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(Ticker Code: 7912)

June 2, 2017

Yoshitoshi Kitajima
President
Dai Nippon Printing Co., Ltd.
1-1, Ichigaya-Kagacho 1-chome,
Shinjuku-ku, Tokyo

**CONVOCAATION NOTICE OF THE 123rd
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

This is to inform you that the 123rd Ordinary General Meeting of Shareholders of Dai Nippon Printing Co., Ltd. (the “Company”) will be held as set forth below and that you are cordially invited to attend it.

If you are not able to attend the meeting, you may exercise your voting rights in one of the following ways. You are kindly requested to exercise your voting rights on or before 6:00 p.m. on Wednesday, June 28, 2017 (Japan time), after examining the following reference materials for the General Meeting of Shareholders.

【Exercising your voting rights by postal mail】

Please indicate your approval or disapproval for each of the agenda in the Voting Form enclosed herewith, affix the protective sticker, and mail the Voting Form to the Company so that it reaches us by the above-mentioned deadline.

【Exercising your voting rights through the Internet】

To vote via Internet, please see the “Guidance Note on the Exercise of Voting Rights through the Internet” (Pages 18 and 19) first, then, by the above-mentioned deadline, access the designated website and enter your approval or disapproval on each of the agenda in accordance with the guidance on the screen.

1. Date and Time: June 29, 2017 (Thursday), at 10:00 a.m. (Japan time)

2. Venue Multi-purpose Auditorium on the lobby floor
DNP Ichigaya-Sanaicho Building of Dai Nippon Printing Co.,
Ltd.
31-2, Ichigaya-Sanaicho, Shinjuku-ku, Tokyo

3. Meeting Agenda

Matters to be Reported:

1. Report on the Business Report and the Consolidated Financial Statements for the 123rd Fiscal Period (from April 1, 2016 to March 31, 2017) and the Results of the Audit of Consolidated Financial Statements for the 123rd Fiscal Period (from April 1, 2016 to March 31, 2017) by the Accounting Auditor and the Board of Statutory Auditors
2. Report on the Financial Statements for the 123rd Fiscal Period (from April 1, 2016 to March 31, 2017)

Matters to be Resolved:

- 1st Agenda:** Appropriation of Retained Earnings
2nd Agenda: Consolidation of Shares
3rd Agenda: Election of Twelve (12) Directors
4th Agenda: Election of one (1) Statutory Auditor

4. Guidance on Disclosure on the Internet

Pursuant to the laws and ordinances and the provisions of Article 15 of the Articles of Incorporation of the Company, out of the documents to be attached to this Notice, the items listed below are posted on the Company's website (<http://www.dnp.co.jp/>) (available in Japanese), and are not included in the documents attached to this Notice.

- (1) "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
- (2) "Notes to the Financial Statement" in the Financial Statements

Accordingly, the attached documents are portions of the Consolidated

Financial Statement and the Financial Statements audited by the Accounting Auditor in preparation of the Accounting Auditor's Report and portions of the Consolidated Financial Statement and the Financial Statement audited by the Statutory Auditors and the Board of Statutory Auditors in preparation of the Audit Report.

[End]

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- ◎ If you attend the meeting in person, please submit the enclosed Voting Form to the receptionist at the location of the meeting.
- ◎ In the event the Company makes any amendment to the Reference Materials for the General Meeting of Shareholders and/or attached documents (including the Notes to the Consolidated Financial Statements and the Notes to the Financial Statements), such amendment will be posted on the Company's website (<http://www.dnp.co.jp/>).

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| Please note that there will be no souvenirs at the Meeting of Shareholders. We would appreciate your understanding. |
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## Reference Materials for the General Meeting of Shareholders

### Agenda and Reference Matters

#### 1<sup>st</sup> Agenda: Appropriation of Retained Earnings

The Company's basic policy on appropriation of profit is to pay out stable dividends to shareholders while giving consideration to the Company's performance and dividend payout ratio. Further, for future business development, the Company will work on enhancement of the management foundation through improvement of financial standing by the internal reserves.

