate School of Global Business, Meiji University	
		Jun. 2004	Outside Statutory Auditor at BANDAI Co., Ltd.	
		Jun. 2006	Outside Statutory Auditor, Murata Manufacturing Co., Ltd.	
		Jun. 2012	Outside Audit & Supervisory Board Member, DAIREI CO., LTD. (present)	
		Jun. 2013	Outside Director, Nihon Unisys, Ltd. (present)	
6	[newly appointed] Kazuhiko Takada (February 20, 1954)	Apr. 1977	Joined Dai Nippon Printing Co., Ltd.	(1) 0 (2) Dai Nippon Printing Co., Ltd. is "Other Associated Company" of the Company, and it operates a business in the same field as the Company. The Company and Dai Nippon Printing Co., Ltd. have a business alliance contract.
		Apr. 2007	General Manager, Information Headquarters, DNP Group Information Security Committee, Dai Nippon Printing Co., Ltd.	
		May 2011	President and CEO, DNP Information Systems Co., Ltd.	
		Oct. 2012	General Manager, SI Business Development Division, Dai Nippon Printing Co., Ltd.	
		Jun. 2014	Corporate Officer; General Manager, SI Business Development Division, in charge of Information System Division, Dai Nippon Printing Co., Ltd.	
		Jul. 2014	Corporate Officer, in charge of SI Business Development Division, Advanced Business Center, and Information System Division, Dai Nippon Printing Co., Ltd. (present)	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions		(1) Number of the Company's shares held (2) Special interests with the Company
7	[newly appointed] Takeshi Yamada (March 28, 1963)	Apr. 1986 Apr. 2000 Apr. 2006 Apr. 2010 Oct. 2012 Mar. 2015 Apr. 2015	Joined Mitsui & Co., Ltd. General Manager, Strategic Planning Department, IT Business Unit, Mitsui & Co., Ltd. Senior Vice President & Divisional Operating Officer, Information, Electronics & Telecommunication Business Div., Asia-Pacific Business Unit, Mitsui & Co., Ltd. Deputy General Manager, Investment Administration Div., Mitsui & Co., Ltd. Deputy General Manager, Mobile Internet & Media Div. II, IT Business Unit, Mitsui & Co., Ltd. General Manager, IT Solution Business Div., Innovation & Corporate Development Business Unit, Mitsui & Co., Ltd. General Manager, IT Solution Business Div., IT & Communication Business Unit, Mitsui & Co., Ltd. (present)	(1) 0 (2) Mitsui & Co., Ltd. operates a business in the same field as the Company. Also, Mitsui & Co., Ltd. is our principal shareholder.
8	[newly appointed] Ayako Sonoda (August 28, 1963)	Aug. 1988 Oct. 2003 Jun. 2004 Apr. 2012	Established Cre-en Incorporated and assumed position of Representative Director (present) Secretary-General, Sustainability Forum Japan (Specified Nonprofit Corporation) (present) Director, Japan Sustainability Investment Forum (Specified Nonprofit Corporation) (present) Director, JKSK Empowering Women Empowering Society (Approved Specified Nonprofit Corporation) (present)	(1) 0 (2) None

Notes:
1. Mr. Go Kawada, Mr. Kazuhiko Takada, Mr. Takeshi Yamada and Ms. Ayako Sonoda are candidates for Outside Directors.
2. Mr. Go Kawada does not have experience of corporate management directly except being an outside director or outside auditor. However, since he has abundant professional experience in the taxation and accounting fields, the Company expects him to give advice to and supervise the Company's overall management from an objective and neutral perspective as an Outside Director.
   Mr. Kawada currently serves as Outside Director of the Company and his consecutive term of office will have been two years at the conclusion of this Ordinary General Meeting of Shareholders. Mr. Kawada is also an Independent Director as stipulated in the regulations of the Tokyo Stock Exchange, and if the proposal for reelection is approved, he will continuously assume the position of Independent Director.
3. The Company expects Mr. Kazuhiko Takada to utilize his experience as an Officer of Dai Nippon Printing Co., Ltd., etc., to effectively supervise the management of the Company from an objective perspective as an Outside Director.
   Dai Nippon Printing Co., Ltd. is a company that has a specific relationship with the Company (principal business partner of the Company). Mr. Takada has been receiving remuneration as an executive from Dai Nippon Printing Co., Ltd., and he is expected to receive it in the future as well. Mr. Takada's current and past situation as an executive at Dai Nippon Printing Co., Ltd. are as described in the above "Career summary, positions and areas of responsibility in the Company, and important concurrent positions."
4. The Company expects Mr. Takeshi Yamada to utilize his long experience in the information industry at Mitsui & Co., Ltd., and to give advice to and effectively supervise the Company's overall management from an objective and professional perspective as an Outside Director.
5. The Company expects Ms. Ayako Sonoda to utilize her abundant experience of supporting many companies in the fields of CSR and environmental management as well as her dedication to various activities promoting the employment and utilization of female workers in order to give advice to the

