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(Stock Exchange Code 6379)
June 3, 2016

To Shareholders with Voting Rights:

Yoshiharu Yoshikawa
President and Director
Shinko Plantech Co., Ltd.
27-5 Shin-isogocho
Isogo-ku, Yokohama-shi, Kanagawa,
Japan

NOTICE OF
THE 112TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 112th Annual General Meeting of Shareholders of Shinko Plantech Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or by an electromagnetic method (via the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Thursday, June 23, 2016, Japan time.

1. **Date and Time:** Friday, June 24, 2016 at 10:00 a.m. Japan time
(The reception is scheduled to begin at 9:00 a.m.)

2. **Place:** Conference room on the second floor of Head Office located at
27-5 Shin-isogocho, Isogo-ku, Yokohama-shi, Kanagawa, Japan
(Please see the Map of the Venue of the 112th Annual General Meeting of Shareholders at the end of this notice.)

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 112th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 112th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

Proposal No. 1:	Appropriation of Surplus
Proposal No. 2:	Partial Amendments to the Articles of Incorporation
Proposal No. 3:	Election of Nine (9) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
Proposal No. 4:	Election of Five (5) Directors Serving as Audit and Supervisory Committee Members
Proposal No. 5:	Election of One (1) Substitute Director Serving as Audit and Supervisory Committee Member
Proposal No. 6:	Determination of Remuneration for Directors (Excluding Directors Serving as Audit and Supervisory Committee Member)
Proposal No. 7:	Determination of Remuneration for Directors Serving as Audit and Supervisory Committee Members

◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. To save resources, please bring this "Notice of Convocation" with you.

◎ Of the documents that are required to be provided with this notice of convocation, the "Notes to the Consolidated Financial Statements" and the "Notes to the Non-consolidated Financial Statements" are provided on the Company's website (http://www.s-plantech.co.jp/) in accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company.

◎ Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (http://www.s-plantech.co.jp/).

Notes to Exercise of Voting Rights

We kindly ask our shareholders to review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights.

Voting rights can be exercised via one of the following three methods.

Attend the General Meeting of Shareholders

Date and Time of the General Meeting of Shareholders: Friday, June 24, 2016 at 10:00 a.m. Japan time

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. To save resources, please bring this "Notice of Convocation" with you.

Via mail

Deadline for Exercise of Voting Rights: Thursday, June 23, 2016 at 5:30 p.m. Japan time

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the deadline.

Exercise of Voting Rights via the Internet

Deadline for Exercise of Voting Rights: Thursday, June 23, 2016 at 5:30 p.m. Japan time

Please access the voting rights exercise website and indicate your vote for or against the proposals by the deadline.

[The voting rights exercise website] http://evote/jp/

* The website may not be accessible by certain internet software or mobile phone devices.

To institutional investors:
Institutional investors can use the electronic voting rights exercise platform operated by ICJ, Inc.

Procedure to Exercise voting Rights via the Internet

Exercise of voting rights via the Internet is only possible via the voting rights exercise website below designated by the Company (http://www.evote.jp/). (However, the website is not available between 2:00 a.m. and 5:00 a.m. Japan time and the exercise of voting rights on such website may not be possible depending on the Internet environment of shareholders.) If attending on the day of the meeting, neither exercise of voting rights via mail nor the Internet is required.

How to exercise voting rights via the voting rights exercise website

Access the voting rights exercise website (http://www.evote.jp/)
(1) Please click “Next Screen”.

Login
(2) Enter the “Login ID” and “Temporary Password” shown on the enclosed Voting Rights Exercise Form.
(3) Click “Login”.

Register Password
(4) Enter both “New Password” and “New Password (confirmation)”. Please make sure not to forget the password.
(5) Click “Send”.
- ► Click “Confirm” when the confirmation screen appears.
- ► Then please follow the guidance on the screen and register your approval or disapproval of the proposals.

Notes
- If you vote both in writing on the Voting Rights Exercise Form and the Internet, only the vote placed via the Internet will be valid. If you submit your vote multiple times via the Internet, only the last vote exercised will be valid.
- Please note that the shareholder is solely responsible for any expenses (the Internet connection fees, communication fees, etc.) incurred while accessing the voting rights exercise website.
- Although we will accept the exercise of voting rights via the Internet until 5:30 p.m. on Thursday, June 23, 2016 Japan time, please exercise voting rights ahead of time and contact the help desk with any questions.
- Handling of passwords
  1. A new “Login ID” and “Temporary Password” will be issued for each General Meeting of Shareholders
  2. Please handle your password with due care since it is the means to identify the person exercising the voting right as a shareholder. Please note that inquiries about passwords by phone, etc. cannot be answered.

Inquiries Regarding the Exercise of Voting Rights via the Internet (Help Desk)
Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency Department
Telephone: 0120-173-027 (open from 9:00 a.m. to 9:00 p.m. Japan time, toll free within Japan)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Regarding the distribution of dividends, the Company has positioned it as the most important management issue, and believes that the dividend amount should be decided in light of revenues and profits, but at the same time, it also believes that the effect of changes in business results on dividends shall be small, and continuity and stability of dividends must also be considered.

Concerning year-end dividends for the 112th fiscal year, the Company proposes 30 yen per share, the same amount as last year.

1. Type of dividend property
   Cash
2. Matters concerning the allotment of dividend property and the total amount
   30 yen per share of common stock.
   The total amount of dividends in this case is 1,386,836,220 yen
3. Effective date of distribution of surplus
   June 27, 2016

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Amendment

(1) Due to the promulgation of the "Act for Partial Revision of the Companies Act" (Law No. 90 of 2014), a structure called a company with an audit and supervisory committee was introduced as a new institutional design. With the intent of reinforcing supervisory function of the Board of Directors and further enhancing the corporate governance system, the Company will shift to a company with an audit and supervisory committee from a company with an audit & supervisory board. In line with this transition, new provisions regarding Audit and Supervisory Committee and Audit and Supervisory Committee Members will be added, and changes will be made such as deleting provisions regarding Audit & Supervisory Board and Audit & Supervisory Board Members.

