

(Notes)

1. This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
2. “Audit & Supervisory Board Member(s)” and “Audit & Supervisory Board” described herein mean “Kansayaku” and “Kansayaku-kai” stipulated in the Japanese Companies Act respectively.

March 31, 2017

## **Results of Exercise of Voting Rights at the 178<sup>th</sup> Ordinary General Meeting of Shareholders**

Please be advised as below the results of exercise of voting rights at the 178<sup>th</sup> Ordinary General Meeting of Shareholders held on March 30, 2017 (the “Meeting”).

### **Description**

(1) Details of matters resolved

Proposal No. 1: Appropriation of surplus

Matters regarding year-end dividend:

(1) Matters related to the allocation of the dividend property to shareholders and the total amount thereof:

¥20 per share of the Company’s common shares

Total amount: ¥18,250,317,060

(2) Effective date of payment of dividend:

March 31, 2017

Proposal No. 2: Election of nine (9) Directors of the Board

To elect the following nine (9) persons as Directors: Yoshinori Isozaki, Keisuke Nishimura, Akihiro Ito, Toshiya Miyoshi, Yasuyuki Ishii, Toshio Arima, Shoshi Arakawa, Kimie Iwata and Katsunori Nagayasu.

Motion to amend Proposal No. 2

A motion was introduced by a shareholder to amend the above original proposal so as to exclude Yoshinori Isozaki from the candidates for Director of the Board.

Proposal No. 3: Payment of bonuses to Directors of the Board and Audit & Supervisory Board Members

To pay bonuses of ¥149.02 million in total to nine (9) Directors of the Board who held office as of the end of the fiscal year under review (of which, ¥5.0 million in total will be paid to four (4) Outside directors) and bonuses of ¥17.25 million in total to five (5) Audit & Supervisory Board Members who held office as of the end of the fiscal year under review (of which, ¥3.75 million in total will be paid to three (3) Outside Audit & Supervisory Board Members).

Proposal No. 4: Revision of remuneration to Directors of the Board and Audit & Supervisory Board

Members

To change the remuneration limit for Directors of the Board to ¥950 million per year (of which the remuneration limit for Outside Directors will be ¥80 million per year) and the remuneration limit for Audit & Supervisory Board Members to ¥130 million per year.

Proposal No. 5: Determination of the amount of remuneration in the Restricted Stock Compensation

System for Directors of the Board

To grant Directors of the Board excluding Outside Directors monetary compensation receivables of no greater than ¥250 million per year for the allocation of restricted stock, separately from the amount of remuneration for Directors of the Board in the proposal No. 4.

(2) Number of voting rights exercised indicating the intention of “affirmative votes”, “negative votes” or “abstentions” for each proposal, the requirements for approval and voting results thereof

Proposal:	Number of affirmative votes	Number of negative votes	Number of abstentions	Voting results	
				Ratio of affirmative votes	Approved/ Disapproved
Proposal No. 1 Appropriation of surplus	6,879,838	4,263	14	96.35	Approved
Proposal No. 2 Election of nine (9) Directors					
Yoshinori Isozaki	6,809,624	74,484	0	95.37	Approved
Keisuke Nishimura	6,822,467	58,287	3,354	95.55	Approved
Akihiro Ito	6,822,760	57,994	3,354	95.55	Approved
Toshiya Miyoshi	6,822,537	58,217	3,354	95.55	Approved
Yasuyuki Ishii	6,820,410	60,344	3,354	95.52	Approved
Toshio Arima	6,835,101	49,007	0	95.72	Approved
Shoshi Arakawa	6,835,472	48,636	0	95.73	Approved
Kimie Iwata	6,834,548	49,560	0	95.72	Approved
Katsunori Nagayasu	6,453,253	430,854	0	90.38	Approved
Proposal No. 3 Payment of bonuses to Directors of the Board and Audit & Supervisory Board Members	6,545,622	338,545	64	91.67	Approved
Proposal No. 4 Revision of remuneration to Directors of the Board and Audit & Supervisory Board Members	6,842,044	37,014	5,209	95.82	Approved
Proposal No. 5 Determination of the amount of remuneration in the Restricted Stock Compensation System for Directors of the Board	6,780,640	103,510	50	94.96	Approved

(Notes)1. The total number of voting rights of the shareholders eligible to exercise voting rights was 9,108,894.

2. The requirements for approval for each matter resolved were as follows:

Proposal Nos. 1, 3, 4 and 5

Approval by a majority vote of the shareholders who are present at the Meeting and eligible to exercise voting rights

Proposal No. 2

Approval by a majority vote of the shareholders present at the Meeting who hold shares representing in aggregate not less than one-third (1/3) of the voting rights of all shareholders who are eligible to exercise voting rights

3. Although a motion to amend Proposal No. 2 was introduced, the original proposal was legitimately approved in accordance with Companies Act, leaving no possibility of approving the motion to amend. As a result, the number of voting rights was not counted.

(3) Reason why a portion of the number of voting rights of the shareholders present at the Meeting was not included in the number of voting rights exercised indicating the intention of “affirmative votes”, “negative votes” or abstentions

The aggregated number of voting rights exercised prior to the Meeting using the Voting Rights Exercise Form or via the Internet and so on and the number of voting rights of the shareholders present at the Meeting whose intention of approval was confirmed, were sufficient to meet the requirements to approve each proposal in accordance with the Japanese Companies Act. Accordingly, the number of voting rights of the shareholders present at the Meeting whose intention of approval, disapproval or abstention could not be confirmed were not included.