As for the appropriation of retained earnings for the current term, the Company will reduce the general reserve to enable flexible capital policy and the year-end dividend for the current term will be ¥16 per common share in the Company. The dividend for the current fiscal year will be ¥32 per share, the same amount as the preceding fiscal year, including the interim dividend of ¥16 per share.

#### 1. Matters related to the appropriation of retained earnings

##### (1) Item and amount of retained earnings to be increased

Retained earnings carried forward: ¥50,000,000,000

##### (2) Item and amount of retained earnings to be decreased

General reserve: ¥50,000,000,000

#### 2. Matters related to the year-end dividend

##### (1) Type of the dividend property

Cash

##### (2) Matters regarding the assignment of the dividend property to shareholders and the total amount of it

¥16 per common share in the Company

Total Amount: ¥9,851,829,296

##### (3) Effective date of dividend of retained earnings

June 30, 2017

## **2<sup>nd</sup> Agenda:** Consolidation of Shares

### 1. Reason for Consolidation of Shares

Stock exchanges nationwide announced the “Action Plan for Consolidating Trading Units,” aiming to consolidate trading units for common shares of all domestic listed companies to 100 shares per unit by October 1, 2018.

As a company listed on the Tokyo Stock Exchange, the Company also respects this purpose, and the Board of Directors Meeting of the Company, held on May 12, 2017, decided to change its share unit number from the current one thousand (1,000) to one hundred (100) shares as of October 1, 2017, pursuant to the provisions of Article 195, Paragraph 1 of the Companies Act, subject to the approval of this Agenda as proposed by a resolution passed at this General Meeting of Shareholders.

In addition, the Company shall implement consolidation of shares which consolidates two shares into one share with aim to adjust the investment unit to the level desired by stock exchanges nationwide (50,000 yen or more but less than 500,000 yen) after the change of the share unit number, taking changes in stock prices in the medium to long term into consideration.

### 2. Details of Consolidation of Shares

#### (1) Ratio of the consolidation

Regarding common shares of the Company, we hereby propose to consolidate two shares into one.

As a result of the consolidation of shares, if there incur fractions of less than one share, the Company shall dispose of all fractional shares together and distribute the revenue from the disposal to shareholders in proportion to their ratio of fractions, pursuant to provisions of the Companies Act.

#### (2) Effective date of consolidation of shares

October 1, 2017

#### (3) Total number of shares authorized to be issued on the effective date

745,000,000 shares (currently, 1,490,000,000 shares)

By consolidating shares, the Company shall be deemed to have amended, on the effective date, the provisions of the Articles of Incorporation concerning the total number of shares authorized to be issued, pursuant to the provisions of Article 182, Paragraph 2 of the Companies Act.

(Notes) As a result of consolidation of shares, while the total number of outstanding shares will be decreased by one half, net assets, etc. will not change, meaning that the amount of net assets per share will double in value. Consequently, there is no change to the asset value of the Company's share, except when impacted by other factors such as the volatility of the stock market.

(Reference) Partial Amendment of the Articles of Incorporation

If this Agenda is approved as proposed, part of the Articles of Incorporation of the Company shall be amended as follows as of October 1, 2017:

(Underlines indicate amended portions)

| Current Articles of Incorporation                                                                                                                                                                                            | Articles of Incorporation after Amendment                                                                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(Total Number of Shares Authorized to be Issued)<br/>           Article 5. The total number of shares authorized to be issued by the Company shall be <u>one billion four hundred ninety million (1,490,000,000)</u>.</p> | <p>(Total Number of Shares Authorized to be Issued)<br/>           Article 5. The total number of shares authorized to be issued by the Company shall be <u>seven hundred forty five million (745,000,000)</u>.</p> |
| <p>(Share Unit Number)<br/>           Article 7. Share unit number for shares of the Company shall be <u>one thousand (1,000)</u>.</p>                                                                                       | <p>(Share Unit Number)<br/>           Article 7. Share unit number for shares of the Company shall be <u>one hundred (100)</u>.</p>                                                                                 |

**3<sup>rd</sup> Agenda:** Election of Twelve (12) Directors

The terms of office of all twelve (12) Directors will expire as of the conclusion of this General Meeting of Shareholders. The Company requests the shareholders to elect twelve (12) Directors.