(2) As the scope of officers who are eligible to conclude a liability limitation agreement was changed as a result of the amendment of the Companies Act, changes to certain provisions will be made so that liability limitation agreements can be concluded between Directors other than Executive Directors to continue to invite capable individuals as Directors. In addition, to allow Directors to fully demonstrate their expected role, new provisions will be added that enables to exempt Directors from liabilities, by a resolution of the Board of Directors, to the extent permitted by laws and regulations. All Audit & Supervisory Board Members have given approval to this amendment to the Articles of Incorporation.

(3) To expedite decision-making, new provisions will be added so that all or part of important business execution can be delegated to Directors by resolution of the Board of Directors.

(4) In accordance with Article 194, Paragraph 1 of the Companies Act, new provisions will be established to allow purchase of shares less than one unit, and requisite amendments will be made to the current Articles of Incorporation.

(5) Necessary changes will be made to some provisions in relation to the overall review of the Articles of Incorporation.

(6) Following the above changes, the numbers of articles will be reorganized and other wording changes will be made as necessary.

2. Details of Amendments

Details of the proposed amendments are as follows.

(Underlined text indicates sections to be changed.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
Articles 1 ~ 3 (Omitted)	Articles 1 ~ 3 (Unchanged)
(Bodies) Article 4 Apart from the General Meeting of Shareholders and Directors, the Company shall have the following bodies: 1. Board of Directors 2. Audit & Supervisory Board Members 3. Audit & Supervisory Board 4. Accounting Auditors	(Bodies) Article 4 Apart from the Ordinary General Meeting of Shareholders and Directors, the Company shall have the following bodies: 1. Board of Directors 2. Audit and Supervisory Committee (Deleted) 3. Accounting Auditors
Article 5 (Omitted)	Article 5 (Unchanged)
CHAPTER 2 SHARES	CHAPTER 2 SHARES
Articles 6 ~ 8 (Omitted)	Articles 6 ~ 8 (Unchanged)
(Rights Concerning Shares Less than One Unit) Article 9 (Omitted) 1. (Omitted) 2. (Omitted) 3. (Omitted)	(Rights Concerning Shares Less than One Unit) Article 9 (Unchanged) 1. (Unchanged) 2. (Unchanged) 3. (Unchanged)
(Newly established)	4. Rights to make requests defined in the following Article
(Newly established)	(Purchase of Shares Less than One Unit) Article 10 Any Shareholder that holds shares less than one unit of the Company, based on stipulations of the “Stock Handling Regulations,” may make request to the Company to sell to such Shareholder a number of shares which, together with the number of shares less than one unit held by such Shareholder, constitute one unit.
Articles 10 ~ 18 (Omitted)	Articles 11 ~ 19 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS	CHAPTER 4 DIRECTORS AND BOARD OF DIRECTORS
(Number of Directors) Article 19 The number of Directors of the Company shall be twelve (12) or less.	(Number of Directors) Article 20 The number of Directors (excluding those serving as Audit and Supervisory Committee Members) of the Company shall be twelve (12) or less.
(Newly established)	(2) The number of Directors of the Company who serve as Audit and Supervisory Committee Members shall be five (5) or less.
(Election) Article 20 Directors shall be elected at a General Meeting of Shareholders.	(Election) Article 21 Directors shall be elected at a General Meeting of Shareholders, by distinguishing Directors who are Audit and Supervisory Committee Members and other Directors.
(Newly established)	(2) Pursuant to Article 329, Paragraph 3 of the Companies Act, the Company may, in case a shortfall occurs in the number of Directors serving as Audit and Supervisory Committee Members required under laws and regulations, elect substitute Directors serving as Audit and Supervisory Committee Members at a General Meeting of Shareholders.
(2) (Omitted) (3) (Omitted)	(3) (Unchanged) (4) (Unchanged)
(Term of Office) Article 21 The term of office of Directors shall continue until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within one (1) year after election.	(Term of Office) Article 22 The term of office of Directors (excluding those serving as Audit and Supervisory Committee Members) shall continue until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within one (1) year after election.
(Newly established)	(2) The term of office of Directors serving as Audit and Supervisory Committee Members shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within two (2) years after election.
(Newly established)	(3) The term of office of a Director serving as Audit and Supervisory Committee Member elected as substitute for a Director who was an Audit and Supervisory Committee Member and retired before expiry of its term of office shall be by the time the term of office of the retired Director who was an Audit and Supervisory Committee Member expires.

