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(Stock Exchange Code 9422)
June 6, 2019

To Shareholders with Voting Rights:

Hiroo Inoue
President
CONEXIO Corporation
8-17-1 Nishi-Shinjuku, Shinjuku-ku,
Tokyo

NOTICE OF
THE 22ND 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 22nd Annual General Meeting of Shareholders of CONEXIO Corporation (the "Company"). The meeting will be held for the purposes as described below.

You are also cordially invited to attend the Convivial Party for Shareholders to be held after the Annual General Meeting.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet.

If exercising your voting rights in writing or via the Internet, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by the deadline of 6:00 p.m. on Monday, June 24, 2019, Japan time by indicating your vote for or against the proposals.

1. **Date and Time:** Tuesday, June 25, 2019 at 10:30 a.m. Japan time
   (The reception is scheduled to open at 10:00 a.m.)

2. **Place:** Conference Center of BELLESALLE SHINJUKU GRAND, 5F SUMITOMO FUDOSAN SHINJUKU GRAND TOWER located at
   8-17-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

3. **Meeting Agenda:**

   Matters to be reported: The Business Report and Financial Statements for the Company's 22nd Fiscal Year (April 1, 2018 - March 31, 2019)

   Proposals to be resolved:

   Proposal 1: Dividends of Surplus
   Proposal 2: Election of eight (8) Board Directors
   Proposal 3: Election of one (1) Corporate Auditor
   Proposal 4: Election of one (1) Substitute Corporate Auditor

Points to Note with Regard to the Annual General Meeting of Shareholders

1. The financial statements of the Company for the fiscal year ended March 31, 2019 are contained in the "Non-consolidated Financial Results for the Fiscal Year Ended March 31, 2019", which is posted on its website.

2. Should the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website.

3. If you wish to exercise your voting rights by casting split votes, please notify the Company in writing to that effect, together with the reason(s) therefor, at least three days in advance of the General Meeting of Shareholders.

The Company's website: https://www.conexio.co.jp

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Dividends of Surplus

The return of profit to our Shareholders is one of the top priorities for the management of the Company. Our basic policy for the allocation of profit is to endeavor to improve our operational results in order to achieve the continual and stable payment of dividends, with a target payout ratio of about 40%.

Based on this policy, we propose the payment of ¥30.0 per share as the year-end dividend for the 22nd fiscal year as described below, in comprehensive consideration of the operational results for the fiscal year under review, the stable distribution of dividends, and other factors.

This, together with ¥30.0 per share of the interim dividend, will result in a total annual dividend of ¥60.0 per share for the fiscal year under review.

[Matters Relating to the Year-end Dividend]

1. Type of dividend property:
   Cash
2. Matters relating to the allocation of the dividend property and the aggregate amount:
   ¥30.0 per share of common stock of the Company
   Aggregate amount of the dividend: ¥1,342,134,480
3. Effective date of the dividend from surplus:
   June 26, 2019

Proposal 2: Election of eight (8) Board Directors

The terms of office of all current six (6) Board Directors will expire at the conclusion of this General Meeting. Accordingly, the election of eight (8) Board Directors is proposed, increasing by two (2) Board Directors from the perspective of strengthening corporate governance.

The structure of the Board of Directors, the policy and proceedings for nominating candidates for Board Directors, and the candidates for Board Directors are as follows:

(Structure of the Board of Directors)

As for the structure of the Board of Directors, we will ensure a certain number of the Board Directors and Corporate Auditors (excluding Outside Board Directors and Outside Corporate Auditors) as appropriate to handle sales, control, administration and management planning functions, and thereupon will select Outside Board Directors and Outside Corporate Auditors from among persons who are possessed of versatile professional knowledge and backgrounds and are familiar with management, legal affairs, accounting and finance, in order to diversify the knowledge, experience and capabilities of the Board members. In order to agilely establish an optimum management system of Board Directors, the Articles of Incorporation of the Company stipulate that the number of Board Directors shall be 10 or less and their terms of office shall be one (1) year.

