Notice of Convening The Extraordinary General Meeting of Shareholders

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Proposal 4: Election of One Director

Deadline to exercise the voting rights in writing or via the Internet

5: 45 p.m. (Japan time)

Thursday, 23 March 2017

Date and Time:

10:00 A.M., Friday, 24 March 2017

(Reception to open from 9:00 A.M.)

Venue:

New Pier Hall,

New Pier TAKESHIBA North Tower 1st floor,

11-1, Kaigan 1-chome, Minato-ku, Tokyo

(Please refer to the "Map of the Venue for the Extraordinary General Meeting of Shareholders" attached at the end. Please kindly note that this venue differs from the one used in the previous ordinary general meeting of shareholders)

Please kindly note that souvenirs for shareholders attending this extraordinary general meeting of shareholders will not be offered. Thank you for your understanding.

Nippon Sheet Glass Company, Limited

Securities Code: 5202

This document has been translated from the original version written in Japanese for reference only. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 5202

9 March 2017

Shigeki Mori,
Director,
Representative Executive Officer, President and CEO
Nippon Sheet Glass Company, Limited
5-27, Mita 3-chome, Minato-ku, Tokyo

Notice of Convening the Extraordinary General Meeting of Shareholders

Dear Shareholder,

You are cordially invited to attend the Extraordinary General Meeting of Shareholders to be held as follows.

Should you be unable to attend the meeting in person on the day, you are entitled to exercise your voting rights in writing or via the Internet. In this case you are kindly asked to review and consider the Reference Materials to Proposals at the General Meeting of Shareholders produced below, and then exercise your voting rights according to the explanations and instructions described in page 2 below no later than 5:45 p.m. (Japan time) of 23 March (Thur.) 2017.

Please refer to the "Map of the Venue for the Extraordinary General Meeting of Shareholders" attached at the end **as this venue differs from the one used in the previous ordinary general meeting of shareholders.**

Note:

1. Date and Time: 10:00 A.M., Friday, 24 March 2017

2. Venue: New Pier Hall, New Pier TAKESHIBA North Tower 1st floor, 11-1, Kaigan 1-chome, Minato-ku, Tokyo

(Please refer to the "Map of the Venue for the Extraordinary General Meeting of Shareholders" attached at the end. Please kindly note that this venue differs from the one used in the previous ordinary general meeting of shareholders.)

3. Agenda

Matters to be Resolved

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Issuance of Class A Shares through Third-Party Allotment

Proposal 3: Reduction of the Amount of Legal Capital Surplus

Proposal 4: Election of One Director

4. Exercising Voting Rights

➢ When attending the meeting on the day

Please present the enclosed voting rights exercising card to the reception.

➢ If not attending the meeting on the day

(1) When exercising voting rights in writing

Indicate your approval or disapproval of the proposals in the enclosed voting rights exercising card and send it so that it reaches us no later than 5:45 p.m. (Japan time) of 23 March (Thur.) 2017.

(2) When exercising voting rights via the Internet

When exercising voting rights via the Internet, please carefully read "**Information concerning exercising voting rights via the Internet**" as shown below (pages 3 to 4) and then exercise the rights no later than 5:45 p.m. (Japan time) of 23 March (Thur.) 2017.

➢ If it should become necessary to make any amendments to any of the Reference Materials to Proposals and other pages at this extraordinary general meeting of shareholders, such amendments shall be notified to you by mail, or on the Company's website at http://www.nsg.com/ .

➢ Voting results of the meeting will be filed and shown via EDINET (http://disclosure.edinet-fsa.go.jp/) in the form of an Extraordinary Report (in Japanese only), and also disclosed on the Company's website at http://www.nsg.com/ (in English) and at http://www.nsg.co.jp/ (in Japanese). You are kindly asked to acknowledge and confirm that these actions would operate as alternatives to issue of a resolution notice.

➢ Please kindly note that souvenirs for shareholders attending this extraordinary general meeting of shareholders will not be offered. Thank you for your understanding.

Information concerning Exercising Voting Rights via the Internet

Please note the following matters upon exercising voting rights via the Internet.

1. Website for Exercising Voting Rights

Exercising voting rights via the Internet can be carried out only through the following website specified by the Company: http://www.web54.net (in Japanese only)

2. Voting Rights

(1) When exercising voting rights via the Internet, use voting rights code and password listed in the enclosed voting rights exercising card and follow the on-screen directions to indicate your approval or disapproval of the proposals.

(2) Though voting rights may be exercised till 5:45 p.m. (Japan time) of 23 March (Thur.) 2017, it would be greatly appreciated if you could kindly exercise the rights earlier to facilitate early tabulation of the voting results.

(3) When a shareholder exercises his or her voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall take precedence over the one in writing. When a shareholder exercises his or her voting rights multiple times via the Internet, the last valid exercise of voting rights via the Internet shall be considered as the shareholder's final vote.

(4) The shareholder shall bear any connection fees of the service provider or telecommunication charges upon using the website for exercising voting rights.

3. Voting Rights Code and Password

(1) The password is very important information to identify you at the voting. Please treat it very carefully in the same manner as if it is your personal seal or secret number.

(2) In the event that you put wrong password a certain number of times such password will become invalid. If you wish reissue of the password please follow the instruction shown on the screen.

(3) The voting rights code written on voting rights exercising card shall be valid only for this General Meeting of Shareholders.

4. System Requirements for Exercising Voting Rights via the Internet

Please confirm the following system requirements of your computer when you exercise voting rights via the Internet:

(1) Website for personal computer

A) Display resolution of the computer is 800×600 (SVGA) or higher.

B) Following applications are installed into the computer

(i) Microsoft® Internet Explorer 5.01 SP2 or its higher version as Internet browser software

(ii) Adobe® Acrobat® Reader® 4.0 or its higher version, or Adobe® Reader® 6.0 or its higher version as PDF file browser

* Internet Explorer is the name of product provided by Microsoft Corporation. Adobe® Acrobat® Reader® and Adobe® Reader® are the trademarks or registered trademarks of Adobe Systems Incorporated in the U.S. and other countries.

* You can download such software for free at the website of each company respectively.

(iii) If the pop-up broker is active on your computer please make it (temporarily) inactive and Cookie enabled for this website in the privacy setting.

(iv) If you cannot access the website the Internet access might be restricted due to the setting of firewall proxy server and security software. In such case please check the settings.

(2) Website for mobile phone

Mobile phone is capable of 128-bit SSL communication (encrypted communication), and either of the following services is available: i) i-mode, ii) EZweb or iii) Yahoo! Keitai

* i-mode, EZweb, Yahoo! and Yahoo! Keitai are trademarks or registered trademarks of NTT DoCoMo, Inc., KDDI Corporation, Yahoo! Incorporated and SoftBank Corporation respectively.

* In the case that you access the website by using; full browsing application of mobile devices; PC via network provided by the mobile device or; Smartphone device, your voting is deemed as the one exercised on the website for personal computer.