The candidates for Director are as follows:

| Candidate No. | Name (Date of Birth)                   | Brief personal history, title, responsibilities and status of important concurrent office                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | No. of shares in the Company held                                                                                                                                                                                          |           |
|---------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| 1             | Yoshitoshi Kitajima<br>(Aug. 25, 1933) | May 1963<br>Jul. 1967<br>Jul. 1970<br>Jan. 1972<br>Aug. 1975<br>Dec. 1979                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Director, Vice President of the Company<br>President of the Company<br>(currently serving) | 3,047,000 |
|               |                                        | <p>[Reasons for nomination as a candidate for Director]</p> <p>The reason for nominating Mr. Yoshitoshi Kitajima as a candidate for Director is that it is expected that he will work to realize the Company's group strategy towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience acquired over many years as a management executive in the Company and its group companies.</p>                                                                       |                                                                                                                                                                                                                            |           |
| 2             | Koichi Takanami<br>(Dec. 19, 1940)     | Apr. 1963<br>Aug. 1987<br>Jun. 1993<br>Jun. 1997<br>Jun. 2007                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Executive Vice President of the Company<br>(currently serving)                             | 126,000   |
|               |                                        | <p>[Reasons for nomination as a candidate for Director]</p> <p>The reason for nominating Mr. Koichi Takanami as a candidate for Director is that it is expected that he will work to realize, among others, the strategy for technology, research and business development and business strategy for life and industry area towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience acquired over many years as a management executive in the Company.</p> |                                                                                                                                                                                                                            |           |
| 3             | Masayoshi Yamada<br>(Oct. 19, 1940)    | Apr. 1963<br>Jun. 1989<br>Jun. 1996<br>Jun. 2001<br>Jun. 2007                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Executive Vice President of the Company<br>(currently serving)                             | 124,000   |
|               |                                        | <p>[Reasons for nomination as a candidate for Director]</p> <p>The reason for nominating Mr. Masayoshi Yamada as a candidate for Director is that it is expected that he will work to realize, among others, the financial strategy towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group,</p>                                                                                                                                                                                                 |                                                                                                                                                                                                                            |           |

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|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
|   | based on his considerable experience acquired over many years as a management executive in the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                            |                                                                                                                                                                                                                             |         |
| 4 | Yoshinari Kitajima<br>(Sept. 18, 1964)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Apr. 1987<br>Mar. 1995<br>Jun. 2001<br>Jun. 2003<br>Jun. 2005<br>Jun. 2009 | Joined The Fuji Bank Ltd.<br>Joined the Company<br>Director of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>Executive Vice President of the Company<br>(currently serving) | 295,000 |
|   | <p>[Reasons for nomination as a candidate for Director]</p> <p>The reason for nominating Mr. Yoshinari Kitajima as a candidate for Director is that it is expected that he will work to realize, among others, the corporate planning strategy and business strategy for information and communication area towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience acquired over many years as a management executive in the Company.</p> |                                                                            |                                                                                                                                                                                                                             |         |
| 5 | Masahiko Wada<br>(Jan. 14, 1947)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Mar. 1970<br>Jun. 2002<br>Jun. 2005<br>Jun. 2008                           | Joined the Company<br>Director, General Manager of Display Components Operations of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>(currently serving)                       | 48,000  |
|   | <p>[Reasons for nomination as a candidate for Director]</p> <p>The reason for nominating Mr. Masahiko Wada as a candidate for Director is that it is expected that he will work to realize, among others, the business strategy for electronics area towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience acquired over many years as a management executive in the Company and its group companies.</p>                                |                                                                            |                                                                                                                                                                                                                             |         |
| 6 | Tetsuji Morino<br>(Feb. 23, 1948)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Mar. 1970<br>Jun. 2002<br>Jun. 2005<br>Jun. 2014                           | Joined the Company<br>Director, General Manager of Strategic Business Planning Dept. of the Company<br>Managing Director of the Company<br>Senior Managing Director of the Company<br>(currently serving)                   | 67,000  |
|   | <p>[Reasons for nomination as a candidate for Director]</p> <p>The reason for nominating Mr. Tetsuji Morino as a candidate for Director is that it is expected that he will work to promote, among others, the business planning towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience acquired over many years as a management executive in the Company.</p>                                                                            |                                                                            |                                                                                                                                                                                                                             |         |