Current Articles of Incorporation	Proposed Amendments
(Representative Directors and Directors with Special Titles) Article 22 The Board of Directors shall, by its resolution, elect Representative Directors.	(Representative Directors and Directors with Special Titles) Article 23 The Board of Directors shall, by its resolution, elect Representative Directors from among Directors (excluding those serving as Audit and Supervisory Committee Members).
(2) The Board of Directors may, by its resolution, elect one (1) Director/Chairman, one (1) Director/President, and one (1) or more Director/Vice President(s), Senior Director(s) and Managing Director(s).	(2) The Board of Directors may, by its resolution, elect one (1) Director/Chairman, one (1) Director/President, and one (1) or more Director/Vice President(s) from among Directors (excluding those serving as Audit and Supervisory Committee Members).
(Rules of the Board of Directors) Article 23 Except as provided by laws and regulations and these Articles of Incorporation, all matters concerning the operation of the Board of Directors shall be governed by the "Rules of the Board of Directors" established by the Board of Directors.	(Deleted (moved to Article 29 of the Proposed Amendments))
(Notice of Convocation) Article 24 Notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director and Audit & Supervisory Board Member no later than two (2) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened.	(Notice of Convocation) Article 24 Notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director no later than three (3) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened.
(2) With the consent of all Directors and Audit & Supervisory Members, the Board of Directors may be convened without following the procedure for convening the meeting.	(2) With the consent of all Directors, the Board of Directors may be convened without following the procedure for convening the meeting.
(Method of Resolution) Article 25 A resolution of the Board of Directors meeting shall be adopted by a majority of the Directors present at the meeting where majority of Directors are present.	(Method of Resolution) Article 25 A resolution of the Board of Directors meeting shall be adopted by a majority of the Directors present at the meeting where majority of Directors entitled to participate in the vote are present.
(Newly established)	(Delegation of Decision on Execution of Important Operations) Article 26 The Company may, as stipulated in Article 399-13, Paragraph 6 of the Companies Act, delegate the decision on the execution of important operations (excluding those listed in each Item of Paragraph 5 of the same Article), either in whole or in part, to Directors by resolution of the Board of Directors.
(Minutes) Article 26 A summary of the proceedings at a meeting of the Board of Directors and the results thereof shall be noted or recorded in the minutes, and the Chairman, Directors and Audit & Supervisory Board Members in attendance shall affix name and seal to, or electronically sign, the minutes.	(Minutes) Article 27 A summary of the proceedings at a meeting of the Board of Directors and the results thereof shall be noted or recorded in the minutes, and the Chairman and Directors in attendance shall affix name and seal to, or electronically sign, the minutes.
Article 27 (Omitted)	Article 28 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
(Newly established (moved from Article 23 of current Articles of Incorporation))	(Rules of the Board of Directors) Article 29 Except as stipulated by laws and regulations and these Articles of Incorporation, all matters concerning the operation of the Board of Directors shall be governed by the "Rules of the Board of Directors" established by the Board of Directors.
(Advisor) Article 28 The Company may, by a resolution of the Boards of Directors, appoint Advisors.	(Deleted)
(Remunerations, etc.) Article 29 Remunerations, bonuses and other financial benefits of Directors received from the Company as a consideration for the execution of the duties (hereinafter referred to as "Remunerations, etc.") shall be determined by a resolution of a General Meeting of Shareholders.	(Remunerations, etc.) Article 30 Remunerations, bonuses and other financial benefits of Directors received from the Company as a consideration for the execution of the duties (hereinafter referred to as "Remunerations, etc.") shall be determined by a resolution of a General Meeting of Shareholders, by distinguishing Directors serving as Audit and Supervisory Committee Members and other Directors.
(Liability Limitation Agreements with Outside Directors) Article 30 (Newly established)	(Exemption of Liabilities of Directors) Article 31 By a resolution of the Board of Directors, the Company may, in accordance with the provision of Article 426, Paragraph 1 of the Companies Act, exempt a Director (including a person who was a Director) from liability for damages caused by negligence of his or her duties to the extent permitted by laws and regulations.
The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, conclude agreements with Outside Directors to limit their liability for damages caused by negligence of their duties. The maximum amount of liability under the said agreement shall be the amount as stipulated by laws and regulations.	(2) The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, conclude agreements with Directors (except Executive Directors, etc.) to limit their liability for damages caused by negligence of their duties. The maximum amount of liability under the said agreement shall be the amount as stipulated by laws and regulations.
CHAPTER 5 AUDIT & SUPERVISORY BOARD MEMBER AND AUDIT & SUPERVISORY BOARD	CHAPTER 5 AUDIT AND SUPERVISORY COMMITTEE
(Number of Audit & Supervisory Board Members) Article 31 The number of Audit & Supervisory Board Members of the Company shall be five (5) or less.	(Deleted)
(Election) Article 32 Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders. (2) Resolution to elect an Audit and Supervisory Board Member shall be made when one-third (1/3) or more of shareholders that may exercise voting rights are in attendance, and a majority of those voting rights are exercised in favor of the election.	(Deleted)

Current Articles of Incorporation	Proposed Amendments
(Term of Office) Article 33 The term of office of Audit & Supervisory Board Members shall be until the conclusion of the Annual General Meeting of Shareholders for the last fiscal year which ends within four (4) years after election.	(Deleted)
(Standing Audit & Supervisory Board Members) Article 34 The Audit & Supervisory Board, by its resolution, selects Standing Audit & Supervisory Board Members.	(Deleted)
(Rules of the Audit & Supervisory Board) Article 35 Except as provided by laws and regulations and these Articles of Incorporation, all matters concerning the operation of Audit & Supervisory Board shall be governed by the "Rules of the Audit & Supervisory Board" established by the Audit & Supervisory Board.	(Deleted)
(Notice of Convocation) Article 36 Notice of convocation of the meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than two (2) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened. (2) With the consent of all Audit & Supervisory Board Members, the Audit & Supervisory Board may be convened without following the procedure for convening the meeting.	(Deleted)
(Method of Resolution) Article 37 Except as otherwise provided by laws and regulations, a resolution of the Audit & Supervisory Board shall be adopted by a majority of the Audit & Supervisory Board Members.	(Deleted)
(Minutes) Article 38 A summary of the proceedings at a meeting of the Audit & Supervisory Board and the results thereof shall be noted or recorded in the minutes, and the Audit & Supervisory Board Members in attendance shall affix name ad seal to, or electronically sign, the minutes.	(Deleted)
(Remunerations, etc.) Article 39 Remunerations, etc. for Audit & Supervisory Board Members shall be determined by a resolution of a General Meeting of Shareholders.	(Deleted)

Current Articles of Incorporation	Proposed Amendments
(Liability Limitation Agreements with Outside Audit & Supervisory Board Members) Article 40 The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, conclude agreements with Outside Audit & Supervisory Board Members to limit their liability for damages caused by negligence of their duties. The maximum amount of liability under the said agreement shall be the amount as stipulated by laws and regulations.	(Deleted)
(Newly established)	(Notice of Convocation) Article 32 Notice of convocation of the meeting of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member no later than three (3) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened. (2) With the consent of all Audit and Supervisory Committee Members, the Audit and Supervisory Committee may be convened without following the procedure for convening the meeting.
(Newly established)	(Method of Resolution) Article 33 A resolution of the Audit and Supervisory Committee meeting shall be adopted by a majority of the Audit and Supervisory Committee Members present at the meeting where majority of Audit and Supervisory Committee Members entitled to participate in the vote are present.
(Newly established)	(Minutes) Article 34 A summary of the proceedings at a meeting of the Audit and Supervisory Committee and the results thereof shall be noted or recorded in the minutes, and the Audit and Supervisory Committee Members in attendance shall affix name and seal to, or electronically sign, the minutes.
(Newly established)	(Rules of the Audit and Supervisory Committee) Article 35 Except as provided by laws and regulations and these Articles of Incorporation, all matters concerning the operation of Audit and Supervisory Committee shall be governed by the "Rules of the Audit and Supervisory Committee" established by the Audit and Supervisory Committee.