5. Inquiries regarding Exercising Voting Rights via the Internet

(1) Contact for any inquiries regarding the exercise of voting rights via the Internet

Web support desk of Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited

Telephone number:

0120-652-031 (from 9 a.m. to 9 p.m. Japan time, toll free in Japan)

(2) Contact for other information such as request for documents

A) If you have a shareholder account of securities company:

Please contact the securities company administrating your shareholder account

B) If you do NOT have a shareholder account of securities company:

Please contact the Administration Center of Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited

Telephone number:

0120-782-031 (Weekdays from 9 a.m. to 5 p.m. Japan time, toll free in Japan)

6. Electronic Voting Platform for Institutional Shareholders

The Electronic Voting Platform operated by ICJ, Inc. is available for institutional shareholders.

Reference Materials to Proposals at General Meeting of Shareholders

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for Proposal

In order to allow the Class A Shares to be issued, new provisions in relation to the Class A Shares as new class of shares of the Company and some other amendments as necessary will be added to the Company's Articles of Incorporation. Regarding the reasons for issuance of this Class A Shares, please refer to the Proposal 2.

2. Details of the proposed amendments

Details of the proposed amendments are as below. The specific changes made are indicated by underlines.

Current Articles of Incorporation	Proposed amendment
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
Article 1	Article 1
through	through
Article 5	Article 5
(Omitted)	(Same as Current Version)
CHAPTER 2 COMPANY SHARES	CHAPTER 2 COMPANY SHARES
Article 6 Total number of shares authorized to be issued	Article 6 Total number of shares authorized to be issued and total number of shares authorized to be issued by class
The total number of shares of the Company authorized to be issued shall be 177,500,000 shares.	The total number of shares of the Company authorized to be issued shall be 177,500,000 shares. The total number of shares of the Company authorized to be issued by class shall be as follows: Common shares 177,500,000 shares Class A Shares 40,000 shares
Article7 Number of Shares Comprising One (1) Unit	Article7 Number of Shares Comprising One (1) Unit
The number of shares comprising one (1) unit (hereinafter referred to as "Unit") shall be 100.	The number of shares comprising one (1) unit (hereinafter referred to as "Unit") of common shares shall be 100 and one Unit of Class A Shares shall be one (1).

Article 8 through Article 10	Article 8 through Article 10
(Omitted)	(Same as Current Version)
(New) (New)	CHAPTER 2-2 CLASS A SHARES Article 10-2 Class A Preferred Dividends 1. If the Company is to distribute dividends out of surplus setting a certain day belonging to a business year as the record date, the Company shall make, in accordance with the order of priority of payment set forth in Article 10-10, Paragraph 1, pecuniary distribution of surplus to the holders of the Class A Shares (the "Class A Shareholders") or the registered pledgees of the Class A Shares (together with the Class A Shareholders, the "Class A Shareholders/Pledgees") entered or recorded in the latest shareholders' register as at the record date for the distribution of the relevant dividends (the "Dividend Record Date") in the amount per Class A Share as set forth in Paragraph 2 (hereinafter such amount of money paid per Class A Share as a dividend shall be referred to as the "Class A Preferred Dividend"). If the amount obtained by multiplying the Class A Preferred Dividend by the number of Class A Shares to which each Class A Shareholder/Pledgee is entitled includes any fraction less than one (1) yen, such fraction shall be rounded down. 2. The amount of the Class A Preferred Dividend shall be calculated (i) for the amount of money calculated by multiplying 1,000,000 yen (the "Amount Equivalent to Paid-in Amount") by 4.5%, if the Dividend Record Date belongs to a business year ending on or before 31 March 2018; (ii) for the amount of money calculated by multiplying the Amount Equivalent to Paid-in Amount by 5.5%, if the Dividend Record Date belongs to any business year starting on or after 1 April 2018 and ending on or before 31 March 2020; and (iii) for the amount of money calculated by multiplying the Amount Equivalent to Paid-in Amount

	by 6.5%, if the Dividend Record Date belongs to any business year starting on or after 1 April 2020, on a daily prorated basis based on a 365-day year (or a 366-day year if the relevant business year has a leap day) by reference to the actual number of days from and including the first day of the business year to which the relevant Dividend Record Date belongs (or 31 March 2017, if the relevant Dividend Record Date belongs to the business year ending on 31 March 2017) to and including the relevant Dividend Record Date (provided, however, that if the relevant Dividend Record Date belongs to the business year ending on 31 March 2017, such actual number of days shall be reduced by one (1) day) (the division shall be performed at the end of the computation and the amount shall be calculated to the hundredth of one (1) yen and rounded off to the nearest tenth of one (1) yen). Provided, however, that if dividends of surplus have been paid to the Class A Shareholders/Pledgees with the record date being any day preceding the relevant Dividend Record Date within the business year to which the relevant Dividend Record Date belongs, the amount of the Class A Preferred Dividend with respect to the relevant Dividend Record Date shall be the amount after the deduction of the total amount of the Class A Preferred Dividends for such preceding dividends.
	3. The Company shall not pay dividends of surplus to the Class A Shareholders/Pledgees in excess of the sum of the amount of the Class A Preferred Dividend and the Amount Equivalent to Class A Cumulative Accrued Dividends (as specified in Paragraph 4). Provided, however, that the foregoing shall not apply to any dividends of surplus as stipulated in Article 758, item 8-(b) or Article 760, item 7-(b) of the Companies Act which are paid in any absorption-type demerger procedures conducted by the Company or any dividends of surplus as stipulated in Article 763, Paragraph 1, item 12-(b) or Article 765, Paragraph 1, item 8-(b) of the Companies Act which are paid in any incorporation-type demerger procedures conducted by the

		Company.
		4. If the total amount of dividends of surplus per share paid to the Class A Shareholders/Pledgees with each record date being a certain day belonging to a business year (excluding the dividend of the Amount Equivalent to Class A Cumulative Accrued Dividends (as defined below) accumulated in accordance with this Paragraph with respect to the Class A Preferred Dividends for each of the business years preceding the relevant business year) falls short of the amount of the Class A Preferred Dividends for the relevant business year (which means the amount of the Class A Preferred Dividend calculated in accordance with Paragraph 2 assuming that a dividend of surplus is paid with the record date being the last day of the relevant business year and without applying the proviso of Paragraph 2 to such calculation), the amount of such shortfall shall be accumulated for the business years following that business year (the "Business Year Involving Shortfall" in this Paragraph). In such case, the accumulated amount shall be, from and including the day following the annual shareholders meeting for the Business Year Involving Shortfall (the "Annual Meeting for Business Year Involving Shortfall" in this Paragraph) to and including the day on which the accumulated amount is distributed to the Class A Shareholders/Pledgees, the amount so deferred plus interest thereon compounded annually for each of the business years following the Business Year Involving Shortfall (however, the first year shall be from and including the day following the Annual Meeting for Business Year