| Candidate No. | Name (Date of Birth)                                                                                                                                                                                                                                                                                                                                                                                                 | Brief personal history, title, responsibilities and status of important concurrent office |                                                                                                                                                                      | No. of shares in the Company held |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 7             | Tokuji Kanda<br>(Jun. 10, 1951)                                                                                                                                                                                                                                                                                                                                                                                      | Apr. 1974                                                                                 | Joined the Company                                                                                                                                                   | 37,000                            |
|               |                                                                                                                                                                                                                                                                                                                                                                                                                      | Jun. 2007                                                                                 | Corporate Officer ( <i>Yakuin</i> ), General Manager of Employee Relations Dept., in charge of Recruiting Dept. of the Company                                       |                                   |
|               |                                                                                                                                                                                                                                                                                                                                                                                                                      | Jun. 2012                                                                                 | Managing Director of the Company                                                                                                                                     |                                   |
|               |                                                                                                                                                                                                                                                                                                                                                                                                                      | Jun. 2015                                                                                 | Senior Managing Director of the Company (currently serving)                                                                                                          |                                   |
|               | [Reasons for nomination as a candidate for Director]                                                                                                                                                                                                                                                                                                                                                                 |                                                                                           |                                                                                                                                                                      |                                   |
|               | The reason for nominating Mr. Tokuji Kanda as a candidate for Director is that it is expected that he will work to realize, among others, the strategy for human resources and labor towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience as a management executive in the Company.                      |                                                                                           |                                                                                                                                                                      |                                   |
| 8             | Motoharu Kitajima<br>(Jan. 28, 1966)                                                                                                                                                                                                                                                                                                                                                                                 | Apr. 1988                                                                                 | Joined Sony Corporation                                                                                                                                              | 189,000                           |
|               |                                                                                                                                                                                                                                                                                                                                                                                                                      | Nov. 1996                                                                                 | Joined the Company                                                                                                                                                   |                                   |
|               |                                                                                                                                                                                                                                                                                                                                                                                                                      | Jun. 2005                                                                                 | Director, General Manager of Communication & Information Operations, in charge of Information Communication Center of the Company                                    |                                   |
|               |                                                                                                                                                                                                                                                                                                                                                                                                                      | Jun. 2007                                                                                 | Managing Director, General Manager of Communication & Information Operations, in charge of Information Communication Center of the Company                           |                                   |
|               |                                                                                                                                                                                                                                                                                                                                                                                                                      | Apr. 2017                                                                                 | Managing Director, General Manager of Marketing Division, Advanced Business Center, in charge of Information Communication Center of the Company (currently serving) |                                   |
|               | [Reasons for nomination as a candidate for Director]                                                                                                                                                                                                                                                                                                                                                                 |                                                                                           |                                                                                                                                                                      |                                   |
|               | The reason for nominating Mr. Motoharu Kitajima as a candidate for Director is that it is expected that he will work to promote, among others, the start-up business development towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience acquired over many years as a management executive in the Company. |                                                                                           |                                                                                                                                                                      |                                   |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Name (Date of Birth)         | Brief personal history, title, responsibilities and status of important concurrent office | No. of shares in the Company held                                                                                                                                                                                                                                                                                                                                          |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|
| 9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Takashi Saito (Aug. 5, 1950) | Apr. 1973<br>Apr. 2012                                                                    | Joined the Company<br>Senior Corporate Officer ( <i>Joumu Yakuin</i> ), in charge of Advanced Optics Operations of the Company                                                                                                                                                                                                                                             | 16,000 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                              | Jun. 2013                                                                                 | Managing Director, in charge of Purchasing Div., Corporate Administration Dept. of the Company (currently serving)                                                                                                                                                                                                                                                         |        |
| Status of important concurrent office<br>President of Uzumine Country Club Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                   |                              |                                                                                           |                                                                                                                                                                                                                                                                                                                                                                            |        |
| [Reasons for nomination as a candidate for Director]<br>The reason for nominating Mr. Takashi Saito as a candidate for Director is that it is expected that he will work to realize, among others, the strategy for sourcing and purchasing affairs towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience as a management executive in the Company and its group companies. |                              |                                                                                           |                                                                                                                                                                                                                                                                                                                                                                            |        |
| 10                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Satoru Inoue (Jan. 14, 1955) | Apr. 1978<br>Jun. 2013                                                                    | Joined the Company<br>Director, in charge of Technical & Engineering Div., Technology Development Center, Environment & Product Liability Dept. of the Company                                                                                                                                                                                                             | 16,000 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                              | Jun. 2015<br>Apr. 2017                                                                    | Managing Director, in charge of Technical & Engineering Div., Technology Development Center, Environment & Product Liability Dept., Information System Div. of the Company<br>Managing Director, in charge of Technical & Engineering Div., Technology Development Center, CSR and Environmental Affairs Dept., Information System Div. of the Company (currently serving) |        |
| Status of important concurrent office<br>President of DNP Engineering Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                                        |                              |                                                                                           |                                                                                                                                                                                                                                                                                                                                                                            |        |
| [Reasons for nomination as a candidate for Director]<br>The reason for nominating Mr. Satoru Inoue as a candidate for Director is that it is expected that he will work to realize, among others, the strategy for technical development towards business growth and improvement of business performance, and also appropriately oversee the entire Company's group, based on his considerable experience as a management executive in the Company and its group companies.            |                              |                                                                                           |                                                                                                                                                                                                                                                                                                                                                                            |        |