Current Articles of Incorporation	Proposed Amendments
CHAPTER 6 ACCOUNTING AUDITOR	CHAPTER 6 ACCOUNTING AUDITOR
Article 41 ~ 42 (Omitted)	Articles 36 ~ 37 (Unchanged)
(Remunerations, etc.) Article 43 Remunerations, etc. for an Accounting Auditor shall be determined by a Representative Director with the consent of Audit & Supervisory Board.	(Remunerations, etc.) Article 38 Remunerations, etc. for an Accounting Auditor shall be determined by a Representative Director with the consent of Audit and Supervisory Committee.
CHAPTER 7 ACCOUNTING	CHAPTER 7 ACCOUNTING
Articles 44 to 46 (Omitted)	Articles 39 to 41 (Unchanged)
(Newly established)	Supplemental Provision (Transitional Measures Regarding Liability Limitation Agreements with Outside Audit & Supervisory Board Members) As to the agreements limiting liability pursuant to Article 423, Paragraph 1 of the Companies Act concerning the actions of Outside Audit & Supervisory Board Members (including those who were Outside Audit & Supervisory Board Members) before the conclusion of the 112th Annual General Meeting of Shareholders, those shall be handled in accordance with Article 40 of the Articles of Incorporation prior to the amendments that will be made by a resolution of the said Annual General Meeting of Shareholders.

Proposal No. 3: Election of Nine (9) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The Company will shift to a company with an audit and supervisory committee, provided that Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved and passed. In addition, the terms of office of all nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of nine (9) Directors (excluding Directors serving as Audit and Supervisory Committee Members) is proposed.

The resolution on this Proposal shall become effective, provided that the amendments to the Articles of Incorporation in Proposal No.2 take effect.

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

No.		Name	Positions and responsibilities in the Company
1	Reappointment	Yoshiharu Yoshikawa	President and Representative Director President and Chief Executive Officer Division Director, CSR & Compliance
2	Reappointment	Yoshiji Otomo	Vice President and Representative Director Executive Vice President Assistant President Division Director, Profit Division
3	Reappointment	Toshiaki Ikeda	Director Senior Executive Officer Division Director, Management Division
4	Reappointment	Nobuo Narutaki	Director Executive Managing Officer Responsible for Engineering Division
5	Reappointment	Nobuo Nakazawa	Director Executive Managing Officer Responsible for Business Division and Maintenance Technology Division
6	Reappointment	Akira Wanibuchi	Director Executive Managing Officer Responsible for Project Division General Manager, Project Division
7	Reappointment	Hiroto Yamanouchi	Director Executive Managing Officer Responsible for Division-1 General Manager, Division-1 Division Director, JX group and TG group
8	New candidate	Takuma Sato	Executive Officer Senior General Manager, Project Operation Division
9	New candidate	Yoshimitsu Arashi	Executive Officer Senior General Manager, Safety & Quality Assurance Division

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
1	Reappointment Yoshiharu Yoshikawa (Dec. 13, 1951) Number of shares of the Company held: 27,000 9 years in office The rate of attendance at the Board of Directors meetings in FY2015: 9/9	Apr. 1977 Joined Niigata Construction Co., Ltd. (currently Shinko Plantech Co., Ltd.) Apr. 1996 General Manager, Technical Research & Development Center of Niigata Construction Co., Ltd. Oct. 2002 Executive Officer Senior General Manager, Technical Division Jun. 2007 Director Executive Officer Senior General Manager, Project Operation Division Jul. 2007 Director Executive Officer Responsible for Corporate Planning Department and Technical Research & Development Department Senior General Manager, Project Operation Division Mar. 2009 Representative Director Senior Executive Officer Responsible for Corporate Planning Department and Technical Research & Development Department Senior General Manager, Project Operation Division Jun. 2009 President and Representative Director President and Chief Executive Officer Jun. 2011 President and Representative Director President and Chief Executive Officer Division Director, CSR & Compliance (current position)
		Reasons for nomination Mr. Yoshiharu Yoshikawa has engaged primarily in research and development divisions, and held positions such as Senior General Manager, Technical Division and Senior General Manager, Project Operation Division. Subsequent to assuming the position of Director in June 2007, he has been responsible for the corporate planning division, etc., and the Company has judged that he possesses a wealth of experience and wide insights as a manager that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
2	Reappointment Yoshiji Otomo (Jun. 25, 1954) Number of shares of the Company held: 14,300 7 years in office The rate of attendance at the Board of Directors meetings in FY2015: 9/9	Apr. 1979 Joined Niigata Construction Co., Ltd. (currently Shinko Plantech Co., Ltd.) Oct. 2000 General Manager, Hyogo Branch Office Division-4 Jul. 2007 Deputy General Manager, Division-1 General Manager, Negishi Branch Office Division Jul. 2008 Executive Officer General Manager, Division-1 Jun. 2009 Director Executive Managing Officer General Manager, Division-1 Jun. 2012 Director Senior Managing Officer Responsible for Business Division, Division-1 and Division-2 Division Director, JX group and TG group Jun. 2014 Vice President and Representative Director Executive Vice President Assist President Division Director, Profit Division (Responsible for Division-1, Division-2, Division-3, Project Division) Division Director, JX group and TG group Jun. 2015 Vice President and Representative Director Executive Vice President Assistant President Division Director, Profit Division (Responsible for Division-1, Division-2, Division-3, Project Division) (current position)
		Reasons for nomination Mr. Yoshiji Otomo has engaged primarily in business divisions, and held positions such as General Manager, Hyogo Branch Office Division and General Manager, Negishi Branch Office Division. Subsequent to assuming the position of Director in June 2009, he has integrated the sales division and the business division, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
3	Reappointment Toshiaki Ikeda (Jul. 3, 1954) Number of shares of the Company held: 10,300 5 years in office The rate of attendance at the Board of Directors meetings in FY2015: 9/9	Apr. 1977 Joined Niigata Construction Co., Ltd. (currently Shinko Plantech Co., Ltd.) Jul. 2007 General Manager, Corporate Planning Department Jun. 2009 Executive Officer General Manager, Corporate Planning Department Jun. 2010 Executive Managing Officer Responsible for Corporate Planning Department, Cost Accounting Department, Information System Department General Manager, Financial Department Jun. 2011 Director Executive Managing Officer Responsible for Corporate Planning Department, Cost Accounting Department, Information System Department General Manager, Secretariat Office and Financial Department Jun. 2014 Director Senior Executive Officer Division Director, Management Division (Responsible for Internal Control Office, General Administration & Personnel Department, Corporate Planning Department, Accounting Department, Information System Department) (current position) Reasons for nomination Mr. Toshiaki Ikeda has engaged primarily in management divisions, and held positions such as General Manager, Corporate Planning Department and General Manager, Financial Department. Subsequent to assuming the position of Director in June 2011, he has integrated the management division, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.
4	Reappointment Nobuo Narutaki (Nov. 26, 1952) Number of shares of the Company held: 11,300 6 years in office The rate of attendance at the Board of Directors meetings in FY2015: 9/9	Apr. 1975 Joined Nippon Petroleum Refining Co., Ltd. (currently JX Nippon Oil & Energy Corporation) Jun. 2005 General Manager, Osaka Refinery of Nippon Petroleum Refining Co., Ltd. Jun. 2006 Executive Officer General Manager, Osaka Refinery of Nippon Petroleum Refining Co., Ltd. Apr. 2008 Executive Officer General Manager, Mizushima Refinery of Nippon Petroleum Refining Co., Ltd. Jun. 2010 Director Executive Managing Officer Responsible for Technical Division Jun. 2014 Director Executive Managing Officer Responsible for Engineering Division (current position) Reasons for nomination Mr. Nobuo Narutaki has held positions such as General Manager, Osaka Refinery and General Manager, Mizushima Refinery of Nippon Petroleum Refining Co., Ltd. (currently JX Nippon Oil & Energy Corporation), and has a wealth of knowledge and wide insights in oil refining companies. Subsequent to assuming the position of Director in June 2010, he has been responsible for the Technical Division and the Engineering Division, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.