	Involving Shortfall to and including the last day of the business year following the Business Year Involving Shortfall), calculated (i) at the interest rate of 4.5% per annum, if the relevant business year is a business year ending on or before 31 March 2018; (ii) at the interest rate of 5.5% per annum, if the relevant business year is a business year starting on or after 1 April 2018 and ending on or before 31 March 2020; and (iii) at the interest rate of 6.5% per annum if the relevant business year is a business year starting on or after 1 April 2020. Such calculation shall be made on a daily prorated basis based on a 365-day year (or a 366-day year if the relevant business year has a leap day). In such a calculation, the division shall be performed at the end of the computation and the amount shall be calculated to the hundredth of one (1) yen and rounded off to the nearest tenth of one (1) yen. The amount accumulated pursuant to this Paragraph (the "Amount Equivalent to Class A Cumulative Accrued Dividends") shall be distributed to the Class A Shareholders/Pledgees in accordance with the order of priority of payment set forth in Article 10-10, Paragraph1.
(New)	Article 10-3 Distribution of Residual Assets 1. If the Company distributes its residual assets, the Company shall pay to each Class A Shareholder/Pledgee the sum of the Amount Equivalent to Paid-in Amount, the Amount Equivalent to Class A Cumulative Accrued Dividends and the Daily Prorated Accrued Preferred Dividend Amount as specified in Paragraph 3 per Class A Share (the "Class A Residual Assets Distribution Amount") in cash in accordance with the order of priority of payment set forth in Article 10-10, Paragraph 2. Provided, however, that in this Paragraph, if the

	date on which the residual assets are distributed (the "Distribution Date") is within the period from and including the day following a Dividend Record Date to the date of payment of the dividend of surplus whose record date is the relevant Dividend Record Date, the Amount Equivalent to Class A Cumulative Accrued Dividends shall be calculated by deeming that there occurs no distribution of dividend of surplus whose record date is the relevant Dividend Record Date. If the amount obtained by multiplying the Class A Residual Assets Distribution Amount by the number of the Class A Shares to which each Class A Shareholder/Pledgee is entitled includes any fraction less than one (1) yen, such fraction shall be rounded down. 2. The Company shall not make distribution of residual assets to the Class A Shareholders/Pledgees other than as provided for in the preceding Paragraph. 3. The daily prorated accrued preferred dividend amount per Class A Share shall be the amount equivalent to the Class A Preferred Dividend calculated in accordance with Article 10-2, Paragraph 2 above assuming that the Class A Preferred Dividends are paid in the business year to which the Distribution Date belongs, with the record date being the Distribution Date (hereinafter the daily prorated accrued preferred dividend amount per Class A Share shall be referred to as the "Daily Prorated Accrued Preferred Dividend Amount") .
(New)	Article 10-4 Voting Rights Unless otherwise provided for by law, the Class A Shareholders shall not be entitled to vote at General Meetings of Shareholders.
(New)	Article 10-5 Request for Acquisition in Exchange for Common Shares 1. On or after 1 April 2017, each Class A Shareholder may at any time request the Company to acquire, in exchange for the delivery of such number of common shares as specified in Paragraph 2 (the "Common Shares subject to Request"), all or part of the Class A Shares held by that Class A Shareholder (the "Request for Acquisition in Exchange for Common Shares"), and the Company shall deliver the Common Shares subject to Request to the relevant Class A Shareholder in

exchange for the acquisition of the Class A Shares to which the relevant Request for Acquisition in Exchange for Common Shares is related, to the extent permitted by law.

2. The number of common shares delivered in exchange for the acquisition of the Class A Shares shall be the number obtained by dividing (i) the amount obtained by multiplying (a) the Amount Equivalent to Paid-in Amount per Class A Share by (b) the Premium for Acquisition in Exchange for Common Shares as specified below and by (c) the number of the Class A Shares to which the Request for Acquisition in Exchange for Common Shares is related, by (ii) the acquisition price set forth in Paragraph 3 and Paragraph 4. If the total number of common shares delivered in exchange for the acquisition of the Class A Shares to which the Request for Acquisition in Exchange for Common Shares is related includes any fraction less than one (1) share, such fraction shall be rounded down. In such case, the Company shall not make the delivery of money as provided for in Article 167, Paragraph 3 of the Companies Act.

"Premium for Acquisition in Exchange for Common Shares" means the rate corresponding to the relevant category set forth in the following items according to whether the effective date of the Request for Acquisition in Exchange for Common Shares falls within any of the periods listed below:

(i) From 1 April 2017 to 30 June 2017: 1.05

(ii) From 1 July 2017 to 30 June 2018: 1.08

(iii) From 1 July 2018 to 30 June 2019: 1.15

(iv) From 1 July 2019 to 30 June 2020: 1.22

(v) From 1 July 2020 to 30 June 2021: 1.29

(vi) From 1 July 2021 to 30 June 2022: 1.36

(vii) From 1 July 2022 : 1.43

3. Initial Acquisition Price will be 846.5 yen.

4. Adjustment of Acquisition Price

(a) Upon the occurrence of any of the events listed below, the acquisition

	price shall be adjusted as follows: (i) If the Company is to implement a share split of its common shares or gratis allotment of its common shares, the acquisition price shall be adjusted in accordance with the formula below. In the case of a gratis allotment of shares, "Number of issued common shares before split" and "Number of issued common shares after split" in the formula below shall be respectively deemed to be replaced with "Number of issued common shares before gratis allotment (excluding the common shares then held by the Company)" and "Number of issued common shares after gratis allotment (excluding the common shares then held by the Company)." [Formula] Acquisition price after adjustment = A × B ÷ C A = Acquisition price before adjustment B = Number of issued common shares before split C = Number of issued common shares after split The acquisition price after adjustment shall apply as from the day following the record date for the share split or as from the effective date of the gratis allotment of shares (or if the record date for the gratis allotment has been set, as from the day following such record date), as the case may be. (ii) If the Company consolidates its common shares, the acquisition price shall be adjusted in accordance with the formula below. [Formula] Acquisition price after adjustment = A × B ÷ C A = Acquisition price before adjustment B = Number of issued common shares before consolidation C = Number of issued common shares after consolidation