(Policy and Proceedings for Nominating Candidates for Board Directors)

For the nomination of candidates for Board Directors, following a deliberation by the Nomination and Compensation Committee, the President proposes a roster to the Board of Directors in accordance with the nomination criteria set by the Board (see below), and the Board of Directors thereupon makes a decision on the proposed roster.

[Nomination Criteria for Board Directors (Excluding Outside Board Directors)]

Persons of integrity who have sufficient practical experience in the information and communications technology industry and/or high level of capabilities and insight for management.

Note: The nomination criteria for Outside Board Directors / Outside Corporate Auditors and the criteria for judging their independence are disclosed on page 14-15.

(The List of Candidates for Directors)

No.	Name	Current positions and responsibilities in the Company	Attendance at the meetings of the Board of Directors
1	[Re-appointed] **Hiroo Inoue**	President Chairman of the Nomination and Compensation Committee Member of the Governance Committee	100% (19/19)
2	[Re-appointed] **Riichiro Metoki**	Board Director and Senior Managing Executive Officer General Manager, Consumer Business Group	100% (19/19)
3	[Re-appointed] **Hiroshi Suguta**	Board Director and Senior Managing Executive Officer General Manager, Corporate Business Group Member of the Governance Committee	100% (19/19)
4	[Newly-appointed] **Shinji Nakata**	Managing Executive Officer General Manager, Administration Group Chief Compliance Officer Officer in charge of Investor Relations	-
5	[Re-appointed] **Hiroshi Kajiwara**	Board Director (Part-time) Member of the Nomination and Compensation Committee Member of the Governance Committee	100% (19/19)
6	[Re-appointed] **Kazuo Hosoi** [Outside Board Director] [Independent Officer]	Chief Independent Outside Board Director Member of the Nomination and Compensation Committee Chairman of the Governance Committee	100% (19/19)
7	[Re-appointed] **Hajime Miyamoto** [Outside Board Director] [Independent Officer]	Independent Outside Board Director Member of the Nomination and Compensation Committee Member of the Governance Committee	100% (19/19)
8	[Newly-appointed] **Yuka Kawauchi** [Outside Board Director] [Independent Officer]	-	-

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 Hiroo Inoue (August 21, 1952) [Re-appointed] Term of office as a Board Director: 7 years	April 1975 Joined ITOCHU Corporation April 2008 President, Space, Information & Multimedia Company, ITOCHU Corporation June 2008 Representative Director and Managing Director, ITOCHU Corporation April 2009 President, ICT, Aerospace & Electronics Company, ITOCHU Corporation April 2010 Representative Director and Managing Executive Officer, ITOCHU Corporation April 2011 Senior Managing Executive Officer, Officer in charge of Services Business Segment and Officer responsible for Maintenance and Operations Services Business Group of ITOCHU Techno-Solutions Corporation June 2011 Director and Senior Managing Executive Officer, ITOCHU Techno-Solutions Corporation April 2012 Vice President and Executive Officer of the Company June 2012 Board Director, Vice President, Executive Officer, Executive Advisory Officer and Responsible for Sales Division No.3 of the Company October 2012 Board Director, Vice President, Executive Officer, Executive Advisory Officer and Chief Operating Officer, Corporate Business Division of the Company April 2013 President of the Company (to present) December 2014 Vice Chairman of National Association of Mobile-phone Distributors (to present) Reasons for nominating Mr. Hiroo Inoue as a candidate for Board Director: Mr. Hiroo Inoue has garnered sufficient experience in the ICT business and as Board Director. He also has acquired great knowledge and insight for management in his positions and Vice President of the Company, and has served as the Chairman of the Board of Directors as the President of the Company since 2013.	25, 200