<table>
<tr><th>No.</th><th>Name
(Date of Birth)</th><th>Past experience, positions, responsibilities and significant concurrent positions</th></tr>
<tr><td rowspan="2">5</td><td rowspan="2">Reappointment

Nobuo Nakazawa
(Sep. 9, 1953)

Number of shares of the Company held: 13,400

4 years in office

The rate of attendance at the Board of Directors meetings in FY2015: 9/9</td><td>May 1978 Joined Niigata Construction Co., Ltd. (currently Shinko Plantech Co., Ltd.)
Feb. 2000 General Manager, Quality Assurance Department of Niigata Construction Co., Ltd.
Oct. 2002 Deputy Senior General Manager, Technical Division
General Manager, Maintenance Department
Jun. 2005 Executive Officer
Senior General Manager, Technical Division
Jun. 2011 Executive Managing Officer
Senior General Manager, Technical Division
Jun. 2012 Director
Executive Managing Officer
Responsible for Division-1
General Manager, Division-1
Jun. 2014 Director
Executive Managing Officer
Responsible for Business Division and Maintenance Technology Division (current position)</td></tr>
<tr><td>Reasons for nomination
Mr. Nobuo Nakazawa has engaged primarily in technical divisions, and held positions such as General Manager, Quality Assurance Department and General Manager, Maintenance Department. Subsequent to assuming the position of Director in June 2012, he has been responsible for business divisions, sales divisions, and technology divisions, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.</td></tr>
<tr><td rowspan="2">6</td><td rowspan="2">Reappointment

Akira Wanibuchi
(Mar. 9, 1954)

Number of shares of the Company held: 6,800

4 years in office

The rate of attendance at the Board of Directors meetings in FY2015: 9/9</td><td>Apr. 1977 Joined Niigata Construction Co., Ltd. (currently Shinko Plantech Co., Ltd.)
Mar. 2003 General Manager, Yokkaichi Branch Office & Works Division-3
Jul. 2007 General Manager, Project Operation Department
Project Operation Division
Jun. 2009 Executive Officer
Senior General Manager, Project Operation Division
Jun. 2011 Executive Managing Officer
Senior General Manager, Project Operation Division
Jun. 2012 Director
Executive Managing Officer
Responsible for Project Division
General Manager, Project Division (current position)</td></tr>
<tr><td>Reasons for nomination
Mr. Akira Wanibuchi has engaged primarily in business divisions and project operation divisions, and held positions such as General Manager, Yokkaichi Branch Office & Works and Senior General Manager, Project Operation Division. Subsequent to assuming the position of Director in June 2012, he has been responsible for project divisions, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.</td></tr>
</table>