	The acquisition price after adjustment shall apply as from the effective date of the consolidation of shares. (iii) If the Company issues common shares or disposes of any of the common shares held by the Company at a paying-in amount below the market value per common share as specified in (d) below (excluding by way of gratis allotment of shares, acquisition of shares or stock acquisition rights (including those attached to bonds with stock acquisition rights; hereafter the same in this Paragraph) in exchange for the delivery of common shares, exercise of stock acquisition rights to acquire common shares, or delivery of common shares by virtue of merger, share exchange (*kabushiki kokan*) or demerger), the acquisition price shall be adjusted in accordance with the formula below (the "Acquisition Price Adjustment Formula"). If any property other than money is contributed, "Paying-in amount per share" in the Acquisition Price Adjustment Formula shall be the appropriately appraised value of such property. The acquisition price after adjustment shall apply as from the day following the payment date (or if a payment period has been set, the last day of such payment period), or if a record date for the allotment to shareholders has been set, as from the day following such record date (the "Shareholder Allotment Date"), as the case may be. If the Company is to dispose of any of the common shares held by it, "Number of newly issued common shares" and "Number of common shares held by the Company" in the formula below shall be respectively deemed to be replaced with "The number of common shares held by the Company to be disposed of" and "The number of common

	shares held by the Company before the disposition." Acquisition price after adjustment = A × (B – C + D × E ÷ F) ÷ (B – C + D) A = Acquisition price before adjustment B = Number of issued common shares C = Number of common shares held by the Company D = Number of newly issued common shares E = Paying-in amount per share F = Market value per common share (iv) If the Company makes an issuance or disposal of shares (including gratis allotment of shares) which entitles the holders thereof to receive, by having or letting the Company acquire such shares, the delivery of common shares at an acquisition price per common share below the market value per common share as set forth in (d) below, the acquisition price after adjustment shall be the amount calculated by causing "Paying-in amount per share" in the Acquisition Price Adjustment Formula to be substituted by the amount determined by deeming that all of the shares issued or disposed of have been acquired in accordance with the initial terms and conditions and common shares have been delivered on the payment date for such shares (if a payment period has been set, on the last day of such payment period; hereafter the same in this (iv)), or on the effective date of gratis allotment of shares (or if a record date for gratis allotment of shares has been set, on such record date; hereafter the same in this (iv)), or on the Shareholder Allotment Date, if any, as the case may be. The acquisition price after adjustment shall apply as from the day following the payment date, or as from the day following the effective

	date of gratis allotment of shares, or as from the day following the Shareholder Allotment Date, if any, as the case may be. Notwithstanding the foregoing, if the consideration for the common shares delivered upon the acquisition has not been determined at the above-mentioned time point, the acquisition price after adjustment shall be calculated by deeming that at the time of determination of such consideration, all of the shares issued or disposed of will have been acquired in accordance with the terms and conditions as of the time of determination of such consideration and common shares will have been delivered, and such acquisition price after adjustment shall apply as from the day following the date on which such consideration has been determined.
	(v) If the Company makes an issuance of stock acquisition rights (including gratis allotment of stock acquisition rights) which entitles the holders thereof to receive, by exercising or having the Company acquire such stock acquisition rights, to receive the delivery of common shares at a price wherein the sum of the paying-in amount of such stock acquisition right per common share and the amount per common share of the property contributed upon the exercise of such stock acquisition rights (if any property other than money is contributed, the appropriately appraised value of such property; hereafter the same in this (v)) is less than the market value per common share as set forth in (d) below, the acquisition price after adjustment shall be the amount calculated by causing "Paying-in amount per share" in the Acquisition Price Adjustment Formula to be

		substituted by the sum of the paying-in amount of stock acquisition right per common share and the amount per common share of the property contributed upon the exercise of stock acquisition rights, deeming that all of the stock acquisition rights issued have been exercised or acquired in accordance with the initial terms and conditions and common shares have been delivered on the allotment date of such stock acquisition rights, on the effective date of gratis allotment of stock acquisition rights (or if a record date for gratis allotment of stock acquisition rights has been set, on such record date; hereafter the same in this (v)), or on the Shareholder Allotment Date, if any, as the case may be. The acquisition price after adjustment shall apply as from the day following the allotment date of such stock acquisition rights, as from the day following the effective date of the gratis allotment of stock acquisition rights, or as from the day following the Shareholder Allotment Date, if any, as the case may be. Notwithstanding the foregoing, if the consideration for the common shares delivered upon the acquisition or exercise has not been determined at the above-mentioned time point, the acquisition price after adjustment shall be calculated by deeming that at the time of determination of such consideration, all of the stock acquisition rights issued will have been exercised or acquired in accordance with the terms and conditions as of the time of determination of such consideration and common shares will have been delivered, and such acquisition price after adjustment shall apply as from the day following the date on which such consideration has been determined. Provided, however, that the adjustment of the

	acquisition price under this (v) shall not apply to any stock acquisition rights to acquire common shares that are issued for the purpose of granting stock options to any of the directors, statutory auditors (*kansayaku*), Executive Officers (*shikkoyaku*) or other officers or employees of the Company or any subsidiary of the Company.
	(b) In addition to the events set forth in (a) above, if there is any circumstance falling under any of (i) through (iii) below, the Company shall submit to the Class A Shareholders/Pledgees a prior written notification to that effect, stating the acquisition price after adjustment, the date of application and any other necessary matters, and shall appropriately adjust the acquisition price.
	(i) If an adjustment of the acquisition price is required for a merger, share exchange (*kabushiki kokan*), acquisition of all issued shares in another stock company (*kabushiki kaisha*) by way of share exchange (*kabushiki kokan*), share transfer (*kabushiki iten*), absorption-type demerger (*kyushu bunkatsu*), succession of all or part of the rights and obligations held by another company in relation to its business by way of absorption-type demerger (*kyushu bunkatsu*) or incorporation-type demerger (*shinsetsu bunkatsu*);
	(ii) Where two (2) or more events requiring adjustment of the acquisition price have occurred in succession, if the determination of the market value to be used in the calculation of the acquisition price after adjustment for one of the events needs to take into consideration the effects of the other event(s); or
	(iii) If an adjustment of the acquisition price is otherwise required owing to a change in the number of issued common shares (excluding the number

	of common shares held by the Company) or the occurrence of any event which may result in such a change. (c) In the calculations needed for an adjustment of the acquisition price, the price shall be calculated to the hundredth of one (1) yen and rounded off to the nearest tenth of one (1) yen. (d) The market value per common share as used in the Acquisition Price Adjustment Formula shall be the average of the volume weighted average prices (the "VWAP") of the Company's common shares in regular trading published by Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange") over the 30 consecutive Trading Days preceding the day from which the acquisition price after adjustment applies (or if any event requiring an adjustment of the acquisition price is published through the company announcements disclosure service provided by the Tokyo Stock Exchange, the date of such publication) (calculated to the hundredth of one (1) yen and rounded off to the nearest tenth of one (1) yen; hereinafter the same). For the purpose of this (d), "Trading Day" means any day on which regular trading of common shares in the Company is conducted on the Tokyo Stock Exchange, and shall not include any day on which the VWAP is not published. (e) If the difference between the acquisition price after adjustment and the acquisition price before adjustment as calculated for the purpose of adjustment of the acquisition price is less than 0.1 yen, the acquisition price shall not be adjusted. Provided, however, that any adjustment deemed unnecessary under this (e) shall be carried over and taken into account in the subsequent calculations for the adjustment.
(New)	Article 10-6 Call Option for Money At any time on or after 1 April 2018, upon the arrival of the date separately specified by the Board of Directors of the Company (the "Date of