| Candidate No. | Name (Date of Birth)                | Brief personal history, title, responsibilities and status of important concurrent offices                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | No. of shares in the Company held |
|---------------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 11            | Tadao Tsukada<br>(Oct. 19, 1938)    | Nov. 1982 Professor of Tokyo Institute of Technology<br>Apr. 1999 Emeritus Professor of Tokyo Institute of Technology<br>Adviser to the Company<br>Oct. 1999 Professor of Meiji University, Faculty of Science and Technology<br>Jun. 2002 Director of the Company (currently serving)                                                                                                                                                                                                                                                                                                                                                                                                       | 2,000                             |
|               |                                     | <p>[Reasons for nomination as a candidate for Outside Director]</p> <p>The reason for nominating Mr. Tadao Tsukada as a candidate for Outside Director is that his advice and supervision, based on, among others, his high level insight and extensive experience as an academic expert, over the Company's management from an objective perspective independent from the management executing the business are expected.</p>                                                                                                                                                                                                                                                               |                                   |
| 12            | Tsukasa Miyajima<br>(Aug. 23, 1950) | Apr. 1990 Professor of Keio University, Faculty of Law<br>Apr. 2003 Registered as an attorney at law at the Daini Tokyo Bar Association<br>Apr. 2004 Director of General Insurance Rating Organization of Japan<br>Oct. 2010 Director of the Japan Association of Private Law<br>Jun. 2014 Director of the Company (currently serving)<br>Apr. 2016 Emeritus Professor of Keio University<br>Professor of Asahi University, Faculty of Law and Graduate School of Law (currently serving)                                                                                                                                                                                                    | 2,000                             |
|               |                                     | <p>Status of important concurrent offices<br/>Councilor of Meiji Yasuda Life Insurance Co.<br/>Outside Director of Hulic Co., Ltd.<br/>Outside Statutory Auditor of Mikuni Corporation<br/>Outside Director of Mitsui Sumitomo Insurance Company, Limited</p> <p>[Reasons for nomination as a candidate for Outside Director]</p> <p>The reason for nominating Mr. Tsukasa Miyajima as a candidate for Outside Director is that his advice and supervision, based on, among others, his high level insight and extensive experiences as a legal expert, over the Company's management from an objective perspective independent from the management executing the business are expected.</p> |                                   |