Company's management from multiple perspectives as an Outside Director.
The Company receives consulting services for its CSR activities from Cre-en Incorporated for which she serves as Representative Director. Since the payment for the services was less than 2% of the net sales of Cre-en Incorporated's latest fiscal year, the Company considers it minimal.
Ms. Sonoda, also, is a candidate for Independent Director as stipulated in the regulations of the Tokyo Stock Exchange.

6. Pursuant to Article 427, paragraph 1 of the Companies Act of Japan, the Company has entered into an agreement with Mr. Go Kawada to limit his liability as provided for in Article 423, paragraph 1 of the Act. The limit stipulated in this agreement is the higher of either 5 million yen or the amount stipulated in the laws and regulations. If reelection is approved, the contract will continue.
When Mr. Kazuhiko Takada, Mr. Takeshi Yamada and Ms. Ayako Sonoda are elected, the Company will enter into the same agreements with them.

(Reference) Concerning the Performance-based Compensation System for the Directors and Corporate Officers of the Company and a subsidiary of the Company

Nihon Unisys Group introduced the "Performance-based Compensation System" in the fiscal year ending March 2013 for the Directors and Corporate Officers of the Company and UNIADEX, Ltd., a consolidated subsidiary of the Company (hereinafter, collectively referred to as the "Eligible Grantees") who have an important responsibility regarding the results of the group with the aim of increasing their motivation to pursue continuous growth in the Company's performance and corporate value by clearly linking their compensation with the consolidated results and having them share the benefits and risks in the share price with our shareholders. To exercise this system, the issuance of the Stock Options as Stock-based Compensation is presented to this Ordinary General Meeting of Shareholders as Proposal 4 (for Directors of the Company) and Proposal 5 (for Directors and Corporate Officers of UNIADEX, Ltd). The Company also plans to grant the Corporate Officers of the Company who are eligible for the Performance-based Compensation System with the same Stock Options as those to be granted to Directors of the Company.

In the event that Proposal 4 and Proposal 5 are approved as proposed then, based on the Performance-based Compensation System for the current fiscal year, the number of Stock Options to be granted and the (maximum) total number of ordinary shares to be issued upon exercise of the Stock Options shall be as follows:

Eligible Grantees	Number of Grantees	Number of Stock Options to be granted and (maximum) total number of shares to be issued upon exercise of Stock Options	
Directors (Excluding Outside Directors) of the Company	4	537 units	(53,700 shares)
Corporate Officers of the Company	16	1,170 units	(117,000 shares)
Directors and Corporate Officers of UNIADEX, Ltd.	16	1,005 units	(100,500 shares)
Total	36	2,712 units	(271,200 shares)

Note: Outside Directors are not Eligible Grantees for the Performance-based Compensation System and they are not granted the Stock Options.

Outline of Performance-based Compensation System

1) With regard to part of the compensation of the Eligible Grantees (10%, irrespective of position), the Company will pay through the Stock Options instead of cash.

2) With regard to these Stock Options to be granted to the Eligible Grantees, the Stock Options will be considered to have been achieved at a 100% rate if the consolidated net income target for the fiscal year ending March 31, 2016 is achieved as planned at the beginning of the fiscal year, and also any other conditions are satisfied. The number of the exercisable Stock Options will fluctuate in the range of 0 to 200% in accordance with the achievement rate.

   Although Eligible Grantees may provisionally be granted the Stock Options equivalent to the achievement rate of 200%, all the Stock Options other than the exercisable portion may subsequently be forfeited, depending on the actual achievement rate.