		Redemption for Money"), the Company may acquire all or part of the Class A Shares in exchange for money by giving written notice (which shall be irrevocable) to the Class A Shareholders/Pledgees at least 14 days prior to the Date of Redemption for Money, to the extent permitted by law (provided, however, that partial acquisitions may be made only in increments of 1,000 shares and to the extent that the total number of the Class A Shares held by the Class A Shareholders after such acquisition is to be 4,000 or more) (the "Redemption for Money"), and the Company shall, in exchange for the acquisition of the Class A Shares subject to the relevant Redemption for Money, deliver to the Class A Shareholders such amount of money as is obtained by multiplying (i) the sum of (a) the Amount Equivalent to Paid-in Amount per Class A Shares multiplied by the Redemption Factor set forth below and (b) the Amount Equivalent to Class A Cumulative Accrued Dividends and the Daily Prorated Accrued Preferred Dividend Amount, by (ii) the number of the Class A Shares subject to the relevant Redemption for Money. In this Article, the Amount Equivalent to Class A Cumulative Accrued Dividends and the Daily Prorated Accrued Preferred Dividend Amount shall be calculated by deeming that "date on which the residual assets are distributed" and "Distribution Date" in the calculation of the Amount Equivalent to Class A Cumulative Accrued Dividends and the calculation of the Daily Prorated Accrued Preferred Dividend Amount has been replaced with "Date of Redemption for Money." If the money delivered in exchange for the acquisition of the Class A Shares subject to the Redemption for Money includes any fraction less than one (1) yen, such fraction shall be rounded down. In the case of a partial acquisition of the Class A Shares, the number of Class A Shares to be acquired from each Class A Shareholder shall be determined on a pro rata basis or by any other reasonable method specified by the Board of Directors of the Company. "Redemption Factor" means the rate corresponding to the relevant category set forth in the following items according to whether the Date of Redemption for Money falls within any of the periods listed below: (i) From 1 April 2018 to 30 June 2018 : 1.08 (ii) From 1 July 2018 to 30 June 2019 : 1.15 (iii) From 1 July 2019 to 30 June 2020 : 1.22 (iv) From 1 July 2020 to 30 June 2021 :

	1.29 (v) From 1 July 2021 to 30 June 2022 : 1.36 (vi) From 1 July 2022 : 1.43
(New)	Article 10-7 Restriction on Transfer The acquisition of the Class A Shares by transfer shall be subject to the approval of the Board of Directors of the Company.
(New)	Article 10-8 Exclusion of Claim for Being an Additional Seller in relation to Acquisition of Treasury Shares The provisions of Article 160, Paragraphs 2 and 3 of the Companies Act shall not apply in the case where the Company resolves at a General Meeting of Shareholders to acquire all or part of the Class A Shares held by certain Class A Shareholders by agreement with such Class A Shareholders.
(New)	Article 10-9 Consolidation or Split of Shares; Allotment of Shares for Subscription 1. The Company shall not split or consolidate the Class A Shares. 2. The Company shall not grant the Class A Shareholders rights for allotment of shares for subscription or rights for allotment of stock acquisition rights for subscription. 3. The Company shall not make a gratis allotment of shares or gratis allotment of stock acquisition rights to the Class A Shareholders.
(New)	Article 10-10 Priority 1. The order of priority of payment of the Class A Preferred Dividend, the Amount Equivalent to Class A Cumulative Accrued Dividends and the dividends of surplus to the holders of common shares and the registered pledgees of common shares (collectively, the "Common Shareholders/Pledgees") shall be as follows: (i) the Amount Equivalent to Class A Cumulative Accrued Dividends; (ii) the Class A Preferred Dividends; and (iii) the dividends of surplus to the Common Shareholders/Pledgees. 2. The order of priority of payment of distribution of residual assets to the Class A Shares and the common shares shall be as follows: (i) distribution of residual assets for the Class A Shares; and (ii) distribution of residual assets for common shares.

	3. If the amount available for the dividends of surplus or distribution of residual assets by the Company falls short of the total amount necessary to pay the dividends of surplus or to make the distribution of residual assets for a certain priority rank, the payment of dividends of surplus or distribution of residual assets shall be made on a pro rata basis according to the amount necessary to make the payment of dividends of surplus or distribution of residual assets with respect to that rank.
CHAPTER 3 GENERAL MEETING OF SHAREHOLDERS	CHAPTER 3 GENERAL MEETING OF SHAREHOLDERS
Article 11	Article 11
through	through
Article 16	Article 16
(Omitted)	(Same as Current Version)
(New)	Article 16-2 Meeting of class shareholders The provisions of Article 12 apply with the necessary changes to Meetings of Class Shareholders which will be held on the same date as General Meetings of Shareholders. The provisions of Article 13, Article 14, and Article 16 apply with the necessary changes to Meetings of Class Shareholders. The provisions of Article 15, Paragraph 1 apply with the necessary changes to the resolutions of Meetings of Class Shareholders in accordance with the provisions of Article 324, Paragraph 1 of the Companies Act. The provisions of Article 15, Paragraph 2 apply with the necessary changes to the resolutions of Meetings of Class Shareholders in accordance with the provisions of Article 324, Paragraph 2 of the Companies Act.
CHAPTER 4 DIRECTORS, BOARD OF DIRECTORS AND COMMITTEES	CHAPTER 4 DIRECTORS, BOARD OF DIRECTORS AND COMMITTEES
Article 17	Article 17
through	through

Article 24	Article 24
(Omitted)	(Same as Current Version)
CHAPTER 5 EXECUTIVE OFFICER (“*SHIKKOYAKU*”)	CHAPTER 5 EXECUTIVE OFFICER (“*SHIKKOYAKU*”)
Article 25	Article 25
through	through
Article 28	Article 28
(Omitted)	(Same as Current Version)
CHAPTER 6 ACCOUNTS	CHAPTER 6 ACCOUNTS
Article 29	Article 29
through	through
Article 31	Article 31
(Omitted)	(Same as Current Version)
Supplementary Provision	Supplementary Provision
(Omitted)	(Same as Current Version)

Proposal 2: Issuance of Class A Shares through Third-Party Allotment

By virtue of the provisions of Articles 199 and 200 of the Companies Act, the shareholders are, for the reasons described in paragraph 1, hereby asked to approve authorizing the Board of Directors of the Company to determine the definitive terms and conditions of the offer for subscription relevant to issuance of the shares offered ("Class A Shares") on the basis of summary described in paragraph 2 below.

In case this proposal is so approved, we then aim to issue the Class A Shares on 31 March 2017 as referred to in Paragraph 2 below, based on the terms and conditions of the offer for subscription resolved by the Board of Directors of the Company on 2 February 2017 but this date of issue of Class A Shares might be changed into another date falling during the period from 1 April 2017 to 30 June 2017.

In addition, such issuance of Class A Shares shall be conditional on approval by the shareholders of the Proposal 1 in such form and substance as is submitted and hence the partial amendments to the Articles of Incorporation contemplated hereby coming into effect as such.

1. Reasons for issuance of the Shares for Subscription through third-party allotment

(1) Background to and purpose of offering

In May 2014, the Company announced its Long-term Strategic Vision of transforming itself into a "VA Glass Company" (VA: value-added). At the same time, we launched the "Medium-term Plan (MTP)" for the four-year period ending in FY2018 (which means the fiscal year ending 31 March 2018), as the key step of the transformation. One of the main targets of the MTP is to achieve the Company's financial sustainability, which is to be the foundation for the topline growth envisaged after the successful completion of the MTP.