(Notes)

1. The “Corporate Officer (*Yakuin*)” and “Senior Corporate Officer (*Joumu Yakuin*)”, which were titles used in the Company, were changed to the “Corporate Officer (*Shikko Yakuin*)” and “Senior Corporate Officer (*Joumu Shikko Yakuin*)” in November 2015.
2. ① The Company has trading relationship with Uzumine Country Club Co., Ltd. in which the candidate for Director, Mr. Takashi Saito serves as the President, including lending the Company’s assets, etc.  
② The Company has trading relationship with DNP Engineering Co., Ltd. in which the candidate for Director, Mr. Satoru Inoue serves as the President, including purchase of printing machinery and machine tools, etc.

Further, there is no special interest between any of the other candidates for Director and the Company.

3. · Among the candidates for Director, Mr. Tadao Tsukada is a candidate for the Outside Director provided in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. As the Company judged that he satisfies the independent criteria stipulated by the Tokyo Stock Exchange, Inc. and the independent standards for independent director and/or statutory auditor stipulated by the Company (stated on pages 16 and 17), the Company submitted filing with the Tokyo Stock Exchange designating him as an Independent Director. When his reappointment is approved, he is planned to remain in office as an Independent Director.
  - Although he does not have experience of involvement in corporate management other than by way of being an Outside Director, the Company determined that he is capable of carrying out his duties adequately as an Outside Director for the reason stated in “[Reasons for nomination as a candidate for Outside Director]” above.
  - While he was an Adviser to the Company in the past, he was not involved in execution of the Company’s and its subsidiaries’ business but took the Adviser’s post for the purpose of giving opinion based on his high level insight and extensive experience as an academic expert on the Company’s management from a standpoint of various stakeholders, including shareholders and investors.
  - He will have been in office as one of the Company’s Outside Directors for fifteen (15) years at the conclusion of this General Meeting of Shareholders.

- The Company has entered into a Contract for Limitation of Liabilities with him with regard to the liability for damage to the Company provided in Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for damage attributable to his performance of duty as an Outside Director of the Company in good faith and without gross negligence to be limited to the amount of minimum liability stipulated in Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above mentioned Contract for Limitation of Liabilities with him.
4. · Among the candidates for Director, Mr. Tsukasa Miyajima is a candidate for Outside Director defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. As the Company judged that he satisfies the independent criteria stipulated by the Tokyo Stock Exchange, Inc. and the independent standards for independent director and/or statutory auditor stipulated by the Company (stated on pages 16 and 17), the Company submitted filing with the Tokyo Stock Exchange designating him as an Independent Director. When his reappointment is approved, he is planned to remain in office as an Independent Director.
- Although he does not have experience of involvement in corporate management other than in the way of being an Outside Director or an Outside Statutory Auditor, the Company determined that he is capable of carrying out his duties adequately as an Outside Director for the reason stated in “[Reasons for nomination as a candidate for Outside Director]” above.
  - He will have been in office as one of the Company’s Outside Directors for three (3) years at the conclusion of this General Meeting of Shareholders.
  - The Company has entered into a Contract for Limitation of Liabilities with him with regard to the liability for damage to the Company provided in Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for damage attributable to his performance of duty as an Outside Director of the Company in good faith and without gross negligence to be limited to the amount of minimum liability stipulated in Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above mentioned Contract for Limitation of Liabilities with him.