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
7	Reappointment Hiroto Yamanouchi (Aug. 21, 1958) Number of shares of the Company held: 6,900 2 years in office The rate of attendance at the Board of Directors meetings in FY2015: 9/9	Apr. 1981 Joined Niigata Construction Co., Ltd. (currently Shinko Plantech Co., Ltd.) Jun. 2004 General Manager, Sales Department-2 Business Division Jun. 2011 Deputy Senior General Manager, Business Division Jun. 2012 Executive Officer Senior General Manager, Business Division Jun. 2014 Director Executive Managing Officer Responsible for Divison-1 General Manager, Division-1 Jun. 2015 Director, Executive Managing Officer Responsible for Divison-1 General Manager, Division-1 Division Director, JX group and TG group (current position) Reasons for nomination Mr. Hiroto Yamanouchi has engaged primarily in sales divisions and held the position of Senior General Manager, Business Division. He has been responsible for business divisions of the Company and worked as the person responsible for integration of the Company's major clients of the JX Group and TG Group, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.
8	New candidate Takuma Sato (Dec. 24, 1954) Number of shares of the Company held: 4,200	Apr. 1980 Joined Niigata Construction Co., Ltd. (currently Shinko Plantech Co., Ltd.) Oct. 2002 General Manager, Technical Research & Development Department, Technical Division Nov. 2010 General Manager, Kawasaki TG Branch Office Division-3 Jun. 2014 Executive Officer Deputy General Manager, Division-2 General Manager, Kawasaki TG Branch Office Jun. 2015 Executive Officer Senior General Manager, Project Operation Division (current position) Reasons for nomination Mr. Takuma Sato has engaged primarily in research and development divisions and business divisions, and after holding positions such as General Manager, Technical Research & Development Department and General Manager, Kawasaki TG Branch Office, he currently serves as Executive Officer and Senior General Manager, Project Operation Division, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
9	New candidate Yoshimitsu Arashi (May 14, 1958) Number of shares of the Company held: 1,700	Apr. 1981 Joined Sanko Engineering Corporation (currently Shinko Plantech Co., Ltd.) Jun. 2009 General Manager, Information System Department Jun. 2013 Deputy Senior General Manager, Safety & Quality Assurance Division Jun. 2014 Executive Officer Senior General Manager, Safety & Quality Assurance Division (current position) Reasons for nomination Mr. Yoshimitsu Arashi has engaged primarily in technology design divisions and information system divisions, and after establishing a unified core IT system as General Manager, Information System Department, he currently serves as Executive Officer and Senior General Manager, Safety & Quality Assurance Division, etc., and the Company has judged that he possesses experience and abilities that are fitting of a Director (excluding Directors serving as Audit and Supervisory Committee Members) of the Company.

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

Proposal No. 4: Election of Five (5) Directors Serving as Audit and Supervisory Committee Members

The Company will shift to a company with an audit and supervisory committee, provided that Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved and passed. Accordingly, the election of five (5) Audit and Supervisory Committee Members is proposed. The Audit & Supervisory Board has given its approval to this proposal.

The resolution on this Proposal shall become effective, provided that the amendments to the Articles of Incorporation in Proposal No.2 take effect.

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

No.		Name	Positions and responsibilities in the Company
1	New candidate	Nobuhiro Ideue	Standing Audit & Supervisory Board Member
2	New candidate	Isao Kihara	Standing Audit & Supervisory Board Member
3	New Candidate Outside Independent	Teruoki Ninomiya	Outside Director
4	New Candidate Outside Independent	Shunji Komatsu	Outside Audit & Supervisory Board Member
5	New Candidate Outside Independent	Masahiro Fuse	Outside Audit & Supervisory Board Member

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
1	New candidate Nobuhiro Ideue (Jul. 18, 1952) Number of shares of the Company held: 9,400 The rate of attendance at the Board of Directors meetings in FY2015: 9/9 The rate of attendance at the Audit & Supervisory Board meetings in FY2015: 11/11	Apr. 1971 Joined Sanko Engineering Corporation (currently Shinko Plantech Co., Ltd.) Jun. 2006 General Manager, Accounting Department Jul. 2007 General Manager, Financial Department Jun. 2010 General Manager, Internal Control Office Jun. 2011 Standing Audit & Supervisory Board Member (current position) Reasons for nomination Mr. Nobuhiro Ideue has engaged primarily in accounting divisions and held positions such as General Manager, Accounting Department and General Manager, Internal Control Office. He has a wealth of experience in accounting division, etc., and has wide knowledge and views regarding the Group's overall business as a Standing Audit & Supervisory Board Member subsequent to assuming the position of Audit & Supervisory Board Member in June 2011, and the Company has judged that he possesses experience and abilities that are fitting of a Director serving as Audit and Supervisory Committee Member of the Company.
2	New candidate Isao Kihara (Nov. 23, 1953) Number of shares of the Company held: 4,500 The rate of attendance at the Board of Directors meetings in FY2015: 9/9 The rate of attendance at the Audit & Supervisory Board meetings in FY2015: 11/11	Apr. 1978 Joined Sanko Engineering Corporation (currently Shinko Plantech Co., Ltd.) Jun. 2005 General Manager, Civil Engineering Department, Engineering Division Jun. 2010 Deputy Senior General Manager, Engineering Division Jun. 2013 Standing Audit & Supervisory Board Member (current position) Reasons for nomination Mr. Isao Kihara has engaged primarily in design divisions and held positions such as General Manager, Civil Engineering Department and Deputy Senior General Manager, Engineering Division until assuming the position of Audit & Supervisory Board Member in June 2013. He has specialized knowledge utilizing a wealth of experience from design divisions, and has wide knowledge and views regarding the Group's overall business as a Standing Audit & Supervisory Board Member, and the Company has judged that he possesses experience and abilities that are fitting of a Director serving as Audit and Supervisory Committee Member of the Company.

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
3	New candidate Outside Independent Teruoki Ninomiya (Jun. 3, 1960) Number of shares of the Company held: 1,100 The rate of attendance at the Board of Directors meetings in FY2015: 9/9	Oct. 1986 Passed second stage of legal bar examination Apr. 1987 Judicial Apprentice Apr. 1989 Registered as a lawyer (Dai-Ichi Tokyo Bar Association) (current position) Apr. 1992 Established Maruichi Law Office (currently Maruichi Comprehensive Law Office) Mar. 2000 Received doctorate in law Jun. 2013 Outside Director (current position) Reasons for nomination The Company has determined that Mr. Teruoki Ninomiya is capable of appropriately carrying out duties as Outside Director serving as an Audit and Supervisory Committee Member since he has many years of practical experience in corporate law and has a high level of legal knowledge. His term of office of as Outside Director will be three (3) years as of the conclusion of this Annual General Meeting of Shareholders.
4	New candidate Outside Independent Shunji Komatsu (Apr. 28, 1956) Number of shares of the Company held: 0 The rate of attendance at the Board of Directors meetings in FY2015: 9/9 The rate of attendance at the Audit & Supervisory Board meetings in FY2015: 11/11	Apr. 1980 Joined The Bank of Yokohama, Ltd. Oct. 1997 Branch Manager, Yokohama City Branch, The Bank of Yokohama, Ltd. Apr. 2007 Executive Officer General Manager, Corporate Banking Department, The Bank of Yokohama, Ltd. May 2011 Managing Executive Officer General Manager, Central Branch Business Department General Manager, Central Branch Block Business Headquarters, The Bank of Yokohama, Ltd. Apr. 2013 Adviser, YOKOHAMA SHINKO CO., LTD. Jun. 2013 Representative Director and President, YOKOHAMA SHINKO CO., LTD. (current position) Jun. 2013 Outside Audit & Supervisory Board Member of the Company (current position) Jun. 2015 Outside Audit & Supervisory Board Member, ATSUGI CO., LTD. (current position) Reasons for nomination Since Mr. Shunji Komatsu has served various important positions at financial institutions, and is of a high level both in morale and knowledge, the Company has determined that Mr. Komatsu can appropriately fulfill the role of Outside Director serving as an Audit and Supervisory Committee Member. His term of office as Outside Audit & Supervisory Board Member will be three (3) years as of the conclusion of this Annual General Meeting of Shareholders.