However, while the Company's operating profit has been steadily improving since the start of the MTP, we came to a conclusion that two more years beyond the original MTP period would be needed to achieve the MTP financial targets, due to the significant changes in the operating environment of our key growth drivers such as the Display business and Automotive OE business in South America, as well as an uneven speed of profitability improvements between the regions.

Consequently, on 28 October 2016, we announced that we had designated the three-year period from FY2018 to FY2020 as "MTP Phase 2" to execute measures to achieve the MTP financial targets. (Please refer to the "NSG Group Medium-term Plan (MTP) Update at FY17 Q2" announced on 28 October 2016.)

Under the MTP Phase 2, we aim to implement the four key measures: "Drive VA No.1 Strategy", "Establish Growth Drivers", "Business Culture Innovation" and "Enhance Global Management".

Increased revenue of VA products and services and reduced costs to be achieved with these measures are expected to improve our profitability and operating cash flow and, as a result, to reduce our interest-bearing debt and interest cost.

It is also critical for us to secure sufficient funds for capital expenditure to robustly implement the "Drive VA No.1 Strategy" and "Establish Growth Drivers".

We intend to improve our shareholders' equity each year based on profit increases planned under the MTP Phase 2, while we consider a 20 percent level as a milestone of stability for the consolidated equity ratio. On the other hand, our balance sheet may be exposed to risks of exchange rate fluctuation because translational impacts of the significant portion of assets denominated in non-Japanese yen currencies and the high ratio of borrowings in the Japanese yen may affect the total shareholders' equity. Considering the uncertainties in exchange markets, we believe it is essential for us to enhance and make our balance sheet capable of withstanding volatilities in the environment.

Recognizing these factors and believing it is necessary and appropriate for us to procure equity funding so that we can bring forward the enhancement of shareholders' equity and achieve a stable financial base, the Company's Board of Directors decided on 2 February 2017 to issue the Class A Shares of JPY40 billion. We expect the issuance of class shares expedite our plan to reduce interest expense and initiate a virtuous cycle of a reduction in interest-bearing debt and further interest expense decrease. It will in turn enable us to establish a more robust financial position and achieve financial sustainability and ultimately will help us create a better long-term shareholder value and meet the expectations of our stakeholders including our shareholders.

(2) Reason for offering

The Company investigated various options to stabilize its financial position at an early stage with consideration given to the impact on existing shareholders. As mentioned above in "(1) Background to and purpose of offering", the Company believes that it is necessary and appropriate to increase equity capital by procuring funds in the form of capital, with the aim to create a virtuous cycle of enhancement of the financial base, achievement of financial sustainability and reduction of interest expense.

With regard to financing methods, considering the current economic circumstances, the conditions of the capital market, the management environment surrounding the Company, its financial position and business performance, and its share price, etc., the Company decided that a capital increase through a public offering of its common shares or a capital increase through a third-party allotment of its common shares would be inappropriate as it could adversely affect shareholder value due to significant dilution of common shares. Accordingly, we determined that it is appropriate to increase capital through the issuance of class shares in order to procure necessary funds with certainty and stabilize our financial position by restraining a dilution of common shares. We examined prospective investors who were likely to give positive consideration to the Company's capital increase through the issuance of class shares after taking into account the track record of investment in class shares, characteristics of investors, the size of investment, and economic conditions, etc. Consequently, the Company has decided that the best option is to issue the Class A Shares to investors who can agree to the conditions and understand the Company's business purpose and management policy.

The Company intends to redeem Class A Shares to be issued by the capital increase through third-party allotment in the future by accumulating profits through establishing the foundation for strengthening the financial base and reducing interest expense.

(3) Reason for selecting the Planned Allottees

As described above in "(1) Background to and purpose of offering" and "(2) Reason for offering", the Company's targets under MTP Phase 2 are to transform itself into a VA Glass Company and to establish a solid financial base. We aim to expedite the enhancement of shareholders' equity toward establishing such robust financial base and build the financial strength that can withstand volatilities in the external environment. We examined prospective investors who would agree on the Company's management policy aimed toward mid- to long-term increase of corporate value and the purpose and marketability of Class A Shares. Consequently, we have decided to issue Class A Shares to Japan Industrial Solutions Fund II and UDS Corporate Mezzanine No.3 Limited Partnership, which have certain levels of investment track records in the domestic market and UDS Corporate Mezzanine No.4 Limited Partnership (hereinafter collectively, "the Planned Allottees").

The Company and the Planned Allottees entered into a subscription agreement ("Agreement") on matters regarding contributions to the Company on 2 February 2017, and the outline of the Agreement is as follows.

(i) Matters the Company must comply with

The Company has made the following covenants to the Planned Allottees: (i) to use practicably possible and reasonable efforts to realize MTP Phase 2; (ii) to submit an agenda and a proposal to elect one person designated by the Planned Allottees as external director of the Company to each of the Company's general meeting of shareholders, the agenda of which includes the appointment of directors, and use practicably possible and reasonable efforts to have such proposal approved; (iii) to establish a monitoring meeting regarding MTP Phase 2, etc. and report the summary of the results of the said meeting to the Company's Board of Directors; (iv) to obtain prior approval in writing, etc. from all the Planned Allottees or notify to all the Planned Allottees in the event the Company conducts certain matters (such as making amendments to the Articles of Incorporation, etc.; issuing shares, etc.; acquiring own shares and splitting shares; distributing dividend of surplus to common shares where the total amount of acquisition price based on call options for money exceeds the Company's distributable amount; disposing of certain important properties; implementing certain business alliances; establishing subsidiaries; and acquiring shares, disposing and transferring businesses, and implementing reorganization, etc. accompanying formation of a corporate group; making certain loans or guarantees, etc.; acquiring certain assets; initiating bankruptcy proceedings, etc.; changing MPT Phase 2, etc.); (v) with the aim to realize dividends of surplus regarding Class A Shares to the Planned Allottees to the extent reasonable and possible from the perspective of the Company's financial policy, to use reasonable efforts to take necessary measures to generate funds required for dividend of surplus upon consultation with the Planned Allottees; and (vi) to make a drastic improvement in MTP Phase 2 jointly with the Planned Allottees in the event the Company breaches financial covenants set forth in certain loan agreements provided for in the Agreement, etc. or is in material default, etc. in the said agreements, etc., or breaches the obligations set forth in the Agreement in material points, due to which the attainment of MTP Phase 2 is deemed reasonably certain to be affected.

(ii) Restrictions on exercising right of request for acquisition for common shares

The Planned Allottees are not entitled to exercise the right of request for acquisition for common shares attached to Class A shares from the payment date until 30 June 2020, unless the Conversion Restriction Removal Reason occurs. In the event that the Conversion Restriction Removal Reason occurs and the Planned Allottees conducts sale, pledging as collateral, loan transaction, granting of purchase option, and other transfer or disposal ("Transfer, etc.") of all or a part of the Class A Shares by obtaining the Company's prior approval in writing as set forth below in (iii), the Planned Allottees are required to ensure that the transferee or purchaser of the shares pledges to the Company to comply with the obligations regarding the aforementioned restrictions on exercising the right of request for acquisition for common shares.