**4<sup>th</sup> Agenda:** Election of one (1) Statutory Auditor

The terms of office of one (1) Statutory Auditor will expire as of the conclusion of this General Meeting of Shareholders. The Company requests the shareholders to elect one (1) Statutory Auditor.

Further, this agenda has obtained the consent of the Board of Statutory Auditors.

The candidate for Statutory Auditor is as follows:

| Name<br>(Date of Birth)                                                                                                                                                                                                                                                                                                                                                     | Brief personal history, title, responsibilities and status of important concurrent offices                                                                                                                                                                                                                                                                                                                                                              | No. of shares in the Company held |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| Kuniaki Nomura<br>(Jun. 13, 1945)                                                                                                                                                                                                                                                                                                                                           | Apr. 1970 Registered as an attorney at law at the Tokyo Bar Association<br>Joined Yanagida Law Office (currently, Yanagida & Partners)<br>Jun. 2005 Statutory Auditor of the Company (currently serving)<br>Jun. 2009 Established Nomura & Partners (currently serving)<br><br>Status of important concurrent offices<br>Outside Director of Sumitomo Mitsui Financial Group, Inc.<br>Outside Statutory Auditor of MS&AD Insurance Group Holdings, Inc. | 0                                 |
| [Reasons for nomination as a candidate for Outside Statutory Auditor]<br>The reason for nominating Mr. Kuniaki Nomura as a candidate for Outside Statutory Auditor is that appropriate performance of his role as Outside Statutory Auditor, based on his professional insight as an attorney-at-law and considerable experience with corporate legal affairs, is expected. |                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                   |

(Notes)

1. Mr. Kuniaki Nomura is a candidate for the Outside Statutory Auditor provided in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act. As the Company judged that he satisfies the independent criteria stipulated by the Tokyo Stock Exchange, Inc. and the independent standards for independent director and/or statutory auditor stipulated by the Company (stated on pages 16 and 17), the Company submitted filing with the Tokyo Stock Exchange designating him as an Independent Statutory Auditor. When his reappointment is approved, he is planned to remain in office as an Independent Statutory Auditor.
2. · Although he does not have experience of involvement in corporate management, the Company determined that he is capable of carrying out his duties adequately as an Outside Statutory Auditor for the reason stated in “[Reasons for nomination as a candidate for Outside Statutory Auditor]” above.
  - There is no special interest between the candidate for Outside Statutory Auditor and the Company.
  - He will have been in office as one of the Company’s Outside Statutory Auditor for twelve (12) years at the conclusion of this General Meeting of Shareholders.
  - The Company has entered into a Contract for Limitation of Liabilities with him with regard to the liability for damage to the Company provided in Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for damage attributable to his performance of duty as an Outside Statutory Auditor of the Company in good faith and without gross negligence to be limited to the amount of minimum liability stipulated in Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above mentioned Contract for Limitation of Liabilities with him.

(Reference) **The Independent Standards for Independent Director and/or Statutory Auditor**

Independent Director and/or Statutory Auditor must not fall under any of the following standards and must be independent from management executives in the Company.

- (1) Person who is engaged (or had been engaged at any time in the past 10 years) in the business execution of the Company or the Company's affiliates (collectively, the "Group") (This includes person that had, at any time in the past 10 years, served as a non-executive Director or Statutory Auditor of the Group, and had engaged in the business execution of the Group for a period of 10 years before serving as a non-executive Director or Statutory Auditor of the Group);
- (2) Party for whom the Group is a major business partner [Note: a business partner group (a corporate group to which a direct business partner belongs) that provides the Group with products or services for which the transaction value in the most recent fiscal year exceeds 2% of such business partner group's annual consolidated sales or total income] or a person engaged in the business execution of such party;
- (3) Major business partner of the Group [Note: a business partner group to which the Group provides products or services for which the transaction value in the most recent fiscal year exceeds 2% of the Group's annual consolidated sales] or a person engaged in the business execution of such business partner;
- (4) Major lender of the Group [Note: a lender from which total borrowings in the most recent fiscal year exceeds 2% of the Group's annual consolidated assets] or a person engaged in the business execution of such lender;
- (5) Consultant, accounting professional or legal professional obtaining large amounts of money or other financial benefits, other than as remuneration of Director or Statutory Auditor, from the Group [Note: a person obtaining from the Group, other than as remuneration of Director or Statutory Auditor, financial benefits in excess of the higher of 10 million yen per year or 2% of his/her annual sales or total income for the most recent fiscal year] (if such financial benefits are obtained by an organization, this item refers to a person belonging to such organization);
- (6) Major shareholder of the Company (a shareholder, directly or indirectly,