Proposal 4: Issuance of Stock Options as Stock-based Compensation to Directors of the Company

It is proposed that for the purpose of motivating Directors to pursue growth in the Company's medium- to long-term corporate value and stock price, the Company requests approval to issue Stock Options as Stock-based Compensation for Directors (excluding Outside Directors; the same shall apply hereinafter in this proposal) of the Company.

These Stock Options will be granted to the Directors of the Company as part of their compensation instead of cash. Consistent with the approach in the Performance-based Compensation System set out in the previous section, if the consolidated net income target (8,500 million yen) for the fiscal year ending March 31, 2016 is achieved, as planned at the beginning of the fiscal year, and also any other conditions are satisfied, the Company will grant Stock Options equivalent to 100%. The number of exercisable Stock Options will fluctuate in the range of 0% to 200% in accordance with the actual achievement rate. Therefore, the Company believes it is appropriate to grant these Stock Options as medium- to long-term incentive compensation for improvements in the consolidated results.

(Details of proposal)

1. We would like to propose that the amount of compensation by the Stock Options to be granted as Stock-based Compensation for one year after the date of this Ordinary General Meeting of Shareholders shall be within a limit of 60 million yen.

   This amount concerning the Stock Options is within the range of 35 million yen per month that was authorized as the upper limit for Directors' remuneration of the Company at the 49th Ordinary General Meeting of Shareholders held on June 25, 1993.

   Please note that, upon approval of Proposal 3, the number of Directors of the Company will be eight (8) (including 4 Outside Directors) at the closing of this Ordinary General Meeting of Shareholders.

2. Details of the Stock Options to be granted as Stock-based Compensation are as follows:

   (1) Total number of the Stock Options
   The number of the Stock Options to be issued within one year from the date of the Ordinary General Meeting of Shareholders shall not exceed 537 units, and shall be limited to 60 million yen as set out in the above 1.

   (2) Type and number of shares to be granted upon the exercise of the Stock Options
   The type of shares to be granted upon exercise of one Stock Option shall be ordinary shares of the Company. The number of shares to be issued upon exercise of each Stock Option (the "Number of Shares Granted") shall be 100 ordinary shares of the Company.

   In the event that the Company carries out a stock split or stock consolidation, the Company shall adjust the Number of Shares Granted to a reasonable extent. Any fraction less than one share resulting from this adjustment shall be rounded down.

   (3) Amount to be paid in for the Stock Options
   The amount to be paid in for the Stock Options shall be based on the fair value calculated according to an equitable formula such as the Black-Scholes model, taking into account various conditions including the share price of the Company and the exercise price on the

allotment day. Instead of a monetary payment, the amount to be paid in for the Stock Options shall be offset against the compensation receivable from the Company.

(4) Amount of assets to be contributed upon exercise of the Stock Options
The amount of assets to be contributed upon exercise of the Stock Options shall be one (1) yen for each one (1) share to be acquired upon exercise of the Stock Options, multiplied by the Number of Shares Granted.

(5) Exercise period for the Stock Options
Thirty (30) years from July 1, 2016

(6) Restriction on acquisition of the Stock Options by transfer
Any transfer of the Stock Options shall be subject to approval by a resolution of the Board of Directors of the Company.

(7) Terms and conditions for exercising the Stock Options

1) The holders of the Stock Options are required to continuously serve in the position of a Director or Corporate Officer of the Company or subsidiaries of the Company throughout the performance appraisal period ending March 31, 2016 (excluding cases such as loss of position through death or similar).

2) The holders of the Stock Options can exercise their rights from July 1, 2016 until the earlier of either the day on which 10 years has elapsed since the day following the day on which they lose their positions as Director, Audit & Supervisory Board Member or Corporate Officer of the Company or subsidiaries of the Company, or the last day of the exercise period of the Stock Options.

(8) Other matters concerning the Stock Options
Other matters concerning the Stock Options shall be determined by the Board of Directors of the Company where the details of the offering terms of the Stock Options shall be resolved.

Proposal 5: Authorizing the Board of Directors of the Company to Determine the Offering Terms of Stock Options as Stock-based Compensation to the Directors and Corporate Officers of a Subsidiary

In this proposal, the Company requests to give authorization to the Board of Directors of the Company to determine the offering terms of the Stock Options as Stock-based Compensation for the Directors and Corporate Officers of UNIADEX, Ltd, a consolidated subsidiary of the Company.