(iii) Restrictions on transfer, etc.

The Planned Allottees are not allowed to carry out Transfer, etc. of Class A Shares to a third party until 30 June 2020 but are entitled to transfer Class A Shares to a third party by obtaining the Company's prior approval in writing only if the Conversion Restriction Removal Reason occurs.

(iv) Conditions precedent to the payment obligation

The conditions precedent for the Planned Allottees' obligation to pay for the Class A Shares includes obtaining the approval at this extraordinary general meeting of shareholders of each of the proposals regarding the amendments to the Articles of Incorporation, the capital increase through third-party allotment,

the reduction of the amount of legal capital surplus, and election of one person designated by the Planned Allottees to external director of the Company.

(4) Calculation grounds for amount to be paid in and the content of calculation

In determining the terms and conditions of the issuance of Class A Shares, the Company requested that PLUTUS CONSULTING Co., Ltd. ("PLUTUS"), which is a third-party evaluation organ independent of the Company, analyze the value of Class A Shares to ensure fairness, and obtained a valuation report for the Class A Shares (the "Valuation Report") from PLUTUS. Under certain assumptions (the Company's share price, volatility, the acquisition price of Class A Shares, the preferred dividend rate, call options, rights of request for acquisition, etc.), PLUTUS has calculated the fair value of the Class A Shares using the Monte Carlo Simulation, which is a general valuation model for share options. The Valuation Report states that the price per Class A Share is JPY1,082,000.

The Company determined that the capital increase through third-party allotment would not be deemed to be an issuance of shares with particularly favorable conditions by comprehensively considering the above valuation results in the Valuation Report of PLUTUS, and considering that the details of the terms and conditions of Class A Shares were decided through consultations and negotiations with the Planned Allottees in view of the business environment surrounding the Company and the Company's financial position.

However, there are no objective market prices for Class A Shares and valuation of class shares is very advanced and complex, which leaves the possibility that different views exist regarding valuation of class shares. Considering these, the possibility that the amount to be paid in for Class A Shares might be regarded as particularly favorable for the Planned Allottees cannot totally be denied under the Companies Act. Therefore, the Company, considering it necessary to confirm the intention of shareholders, decided to issue Class A Shares on the condition, just for sure, that the approval by a special resolution of the general meeting of shareholders regarding an issuance of shares with particularly favorable conditions be obtained, pursuant to Article 199.2 of the Companies Act, at this extraordinary general meeting of shareholders.

(5) Grounds on which the Company determined that the number of shares to be issued and the size of the share dilution are reasonable

The Company is financing a total of JPY40,000,000,000 by issuing 40,000 shares of Class A Shares. Considering the aforementioned purpose of issuing Class A Shares and the usage of funds, the Company has determined that the number of Class A Shares to be issued is reasonable.

Although Class A Shares do not carry voting rights at general meetings of shareholders, existing shareholders may be affected by the impact of dilution due to exercise of right of request for acquisition for common shares attached to Class A Shares.

On the assumption that right of request for acquisition for common shares are exercised regarding all Class A Shares, the maximum number of voting rights related to the Company's common shares to be distributed will be 675,723 units (the amount equivalent to a maximum principal amount of JPY57,200,000,000 (calculated by multiplying the paid-in principal JPY40,000,000,000 by the maximum Premium for Acquisition in Exchange for Common Shares of 1.43x; utilizing the initial acquisition price JPY846.5). In this case, the ratio to the total number of 900,912 voting rights related to the Company's issued common shares based on the shareholders' register as of 30 September 2016 will be approximately 75.0%.

Although dilution of the Company's common shares would occur if the common shares of the Company are distributed by exercising the right of request for acquisition for common shares of Class A Shares as described above, (i) an increase in equity capital through the Capital Increase through Third-Party Allotment contributes

to the stability of the Company's financial position; (ii) as it has been agreed in the Agreement that unless the Conversion Restriction Removal Reason occurs, the Planned Allottees will not exercise right of request for acquisition for common shares until 30 June 2020, thereby avoiding early dilution of common shares and securing time to enhance corporate value through implementation of structural reform of business; (iii) an upper limit (1.43x) is set on the Premium for Acquisition in Exchange for Common Shares, which is the basis for calculation of the number of common shares to be delivered by exercising right of request for acquisition, and the initial acquisition price is fixed (note, however, that the acquisition price will be adjusted under certain circumstances); and (iv) Class A Shares are attached with call options for money that the Company is entitled to exercise any time on or after 1 April 2018. Considering these, this scheme is designed in such a way that allows the Company to control the dilution caused by the exercise of right of request for acquisition for common shares to a certain extent by carrying out a mandatory redemption of Class A Shares based on its own judgment. As shown by the above, the Company implemented measures to lessen the potential impact of dilution on the existing shareholders. From these viewpoints, the Company has concluded that the size of the dilution caused by the issuance of Class A shares is also reasonable.

2. Terms and Conditions of Shares offered for subscription

(1) Class of the Shares offered for subscription

Class A Shares

(2) Number of Shares offered for subscription

40,000 shares

(3) Amount to be paid in for Shares offered for subscription

JPY 1,000,000 per share

(4) Capital Stock and Legal Capital Surplus to be increased

Capital Stock	JPY 20,000,000,000 (JPY 500,000 per share)
Legal Capital Surplus	JPY 20,000,000,000 (JPY 500,000 per share)

(5) Total Amount to be paid in

JPY 40,000,000,000

(6) Payment Date

31 March 2017 (planned)

(7) Method of Issuance

Third-party allotment of the following numbers of shares to the following allottees:

Japan Industrial Solutions Fund II	20,000 shares
UDS Corporate Mezzanine No.3 Limited Partnership	9,000 shares
UDS Corporate Mezzanine No.4 Limited Partnership	11,000 shares

(8) Details of Class A Shares

Please refer to the Proposal 1 "Partial Amendments to the Articles of Incorporation" above.

Proposal 3: Reduction of the Amount of Legal Capital Surplus

In order to establish a healthy financial position early and prepare for an agile and flexible capital policy in the future, the Company proposes to reduce the amount of legal capital surplus as follows, concurrently with the issuance of Class A Shares, pursuant to the provision of Article 448.1 of the Companies Act and to transfer the amount to other capital surplus.

This proposal will be conditional upon the approval of the Proposal 2 as originally proposed and coming into force of the issuance of Class A Shares.

This reduction of the amount of legal capital surplus is a process of transferring legal capital surplus to the accounts of other capital surplus in the net assets section of the Company's balance sheet and will not change the amount of net assets, and there will be no impact on the Company's operating results.

(1) Amount of legal capital surplus to be reduced
JPY100,000,000,000 out of the amount of legal capital surplus subsequent to issuance of Class A Shares, which is JPY144,784,897,209*.