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 Riichiro Metoki (September 3, 1959) [Re-appointed] Term of office as a Board Director: 5 years	April 1982 Joined ITOCHU Corporation October 2003 Manager, Broadband Business Section, ICT Business Department of ITOCHU Corporation April 2004 Assistant General Manager, Solution Business Division of the Company June 2007 Executive Officer, General Manager, Sales Division No.3 and Solution Business Department of the Company April 2010 Executive Officer and General Manager, Corporate Planning Department of the Company June 2012 Managing Executive Officer and General Manager, Corporate Planning Department of the Company October 2012 Managing Executive Officer and General Manager, Corporate Planning Division of the Company April 2013 Managing Executive Officer and General Manager, Corporate Business Group of the Company June 2014 Board Director, Managing Executive Officer and General Manager, Corporate Business Group of the Company April 2015 Board Director, Managing Executive Officer Responsible for Sales and General Manager, Corporate Sales Division No.2 of the Company June 2015 Board Director, Senior Managing Executive Officer Responsible for Sales and General Manager, Corporate Sales Division No.2 of the Company April 2016 Board Director and Senior Managing Executive Officer Responsible for Sales of the Company April 2017 Board Director and Senior Managing Executive Officer Responsible for Sales (in charge of Consumer Business) of the Company April 2019 Board Director and Senior Managing Executive Officer and General Manager, Consumer Business Group of the Company (to present) Reasons for nominating Mr. Riichiro Metoki as a candidate for Board Director: Mr. Riichiro Metoki has garnered sufficient experience in the ICT business and great knowledge and insight in Consumer Business of the Company as General Manager of each Sales Division and Corporate Planning Division and the Executive Officer Responsible for Sales of the Company, and currently serves as Board Director and Senior Managing Executive Officer and General Manager, Consumer Business Group.	35,500

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	 Hiroshi Suguta (September 8, 1957) [Re-appointed] Term of office as a Board Director: 5 years	April 1981 April 2006 April 2008 April 2009 April 2011 April 2012 April 2014 June 2014 April 2017 June 2017 April 2018 April 2019	Joined ITOCHU Corporation General Manager, Planning & Administration Department and Chief Information Officer, Space, Information & Multimedia Company of ITOCHU Corporation Deputy Chief Operating Officer, Information Industry Division of ITOCHU Corporation General Manager, Overseas Market Department of ITOCHU Corporation Deputy Chief Operating Officer, ICT Division of ITOCHU Corporation President and CEO of ITOCHU Cable Systems Corporation Managing Executive Officer and General Manager, Corporate Planning Division of the Company Board Director, Managing Executive Officer and General Manager, Corporate Planning Division of the Company Board Director, Managing Executive Officer Responsible for Operational Functions and Chief Compliance Officer and General Manager, Corporate Planning Division of the Company Board Director, Senior Managing Executive Officer Responsible for Operational Functions and Chief Compliance Officer and General Manager, Corporate Planning Division of the Company Board Director, Senior Managing Executive Officer Responsible for Operational Functions and Chief Compliance Officer and Responsible for Sales (in charge of Corporate Business) Board Director and Senior Managing Executive Officer and General Manager, Corporate Business Group of the Company (to present)	7,300
		Reasons for nominating Mr. Hiroshi Suguta as a candidate for Board Director: Mr. Hiroshi Suguta has garnered sufficient experience in the ICT business and as a manager. He has also acquired great knowledge and insight in Corporate Business as he had been in charge of general management of the Corporate Planning Division and Responsible for Operational Functions and Sales (in charge of Corporate Business), and currently serves as the Board Director, Senior Managing Executive Officer and General Manager, Corporate Business Group.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td>4</td><td>
Shinji Nakata
(July 17, 1963)

[Newly-appointed]