- holding 10% or more of voting rights), or a person engaged in the business execution of such shareholder;
- (7) Person engaged in the business execution of a company in which the Group is a major shareholder (a shareholder, directly or indirectly, holding 10% or more of voting rights);
  - (8) Person belonging to an auditing firm performing statutory audits of the Company;
  - (9) Person to whom any of Items (2) through (8) apply during the most recent 1 year;
  - (10) Relative (within the second degree of consanguinity) of a person to whom any of Items (1) through (5) apply (excluding a person who is not in an important position);
  - (11) Person who is engaged (or had been engaged at any time in the past 10 years) in the business execution of a company between which and the Company outside Directors or Statutory Auditors are or were mutually appointed; and
  - (12) Party that receives (or received in the past 10 years) donations [Note: donations in excess of the higher of, on average for the most 3 recent fiscal years, 10 million yen per year or 2% of total annual income of such party] from the Company or a person engaged in the business execution of such party.

## Guidance Note on the Exercise of Voting Rights through the Internet

### 1. Exercise of Voting Rights through the Internet

- (1) In place of exercising your voting right in writing, it is possible to exercise your voting right by using the “Website for Exercise of Voting Rights” (URL below) designated by the Company. When you wish to exercise your voting rights through the Internet, please use the voting rights exercise code and password, which are printed on the right side of the Voting Form enclosed herewith to log-in, and follow the instruction on the screen to enter your approval or disapproval of each of the agenda. Further, for security purposes, you will be prompted to change your password the first time you log-in.

<http://www.it-soukai.com/>

- (2) The deadline for voting is 6:00 p.m. on June 28, 2017 (Wednesday) (Japan time), and votes must be input by the above time. Shareholders are kindly requested to exercise their voting rights as early as possible.
- (3) If you exercise your voting rights both in writing and through the Internet, the vote through the Internet shall be accepted as the valid exercise of your voting rights and shall supersede any vote in writing. If you exercise your voting rights more than once through the Internet, the latest vote shall be accepted as the valid exercise of your voting rights and shall supersede any prior vote.
- (4) The password (including the password changed by the shareholder) is valid only for this General Meeting of Shareholders. New passwords will be issued for the next General Meeting of Shareholders.
- (5) The cost for Internet connection is to be borne by the shareholders.

(Please note)

- The “Password” is a tool to identify the person who is voting as the shareholder himself/herself. Please note that the Company will not contact shareholders regarding their passwords.
- If you enter an incorrect password more than a certain number of times, the password will be locked and invalid. If it is locked, please follow the guidance on the screen.
- The Website for Exercise of Voting Rights has been confirmed for use through common

devices connected to the Internet. However, there is a possibility that such exercise is not possible depending on the device you use.

## **2. Inquiries**

- If you have any questions or inquiries, please contact Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department (below) which is the Administrator of Shareholder Registry.

(1) Inquiries regarding use of the Website for Exercise of Voting Rights

Toll-free telephone: 0120-768-524

(Operating Hours: Japan time, 9:00 a.m. through 9 p.m. of business day)

(2) Inquiries as to share administrative affairs other than the above;

Toll-free telephone: 0120-288-324

(Operating Hours: Japan time, 9:00 a.m. through 5 p.m. of business day)

[End]