(2) Method of the reduction of the amount of legal capital surplus
The Company will transfer the entire amount of legal capital surplus reduced to other capital surplus.

(3) Effective Date
31 March 2017 (planned)

(Reference only)

The Company decided by the resolution at its Board of Directors' meeting held on 2 February 2017 on the reduction of the amount of capital stock as follows, concurrently with the issuance of Class A Shares, pursuant to the provisions of Article 447.1 and 447.3 of the Companies Act and to transfer the amount to other capital surplus.

This reduction of the amount of capital stock will be conditional upon the approval of the Proposal 2 as originally proposed and coming into force of the issuance of Class A Shares.

(1) Amount of capital stock to be reduced
JPY20,000,000,000 out of the amount of capital stock subsequent to issuance of Class A Shares, which is JPY136,462,588,310*.

(2) Method of the reduction of the amount of capital stock
The Company will transfer the entire amount of capital stock reduced to other capital surplus.

(3) Effective Date
31 March 2017 (planned)

*Note: The amount of legal capital surplus and capital stock written in above was calculated based on the respective amount as of the end of February 2017.

Proposal 4: Election of One Director

This is to ask for approval of election of one external director of the Company based on the determination of the Nomination Committee of the Company. Mr. Yuji Takei, a candidate for director, will become a director of the Company with effect as from 1 April 2017 or such later date as may be otherwise determined by the Board of Directors of the Company, but conditioned on valid issuance of Class A Shares envisaged by proposal 2.

Details of the Director candidate are as follows.

New Candidate for External Director

Mr. Yuji Takei

- **Positions/responsibilities at NSG Group:** -
- **Date of birth:** 30 June 1964 (52 years old)
- **Number of the Company's shares owned**: 0
- **Material concurrent office**: Director and Chief Operating Officer, Japan Industrial Solutions Co., Ltd.
- **Special interest between the candidate and the Company**: Director of one of the Planned Allottees of Class A Shares
- **Reasons for recommendation as an External Director**:

  After joined the Long-Term Credit Bank of Japan, ltd. (Currently Shinsei Bank, Limited), moved to the international consulting firm and served as a partner in the investment fund thereafter, Mr. Yuji Takei has the career and experiences of engaging in corporate management as an external director in some other companies. It is expected that he will contribute to the supervisory function of the Board based upon his abundant experiences and broad knowledge with regard to business management.
- **Brief career history**

Apr. 1988	Joined the Long-Term Credit Bank of Japan, ltd. (Currently Shinsei Bank, Limited)
Sep. 1998	Joined McKinsey & Company, Inc.
Oct. 2002	Joined Advantage Partners, Inc.
Sep. 2006	Senior Partner, Advantage Partners, Inc.
Apr. 2012	Partner, M&A and Private Equity Practice Leader, A.T. Kearney K.K.
Nov. 2016	Member of the Board, COO, Japan Industrial Solutions, Co., Ltd. (Current Position)

Notes:

1. Mr. Yuji Takei is a candidate for the External Director stipulated in Article 2.15 of the Companies Act. After this candidate will be assigned, the Company's Board of Directors comprises 8 directors, including 5 External Directors.
2. Particular of the candidate for External Director is as follows:

   Agreement on liability limitation with External Director

   The Company will conclude an agreement with Mr. Yuji Takei to the effect that the liability of the External Director in performing his duties in good faith and without gross negligence be limited to the amount permissible by law.

End

Map of the Venue for the Extraordinary General Meeting of Shareholders

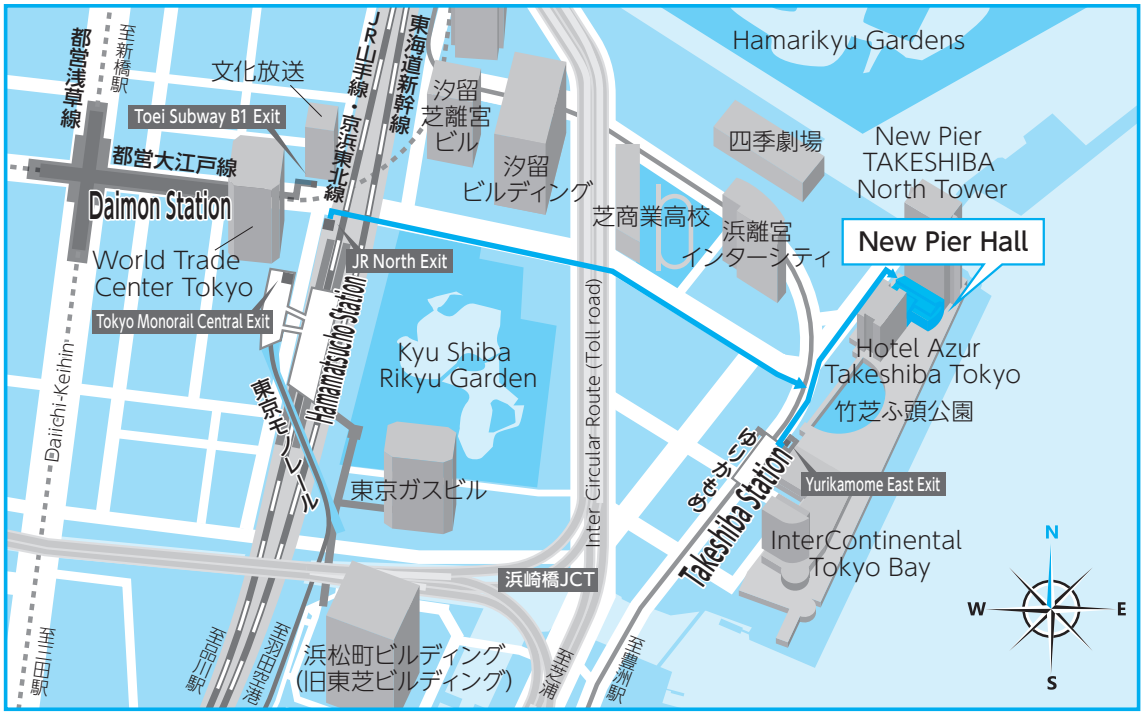
Date:

10:00 A.M., Friday, 24 March 2017

(Reception to open from 9:00 A.M.)

Venue:

New Pier Hall, New Pier TAKESHIBA North Tower 1st floor, 11-1, Kaigan 1-chome, Minato-ku, Tokyo



Access:

7 minute-walk from JR Hamamatsucho Station, North exit

9 minute-walk from Tokyo Monorail Hamamatsucho Station, Central exit

8 minute-walk from Oedo-sen/ Asakusa-sen Daimon Station, B1 exit

2 minute-walk from Yurikamome Takeshiba Station, East exit

Please come to this venue by the public transportation as there is no parking lot in this venue.

Please kindly note that smoking is prohibited in this venue. Thank you for your understanding.

Please kindly note that souvenirs for shareholders attending this extraordinary general meeting of shareholders will not be offered. Thank you for your understanding.

NSG GROUP