Term of office as a Board Director: -</td><td>April 1986 Joined ITOCHU Corporation
December 2000 Joined Tohmatsu Consulting Co., Ltd.
September 2002 Deputy General Manager, General Affairs Department of the Company
April 2003 General Manager, Corporate Planning Department of the Company
April 2004 General Manager, Finance and Accounting Department and General Manager, Information Systems Department of the Company
June 2005 Executive Officer and General Manager, Finance and Accounting Department of the Company
June 2008 Executive Officer and General Manager, Function Division and Human Resources and General Affairs Department of the Company
June 2010 Managing Executive Officer, General Manager, Function Division and Human Resources and General Affairs Department of the Company
October 2012 Managing Executive Officer and General Manager, Corporate Administration Division of the Company
April 2014 Managing Executive Officer and General Manager, Shop Sales Division No.1 of the Company
April 2017 Managing Executive Officer and General Manager, Shop Sales Division No.4 of the Company
April 2019 Managing Executive Officer and General Manager, Administration Group and Chief Compliance Officer of the Company (to present)

Reasons for nominating Mr. Shinji Nakata as a candidate for Board Director:
Mr. Shinji Nakata has garnered sufficient experience in the ICT business. He has also acquired great knowledge and insight in finance, corporate planning, human resources and shop sales as he had been in charge of general management of the Administration Division and General Manager of Shop Sales Divisions, and currently serves as the Managing Executive Officer and General Manager, Administration Group and Chief Compliance Officer.</td><td>11,000</td></tr>
<tr><td>5</td><td>
Hiroshi Kajiwara
(December 23, 1966)

[Re-appointed]

Term of office as a Board Director: 3 years</td><td>April 1990 Joined ITOCHU Corporation
July 2010 Director of ITOCHU Cable Systems Corporation (to present)
June 2012 Outside Director of SPACE SHOWER NETWORKS INC. (to present)
March 2013 CEO of FI Media Project, Inc.
April 2013 Deputy General Manager, Communication & Mobile Business Department of ITOCHU Corporation
March 2015 Outside Director of Asurion Japan K.K. (to present)
April 2015 General Manager, Communication & Mobile Business Department of ITOCHU Corporation
April 2016 Representative Director of ITOCHU Fuji Partners, Inc. (to present)
June 2016 Board Director of the Company (to present)
April 2017 Deputy Chief Operating Officer, ICT Division, ICT & Financial Business Company of ITOCHU Corporation (to present)

Reasons for nominating Mr. Hiroshi Kajiwara as a candidate for Board Director:
Mr. Hiroshi Kajiwara has deep knowledge about the Company’s business affairs and management status as the Deputy Chief Operating Officer of ICT Division of ITOCHU Corporation, the parent company of the Company, and has experience serving as an Outside Director of another company. Based on such experience and knowledge, we believe that Mr. Kajiwara is able to provide advices on the management of the Company as a whole and to help strengthen the Company’s function to monitor the execution of duties by the Board Directors.</td><td>-</td></tr>
</table>

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	 Kazuo Hosoi (February 1, 1959) [Re-appointed] [Outside Board Director] [Independent Officer] Term of office as an Outside Board Director: 4 years	February 1986 Joined IBM Japan, Ltd. April 2008 Representative Director of Cognos Japan June 2009 Managing Executive Officer of Sun Microsystems Japan June 2010 Executive Officer of Oracle Corporation Japan March 2012 President and Representative Director of Gexeed Co., Ltd. May 2014 Senior Executive Officer and General Manager, Solution Division of T.D.I.CO.,LTD. (Technological Development of Information-processing) June 2015 Outside Board Director of the Company (to present) April 2016 Senior Executive Officer and Chief Operating Officer, Solution Division of T.D.I.CO.,LTD. June 2017 Director, Senior Executive Officer and Chief Operating Officer, Solution Division of T.D.I.CO.,LTD. (to present) June 2018 Director of TDI Product Solution CO., LTD. (to present) Reasons for nominating Mr. Kazuo Hosoi as a candidate for Outside Board Director: Mr. Kazuo Hosoi has sufficient experience as a manager. Based on his broad knowledge and insight as a manager, we believe he is able to help strengthen the Company's function to monitor the execution of duties by the Board Directors.	-
7	 Hajime Miyamoto (July 8, 1948) [Re-appointed] [Outside Board Director] [Independent Officer] Term of office as an Outside Board Director: 4 years	April 1986 Joined KYOCERA Corporation March 1992 General Manager, Domestic Printer Sales Department, Communication and Information System Business Division of KYOCERA Corporation April 1997 Director, DDI Engineering Corporation April 2001 Deputy Chief Operating Officer, Communication System Sales Division of KYOCERA Communication Systems Co., Ltd. July 2004 Chief Operating Officer, Corporate Strategy Planning Division of KYOCERA Document Solutions Inc. June 2015 Outside Board Director of the Company (to present) Reasons for nominating Mr. Hajime Miyamoto as a candidate for Outside Board Director: As Mr. Hajime Miyamoto has experience as a Director of another company and sufficient experience and insight in the ICT business, we believe he is able to help strengthen the Company's function to monitor the execution of duties by the Board Directors.	-