As these Stock Options will be granted to the Directors and Corporate Officers of UNIADEX, Ltd., as part of their compensation, instead of cash, and, as with the Stock Options to be issued as Stock-based Compensation for the Directors of the Company set out in Proposal 4, in the event that the Company achieves 8,500 million yen in consolidated net income for the fiscal year ending March 31, 2016 as planned at the beginning of the year and any other conditions are satisfied, in which case the goal-achievement rate will be calculated at 100% and accordingly the number of exercisable Stock Options will fluctuate in the range of 0% to 200% in accordance with the actual achievement rate, the Company therefore believes it is appropriate to grant these Stock Options as medium- to long-term incentive compensation for improvements in the consolidated results.

(Details of Proposal)

1. Reasons for Issuing the Stock Options on Preferential Terms and Conditions

   As set out in the earlier reference section on page 10, the fundamental strategy of the Performance-based Compensation System is to motivate Directors and Corporate Officers of UNIADEX, Ltd. to pursue growth in the entire Nihon Unisys Group's medium- to long-term corporate value and stock price by having them share the benefits and risks of stock price fluctuations with our shareholders.

2. The maximum number and the details of the Stock Options that the Board of Directors can issue under the authority granted by a resolution at this General Meeting of Shareholders

   (1) Maximum number of Stock Options

   The maximum number of the Stock Options that may be issued for one year following the date of this Ordinary General Meeting of Shareholders shall be 1,005 units, with the terms defined in (3) below.

   The upper limit of the number of shares to be granted upon exercise of the Stock Options shall be 100,500 shares of ordinary shares of the Company. In the event that the number of shares to be granted is adjusted pursuant to (3) 1) below, the upper limit of the number of shares to be granted upon exercise of the Stock Options shall be the number obtained by multiplying the Number of Shares Granted after Adjustment (as defined in (3) i) below) by the maximum number of Stock Options as provided above.

   (2) No payment of cash shall be required in exchange for the Stock Options.

   (3) Details of Stock Options

   1) Type and number of shares to be granted upon exercise of the Stock Options

The shares to be granted for the Stock Options shall be ordinary shares of the Company, and the number of shares subject to one (1) Stock Option (hereinafter "Number of Shares Granted") shall be 100 shares.
However, after the resolution date of this Proposal (hereinafter "Resolution Date"), if the Company conducts a stock split or a stock consolidation, the Number of Shares Granted shall be adjusted according to the following formula:

Number of Shares Granted after adjustment	=	Number of Shares Granted before adjustment	X	Ratio of stock split or consolidation

In addition, in the event that an adjustment of the Number of Shares Granted is required after the Resolution Date, the Company can adjust the Number of Shares Granted to within reasonable bounds.
Any fraction less than one share resulting from the above adjustment shall be rounded down.

2) Amount of assets to be contributed upon exercise of the Stock Options
The amount of assets to be contributed upon exercise of the Stock Options shall be one (1) yen for each one (1) share to be acquired upon exercise of the Stock Options, multiplied by the Number of Shares Granted.

3) Exercise period for the Stock Options
Thirty (30) years from July 1, 2016

4) Matters concerning the increase in capital and capital reserve in the event of issuance of shares upon the exercise of the Stock Options

i. The amount of increase in capital in the event of the issuance of shares upon the exercise of the Stock Options shall be one half of the maximum amount of the capital increase, calculated in accordance with Article 17, Paragraph 1 of the Corporate Accounting Regulations of Japan. Fractions less than one (1) yen resulting from the calculation shall be rounded up.

ii. An increase in the capital reserves in the event of the issuance of shares upon exercise of the Stock Options shall be the amount obtained by subtracting the amount of the increase in capital from the maximum amount of the capital increase, as set forth in 4) i above.

5) Restriction on acquisition of Stock Options by transfer
Any transfer of the Stock Options shall be subject to approval by a resolution of the Board of Directors of the Company.