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
5	New candidate Outside Independent Masahiro Fuse (Sep. 4, 1957) Number of shares of the Company held: 0 The rate of attendance at the Board of Directors meetings in FY2015: 7/7 The rate of attendance at the Audit & Supervisory Board meetings in FY2015: 7/7	Apr. 1981 Joined Toyo Trust & Banking Co., Ltd. (currently Mitsubishi UFJ Trust and Banking Corporation) Oct. 2003 General Manager, Real Estate Sales Department III, UFJ Trust Bank Limited (currently Mitsubishi UFJ Trust and Banking Corporation) Jun. 2008 Executive Officer and General Manager, Audit Division, Mitsubishi UFJ Trust and Banking Corporation Jun. 2011 Advisor, Ryoei Real Estate Appraisal and Research Co., Ltd. Aug. 2011 Representative Director and Executive Vice President, Ryoei Real Estate Appraisal and Research Co., Ltd. Aug. 2014 Representative Director and President, Ryoei Real Estate Appraisal and Research Co., Ltd. (current position) Jun. 2015 Outside Audit & Supervisory Board Member of the Company (current position) Reasons for nomination Since Mr. Masahiro Fuse has served various important positions at financial institutions, and is of a high level both in morale and knowledge, the Company has determined that he can appropriately fulfill the role of Outside Director serving as an Audit and Supervisory Committee Member. His term of office of as Outside Audit & Supervisory Board Member will be one (1) year as of the conclusion of this Annual General Meeting of Shareholders.

(Notes)

1. There are no special interests between each candidate and the Company.
2. Messrs. Teruoki Ninomiya, Shunji Komatsu, and Masahiro Fuse are candidates for Outside Directors serving as Audit and Supervisory Committee Members.
3. The Company has filed the notification of Messrs. Teruoki Ninomiya and Masahiro Fuse as independent officers as stipulated by the Tokyo Stock Exchange. If the election of Messrs. Teruoki Ninomiya and Masahiro Fuse as Outside Directors is approved, the Company plans to continue to file the notification of them as independent officers. Mr. Shunji Komatsu also satisfies the requirements stipulated by the Tokyo Stock Exchange for being an independent officer. Accordingly, the Company will file the notification of him as an independent officer if the election of Mr. Shunji Komatsu as an Outside Director is approved. Please see P.26 for the criteria for assessing independence of Outside Directors of the Company.
4. Although Mr. Shunji Komatsu had been an Executing Person of The Bank of Yokohama until March 2013, the bank is neither the main bank of the Company nor has lending to the Company. Although there are transactions between the Company and The Bank of Yokohama, the amount of transactions for the fiscal year ended March 31, 2016 was less than 0.01 % of consolidated net sales. Therefore, neither company is a major business partner of the other. Additionally, there are no transactions between the Company and YOKOHAMA SHINKO CO., LTD. (as of the fiscal year ended March 31, 2016), at which he serves as President. Due to the above reasons, the Company has determined that there is no concern for conflict of interest with general shareholders.
5. Although Mr. Masahiro Fuse had been an Executing Person of Mitsubishi UFJ Trust and Banking Corporation until May 2011, the bank is neither the main bank of the Company nor has lending to the Company. Although Mitsubishi UFJ Trust and Banking Corporation is currently the administrator of shareholder registry of the Company, and there are transactions such as securities agency between the Company and Mitsubishi UFJ Trust and Banking Corporation, the amount of transactions for the fiscal year ended March 31, 2016 was less than 0.1% of consolidated net sales. Therefore, neither company is a major business partner of the other. Additionally, there are no transactions between the Company and Ryoei Real Estate Appraisal and Research Co., Ltd. (as of the fiscal year ended March 31, 2016), at which he serves as President. Due to the above reasons, the Company has determined that there is no concern for conflict of interest with general shareholders
6. Mr. Masahiro Fuse's rate of attendance at meetings of the Board of Directors and the Audit & Supervisory Board is for meetings held after he became an Audit & Supervisory Board Member on June 24, 2015.
7. If the election of Messrs. Teruoki Ninomiya, Shunji Komatsu, and Masahiro Fuse is approved, concerning liabilities as described in Article 423, Paragraph 1 of the Companies Act, the Company plans to conclude a liability limitation agreement that limits liability to the maximum amount as stipulated by Article 425, Paragraph 1 of the Companies Act.

Proposal No. 5: Election of One (1) Substitute Director Serving as Audit and Supervisory Committee Member

The Company will shift to a company with an audit and supervisory committee, provided that Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved and passed. Accordingly, the election of one (1) Substitute Director Serving as Audit and Supervisory Committee Member is proposed, in case a shortfall occurs in the number of Directors serving as Audit and Supervisory Committee Members required under laws and regulations. The Audit & Supervisory Board has given its approval to this proposal.

The resolution on this Proposal shall become effective, provided that the amendments to the Articles of Incorporation in Proposal No.2 take effect.