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	 Yuka Kawauchi (December 11, 1959) [Newly-appointed] [Outside Board Director] [Independent Officer] Term of office as an Outside Board Director: -	April 1982 Joined World Co., Ltd. April 1990 Director, General Manager of Sales Department, General Manager of Human Resources Department of Store Operation Co., Ltd. April 2000 General Manager of Store Operation Control Department of World. Co., Ltd. May 2000 Director of World Fashion Link Co., Ltd. (now World Store Partners Co., Ltd.) October 2000 Representative Director of World Store Partners Co., Ltd. October 2001 Director of MOT Creation LLC (now MOT creation Co. Ltd.) February 2008 Representative Director of MOT creation Co. Ltd. (to present) Reasons for nominating Ms. Yuka Kawauchi as a candidate for Outside Board Director: Ms. Yuka Kawauchi has built experience as a manager. Based on her broad knowledge and insight in human resources development, we believe she is able to help strengthen the Company's function to monitor the execution of duties by the Board Directors from the perspective of a female Outside Board Director.	-

Notes:

1. None of the candidates have any special interests in the Company.
2. Mr. Hiroshi Kajiwara is an executive of ITOCHU Corporation, the parent company of the Company.
3. The positions and responsibilities of the candidates for the past 5 years (including current positions and responsibilities) as executives of the parent company (including subsidiaries thereof) are disclosed above in "Past experience, positions, responsibilities and significant concurrent positions."
4. Following are matters relating to the liability limitation agreements with Messrs. Hiroshi Kajiwara, Kazuo Hosoi, Hajime Miyamoto and Ms. Yuka Kawauchi:

   The current Articles of Incorporation of the Company stipulate that the Company may enter into agreements with the Board Directors (excluding the Executive Board Directors etc.) to limit their liabilities for damages to the Company to a certain extent in order to enable the Board Directors (excluding the Executive Board Directors etc.) to sufficiently perform their expected duties. In accordance with these provisions, the Company has entered into the liability limitation agreements with Messrs. Hiroshi Kajiwara, Kazuo Hosoi and Hajime Miyamoto. The Company will also enter into such agreements with Messrs. Hiroshi Kajiwara, Kazuo Hosoi, Hajime Miyamoto and Ms. Yuka Kawauchi if the proposed election of the respective candidates is approved. A summary of the liability limitation agreement is as follows:

   - If the Board Director (excluding the Executive Board Director, etc.) is liable for damages to the Company due to neglect of his duties, the Board Director shall be liable for such damages up to ¥10 million (10,000,000) or the minimum liability amount stipulated by laws and regulations, whichever is higher.
   - The abovementioned limitation of liabilities shall be applied only if the Board Director (excluding the Executive Board Director, etc.) acted in good faith and without gross negligence in performing the duties that gave rise to the liabilities.
5. Messrs. Kazuo Hosoi, Hajime Miyamoto and Ms. Yuka Kawauchi are the candidates for Outside Board Directors. The Company has filed with Tokyo Stock Exchange, Inc. a notification designating each of Messrs. Kazuo Hosoi and Hajime Miyamoto as independent officers. If their elections are approved, the Company will continue their designation as independent officers. In addition, Ms. Yuka Kawauchi satisfies the criteria of independent officer as provided by Tokyo Stock Exchange. If her election is approved, the Company will notify Tokyo Stock Exchange for her designation as an independent officer. The Company's nomination criteria for Outside Board Directors / Outside Corporate Auditors and the criteria for judging their independence are disclosed on page 14-15.