6) Provisions pertaining to acquisition of the Stock Options
In the event that any of the items set forth in i, ii, and iii below is approved at a General Meeting of Shareholders of the Company (or, if a resolution at a General Meeting of Shareholders is not required, it is resolved by the Board of Directors), the Company can acquire the Stock Options without contribution on the date to be separately determined by the Board of Directors:

i. Proposal to ask approval of a merger agreement under which the Company shall become an absorbed disappearing company;

ii. Proposal to ask approval of a company split agreement or company split plan under which the Company shall become a split company;
iii. Proposal to ask approval of a share exchange agreement or share transfer plan under which the Company shall become a wholly owned subsidiary.

7) Policy for determining the granting of the Stock Options of the Reorganized Company in a Reorganization

In the event where the Company engages in any merger, a corporate split in which a division of the Company is merged into an existing company, a corporate split in which a division of the Company is spun off to establish a new company, or an exchange or transfer of shares (hereinafter collectively "Restructuring Actions"), each person holding the remaining Stock Options immediately before the Effective Date of the Restructuring Actions (hereinafter "Remaining Stock Options") shall be granted the Stock Options of the relevant stock companies prescribed in Article 236, Paragraph 1, Item 8, (a) through (e) of the Companies Act of Japan (hereinafter "Reorganized Company"), in accordance with the conditions set forth below. However, the new Stock Options shall be issued only if provisions for granting them in accordance with the following conditions (i–ix) are included as conditions in a merger agreement (in which the Company is merged into a Reorganized Company or a Reorganized Company is established as the result of the merger), a corporate split agreement (in which a division of the Company is merged into a Reorganized Company), a plan for a corporate split (in which a division of the Company is spun off to establish a Reorganized Company), and a share exchange agreement or a plan for transfer of shares (in both of which the Company becomes a fully owned subsidiary of a Reorganized Company).

i. Number of the Stock Options of a Reorganized Company to be issued
The same number of Stock Options shall be issued as the number of the Remaining Stock Options held by the respective holders.

ii. Type of shares of the Reorganized Company to be granted for the Stock Options
The type of shares subject to the Stock Options shall be ordinary shares of the Reorganized Company.

iii. Number of shares of the Reorganized Company to be granted upon exercise of the Stock Options
The number of shares shall be determined in accordance with 1) above, after taking into consideration the conditions or other factors concerning the Restructuring Actions.

iv. Amount of assets to be contributed upon exercise of the Stock Options
The amount of assets to be contributed when each Stock Option to be granted is exercised shall be the amount obtained by multiplying the paid-in amount after Reorganization as specified below by the number of shares of the Reorganized Company to be issued upon exercise of each Stock Option, which is decided pursuant to iii. above. The amount to be paid in after reorganization shall be 1 yen per share of the shares of the Reorganized Company that would be granted by exercising the delivered Stock Options.

v. Exercise period for the Stock Options
The exercise period shall begin on either the first date of the exercise period for the Stock Options stipulated in 3) above, or on the date that the Restructuring Actions take effect, whichever comes later, and shall continue to the final date of the exercise

period for the Stock Options stipulated in 3) above.

vi. Matters concerning the increase in capital and capital reserves in the event of issuance of shares upon exercise of the Stock Options
Such increases shall be determined based on 4) above.

vii. Restriction on acquisition of the Stock Options by transfer
Any transfer of the Stock Options shall be subject to approval by a resolution of the Board of Directors of the Reorganized Company.

viii. Provisions pertaining to acquisition of the Stock Options
Such provisions shall be determined based on 6) above.

ix. Other terms and conditions for exercising the Stock Options
Such terms and conditions shall be determined based on 9) below.

8) Handling of fractions less than one share resulting from exercise of Stock Options
Any fraction less than one share included in the shares to be granted to a holder of the Stock Options who exercised the Stock Options shall be rounded down.

9) Terms and conditions for exercising Stock Options

i. The holders of the Stock Options are required to continuously serve in the position of a Director or Corporate Officer of the Company or subsidiaries of the Company throughout the performance appraisal period ending March 31, 2016 (excluding cases such as loss of position through death or similar).

ii. The holders of the Stock Options can exercise their rights from July 1, 2016 until the earlier of either the day on which 10 years has elapsed since the day following the day on which they lose their positions as Director, Audit & Supervisory Board Member or Corporate Officer of the Company or subsidiaries of the Company, or the last day of the exercise period of the Stock Options.

10) Other matters concerning the Stock Options
Other matters concerning the Stock Options shall be determined by the Board of Directors of the Company where the details of the offering terms of the Stock Options shall be resolved.