The candidate for Substitute Director Serving as Audit and Supervisory Committee Member is as follows:

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions
1	New candidate Outside Independent Yutaka Onishi (May 9, 1956) Number of shares of the Company held: 0	Oct. 1986 Passed second stage of bar examination Apr. 1987 Judicial Apprentice Apr. 1989 Registered as a lawyer (Dai-Ichi Tokyo Bar Association) (current position) Aug. 1994 Outside Auditor, TAKARA PRINTING CO., LTD. (current position) Reasons for nomination The Company has determined that Mr. Onishi is capable of appropriately carrying out duties as Outside Director serving as an Audit and Supervisory Committee Member because of his extensive professional insight on corporate legal affairs, etc. and experience as an Outside Auditor of another company.

(Notes)

1. There are no special interests between the Company and the candidate.
2. Mr. Yutaka Onishi is a candidate for substitute Outside Director serving as Audit and Supervisory Committee Member.
3. Mr. Onishi satisfies the requirements stipulated by the Tokyo Stock Exchange for being an independent officer. Accordingly, the Company will file the notification of him as an independent officer if this Proposal is approved and Mr. Onishi is elected as an Outside Director. Please see P.26 for the criteria for assessing independence of Outside Directors of the Company.
4. If the Proposal is approved and Mr. Yutaka Onishi is elected as an Outside Director, concerning liabilities as described in Article 423, Paragraph 1 of the Companies Act, the Company plans to conclude a liability limitation agreement that limits liability to the maximum amount as stipulated by Article 425, Paragraph 1 of the Companies Act.

(Reference) Criteria for Assessing Independence of Outside Directors of the Company

(Established on May 10, 2016)

The Company shall, in addition to the requirements under the Companies Act and the Criteria for Independence stipulated by Tokyo Stock Exchange, determine that an Outside Officer (including a candidate thereof) is independent when he or she falls into none of the following:

1. A person who was or had been an executing person (as defined in Article 2, Paragraph 3, Item 6 of Ordinance For Enforcement of the Companies Act; the same applies hereinafter) of the Company or its subsidiaries (collectively called "the Group"; the same applies hereinafter) for any period during 10 years before his/her office
2. A person who is a major shareholder (meaning a shareholder that holds, either directly or indirectly, 10% or more of the total voting rights of the Company; the same applies hereinafter) of the Group, or an executing person thereof
3. A person who is an executing person of a company of which the Group currently is a major shareholder
4. A person whose major business partner is the Group (a person who received 2 % or more of his/her consolidated annual gross sales for the previous fiscal year from the Group), or an executing person thereof
5. A person who is a major business partner of the Group (a person who made payment to the Group of 2 % or more of the Company's consolidated annual gross sales for the previous fiscal year), and an executing person thereof
6. A person who is a director (limited to persons executing operations) of an organization that receives donations or grants that exceed a specified amount (the higher of 10 million yen on average during the past three fiscal years or 30% of the average total annual expenses of said organization) from the Group, and other executing person thereof
7. A person who is an executing person of a financial institution or other major creditors that is imperative to the Group's funding and on whom the Group is dependent to the extent that it cannot be replaced
8. A person who is a certified public accountant (or tax accountant), or a senior partner, partner or an employee of an auditing firm (or a tax accountant firm), who serves as an accounting auditor or accounting advisor of the Group
9. A person who is an attorney at law, certified public accountant, tax accountant or other consultant that does not fall under item 8 above, and who receives the average of 10 million yen or more of cash or other financial benefits annually from the Group for the past three years besides remuneration as Officer
10. A person who is a partner, partner, an associate or employee of a law firm, an auditing firm, a tax accountant firm, a consulting firm or other professional advisory firm whose major business partner is the Group (the firm that receives the average of 2 % or more of its consolidated annual gross sales from the Group for the past three years) that does not fall under item 8 above
11. A person who fell under any of the items 2 to 10 above for any period during 3 years before his/her office
12. A person who is an executing person of a company that has a director/directors from the Group
13. A person who is a close family member (within the second degree of kinship) of a person (excluding a person who is not significant) that falls under any of the items 1 to12 above
14. A person whose total term of office as an independent outside director exceeds 8 years.

Proposal No. 6: Determination of Remuneration for Directors (Excluding Directors Serving as Audit and Supervisory Committee Member)

Until this time, the upper limit for remuneration for Directors of the Company was approved to be 400,000 thousand yen per annum at the 108th Annual General Meeting of Shareholders, held on June 28, 2012. The Company will shift to a company with an audit and supervisory committee, subject to the approval of Proposal No. 2 “Partial Amendments to the Articles of Incorporation”. Accordingly, pursuant to the provisions of Article 361, Paragraph 1 and Paragraph 2 of the Companies Act, the Company proposes to set the upper limit for remunerations for Directors (excluding those serving as Audit and Supervisory Committee Members), in place of the current amount of remuneration for Directors, at 400,000 thousand yen per annum, taking into consideration of recent economic trends and other circumstances as well. The amount of remunerations for Directors does not include the portion of employee’s salary for Directors who concurrently serves as employees.

If the Proposals No. 2 and No. 3 are approved and resolved as originally proposed, the number of Directors (excluding Directors serving as Audit and Supervisory Committee Members) will be nine (9).

The resolution on this Proposal shall become effective, provided that the amendments to the Articles of Incorporation in Proposal No.2 take effect.

Proposal No. 7: Determination of Remuneration for Directors Serving as Audit and Supervisory Committee Members

The Company will shift to a company with an audit and supervisory committee, subject to the approval of Proposal No. 2 “Partial Amendments to the Articles of Incorporation”. Accordingly, pursuant to the provisions of Article 361, Paragraph 1 and Paragraph 2 of the Companies Act, the Company proposes to set the upper limit for remunerations for Directors serving as Audit and Supervisory Committee Members at 70,000 thousand yen per annum, taking into consideration of their duties and responsibilities as Directors serving as Audit and Supervisory Committee Members as well.

If the Proposals No. 2 and No. 4 are approved and resolved as originally proposed, the number of Directors serving as Audit and Supervisory Committee Members will be five (5).

The resolution on this Proposal shall become effective, provided that the amendments to the Articles of Incorporation in Proposal No.2 take effect.