Proposal 3: Election of one (1) Corporate Auditor

The term of office of Mr. Nobuji Shibata will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Corporate Auditor is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The policy and proceedings for nominating candidates for Corporate Auditors, and the candidates for Corporate Auditors are as follows:

(Policy and Proceedings for Nominating Candidates for Corporate Auditors)

For the nomination of candidates for Corporate Auditors, following a deliberation by the Nomination and Compensation Committee, the President proposes a roster to the Board of Directors in accordance with the nomination criteria set by the Board (see below), and the Board of Directors makes a decision on the proposed roster upon approval of the Board of Corporate Auditors.

[Nomination Criteria for Corporate Auditors (Excluding Outside Corporate Auditors)]

Persons of integrity who have sufficient knowledge in management of the Company as well as sufficient practical experience and professional knowledge in the area of either law, accounting/tax, labor, or IT.

Note: The nomination criteria for Outside Board Directors / Outside Corporate Auditors and the criteria for judging their independence are disclosed on page 14-15.

Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
 Takatoshi Otomura (July 18, 1963) [Newly-appointed] Term of office as a Corporate Auditor: -	April 1987 April 2005 October 2007 April 2012 April 2013 April 2013 June 2013 April 2013 April 2014 April 2016 April 2019	Joined ITOCHU Corporation Deputy Manager, First Textile Credit Team, Textile Business and Credit Department of ITOCHU Corporation Deputy Manager, Osaka Risk Management Team, Risk Management Department of ITOCHU Corporation General Manager, Energy & Chemicals Risk Management Office of ITOCHU Corporation Assistant CFO, Energy & Chemicals Company of ITOCHU Corporation Auditor of ITOCHU Oil Exploration Co., Ltd. Auditor of ITOCHU CHEMICAL FRONTIER Corporation Auditor of ITOCHU PLASTICS INC. Auditor of C.I. Kasei Co., Ltd. (now C.I. TAKIRON Corporation) Executive Officer CFO (in charge of Finance & Accounting Division and Legal & Credit Division) of ITOCHU Metals Corporation Assistant to Auditors of the Company (to present)	-
	Reasons for nominating Mr. Takatoshi Otomura as a candidate for Corporate Auditor: Mr. Takatoshi Otomura has built experience in credit and risk management operations for many years. Since he has deep knowledge on corporate management and risk management, we believe that his accumulated knowledge and experience will be very helpful for the Company's audit system.		

Notes:

1. The candidate has no special interests in the Company.
2. The positions and responsibilities of the candidate for the past 5 years (including current positions and responsibilities) as executives of the parent company (including subsidiaries thereof) are disclosed above in “Past experience, positions, and significant concurrent positions.”

Reference: The nomination criteria for Outside Board Directors / Outside Corporate Auditors and the criteria for judging their independence

[Nomination criteria]

(1) A person who has a practical point of view based on extensive experience as a senior management executive of a company.
(2) A person who has an objective and expert point of view based on strong knowledge of social and economic trends.
(3) A person who is a professional at (1), (2), or management, law, accounting/tax, labor, IT, etc.

[Independence criterion]

The Company designates a person who does not fall under any of the following criteria as an independent officer:

1. Outside Board Director

(1) A person who currently holds or had held anytime during the last 10 years before the assumption of office any of the following positions at the Company or its subsidiary:
   a. Executive (meaning executive Board Director, executive officer, or employee; the same shall apply hereinafter);
   b. Non-executive Board Director (limited to those who had been an executive of the Company or its subsidiary anytime during the last 10 years before the assumption of office as a non-executive Board Director); or
   c. Corporate auditor (limited to those who had been an executive of the Company or its subsidiary anytime during the last 10 years before the assumption of office as a corporate auditor).
(2) A person who currently holds or had held anytime during the last 5 years before the assumption of office any of the following positions at the parent company of the Company:
   a. Executive or
   b. Non-executive Board Director.
(3) A person who currently is or had been anytime during the last 1 year before the assumption of office an executive of a fellow subsidiary of the Company:
(4) A person who currently is or had been anytime during the last 1 year before the assumption of office a person whose main business partner is/was the Company or an executive of such a person.
(5) A person who currently is or had been anytime during the last 1 year before the assumption of office a person who is/was a main business partner of the Company or an executive of such a person.
(6) A person who currently is or had been anytime during the last 1 year before the assumption of office a consultant, accounting expert, or legal expert who receives/received a significant amount of money or other property from the Company other than remuneration as an officer of the Company (if the person who receives/received such property is an organization, such as a juridical person, association, etc., a person who belongs to such an organization).
(7) A close relative of a person who falls under the following description (excluding those who are insignificant):
   a. A person who currently is or had been anytime during the last 1 year an executive of the Company or its subsidiary.
(8) A close relative of a person who currently is a non-executive Board Director of the Company.
(9) A close relative of a person who falls under any of (2) through (6) above (excluding those who are insignificant):

2. Outside Corporate Auditor

(1) A person who currently holds or had held anytime during the last 10 years before the assumption of office any of the following positions at the Company or its subsidiary:
   a. Executive;
   b. Non-executive Board Director; or
   c. Corporate auditor (limited to those who had been an executive or non-executive Board Director of the Company or its subsidiary anytime during the last 10 years before the assumption of office as a corporate auditor).
(2) A close relative of a person who falls under any of the following descriptions (excluding those who are insignificant):
   a. A person who currently is or had been anytime during the last 1 year an executive of the Company or its subsidiary; or

b. A person who currently is or had been anytime during the last 1 year a non-executive Board Director of the Company or its subsidiary.

(3) A person who currently is or had been anytime during the last 5 year before the assumption of office a corporate auditor of the parent company of the Company:

(4) A person who falls under any of 1(2) through (6) above.

(5) A close relative of a person who falls under any of 2(3) through (4) above (excluding those who are insignificant).

* An executive of the Company or its subsidiary (excluding those who are insignificant) means an executive Board Director and an employee who holds a position as a general manager, a branch office manager or a position that is equivalent thereto or above.

* A close relative means a relative within the second degree of kinship.

Proposal 4: Election of one (1) Substitute Corporate Auditor

As a precaution to fill any vacancy resulting in a shortfall in the number of Corporate Auditors prescribed by the laws and regulations, the Company proposes the election of one (1) Substitute Corporate Auditor to stand ready as a substitute for Mr. Tatsushi Iwasaki, the Corporate Auditor of the Company (if the election of Mr. Takatoshi Otomura is approved under Proposal 3, as a substitute for Messrs. Takatoshi Otomura and Tatsushi Iwasaki, the Corporate Auditors of the Company, to prepare for the contingency that both of them retire from office) in accordance with Article 329, Paragraph 3 of the Companies Act.

The effectiveness of election based on this Proposal may be cancelled by a resolution of the Board of Directors, but only with the consent of the Board of Corporate Auditors and only before the appointment.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate for a Substitute Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions, and significant concurrent positions		Number of shares of the Company held
Masaru Tsuda (January 3, 1956)	April 1974	Joined Hitachi Automobile Appliances Sales Co., Ltd. (currently Hitachi Auto Parts & Service Co., Ltd.)	-
	July 2008	General Manager, Planning Department, Sales Division 4 of the Company	
	April 2009	General Manager, Shop Support Department, Sales Division 2 of the Company	
	April 2010	General Manager, Sales Promotion Department, Sales Division 4 of the Company	
	April 2011	General Manager, Business Administration Department, Function Division of the Company	
	April 2013	Assigned to Internal Audit Department of the Company (to present)	

Note: The candidate does not have any special interests in the Company.