

The following is an unofficial English translation of the Convocation Notice of the 120th Ordinary General Meeting of Shareholders of Dai Nippon Printing Co., Ltd. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

(Ticker Code: 7912)
June 6, 2014

To Our Shareholders

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

**CONVOCATION NOTICE OF
THE 120TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

DAI NIPPON PRINTING CO., LTD. (the “Company”) will be holding the 120th ordinary general meeting of shareholders (the “Ordinary General Meeting of Shareholders”) and requests your attendance. The meeting will be held as described below.

If you are unable to attend the Ordinary General Meeting of Shareholders, you can exercise your voting rights in one of the following ways by 6:00 p.m. of June 26, 2014 (Thursday) (Japan Time) after carefully reading the reference materials as set forth below.

【Exercise of voting rights in writing by mailing the enclosed voting right exercise form】

Please indicate your intention to vote “for” or “against” each agenda item in the enclosed voting right exercise form, then cover the form with the protective sheet provided and return the said form so that it will arrive at us by the deadline set forth above.

【Exercise of voting rights via the Internet】

Please refer to “Instructions for the Exercise of Voting Rights via the Internet” as set forth on pages 8 of this convocation notice, access the specified website and indicate your intention to vote “for” or “against” each agenda item by following the on-screen instructions by the deadline set forth above.

- 1. Date and Time:** June 27, 2014 (Friday) at 10:00 a.m. (Japan time)
- 2. Venue:** Multi-Purpose Room, Lobby floor,
C&I Building of Dai Nippon Printing Co., Ltd.
31-2, Ichigaya-Sanaicho, Shinjuku-ku, Tokyo

3. Meeting Agenda:

Matters to be Reported:

- 1: Matters concerning the business report, consolidated financial statements, the results of audit of the Company's consolidated financial statements by an independent auditor and the Board of Statutory Auditors for the 120th Fiscal Year (from April 1, 2013 to March 31, 2014)
- 2: Matters concerning the non-consolidated financial statements for the 120th Fiscal Year (from April 1, 2013 to March 31, 2014)

Matters to be Resolved:

- 1st Agenda: Disposal of Surplus
2nd Agenda: Election of Eighteen (18) Directors

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- * For those attending the Ordinary General Meeting of Shareholders, please submit the enclosed voting right exercise form to the reception desk at the site of the meeting.
 - * Amendments to the reference materials for the Ordinary General Meeting of Shareholders and enclosed materials, if any, will be posted on the Company's website (<http://www.dnp.co.jp/>).

Reference Materials for the Ordinary General Meeting of Shareholders

Agenda and Reference Matters:

1st Agenda: Disposal of Surplus

With respect to the distribution of surplus, the Company will distribute its profits to our shareholders based on a stable dividend policy to the shareholders and by taking into consideration its business results and dividend payout ratio, among other factors. In addition, for the future business development, the Company will make an effort to improve its financial strength by preserving profits as retained earnings and reinforce its management base.

As for year-end dividend payout, the Company will pay a dividend of 16 yen per share of common stock of the Company. Accordingly, together with the interim dividend of 16 yen, the annual dividend per share will be the same amount as the previous fiscal year, at 32 yen.

Matters related to year-end dividend

- (1) Type of dividend property: Cash
- (2) Matters related to the disbursement of dividend property to shareholders and the aggregate amount thereof
 16 yen per share of common stock of the Company
 Aggregate amount of distribution: 10,311,059,824 yen
- (3) Effective date of the distribution of surplus: June 30, 2014

2nd Agenda: Election of Eighteen (18) Directors

Upon the closing of the Ordinary General Meeting of Shareholders, all twenty (20) directors will complete the term of their offices as directors. Accordingly, in order to further strengthen prompt decision making regarding the management, we will reduce two (2) directors and request that you elect eighteen (18) directors.

The profiles of the candidates for directors are set forth below

Candidate Number	Name (Date of Birth)	Brief Personal History; Position and Assignment in the Company; and Important Concurrent Duties (if any)		Number of the Company's Shares Owned (shares)
1	Yoshitoshi Kitajima (August 25, 1933)	May 1963	Joined the Company	3,015,000
		Jul. 1967	Director	
		Jul. 1970	Managing Director	
		Jan. 1972	Senior Managing Director	
		Aug. 1975	Director and Vice President	
		Dec. 1979	President (current)	
		(Important concurrent duties) Outside Director, TV Asahi Holdings Corporation Outside Director, TV Asahi Corporation		
2	Koichi Takanami (December 19, 1940)	Apr. 1963	Joined the Company	93,000
		Aug. 1987	Director	

Candidate Number	Name (Date of Birth)	Brief Personal History; Position and Assignment in the Company; and Important Concurrent Duties (if any)		Number of the Company's Shares Owned (shares)
		Jun. 1993	Managing Director	
		Jun. 1997	Senior Managing Director	
		Jun. 2007	Executive Vice President (current)	
3	Masayoshi Yamada (October 19, 1940)	Apr. 1963	Joined the Company	92,000
		Jun. 1989	Director	
		Jun. 1996	Managing Director	
		Jun. 2001	Senior Managing Director	
		Jun. 2007	Executive Vice President (current)	
4	Yoshinari Kitajima (September 18, 1964)	Apr. 1987	Joined The Fuji Bank, Limited	270,000
		Mar. 1995	Joined the Company	
		Jun. 2001	Director	
		Jun. 2003	Managing Director	
		Jun. 2005	Senior Managing Director	
		Jun. 2009	Executive Vice President (current)	
5	Mitsuhiko Hakii (January 27, 1941)	Apr. 1964	Joined the Company	78,063
		Jun. 1992	Director, General Manager of Personnel Department, General Manager of Education & Training Department	
		Jun. 1999	Managing Director	
		Jun. 2003	Senior Managing Director (current)	
6	Masahiko Wada (January 14, 1947)	Mar. 1970	Joined the Company	35,000
		Jun. 2002	Director, General Manager of Display Components Operations	
		Jun. 2005	Managing Director	
		Jun. 2008	Senior Managing Director (current)	
7	Tetsuji Morino (February 23, 1948)	Mar. 1970	Joined the Company	39,000
		Jun. 2002	Director, General Manager of Strategic Business Planning Department	
		Jun. 2005	Managing Director, General Manager of Strategic Business Planning Department	
		Oct. 2012	Managing Director, in charge of Strategic Business Planning Department, and honto Business Operations (current)	
8	Kunikazu Akishige (February 21, 1950)	Apr. 1972	Joined the Company	55,000
		Jun. 2003	Director, General Manager of Communication & Information Operations	
		Jun. 2005	Managing Director, General Manager of Center for Contemporary Graphic Art, in charge of Communication & Information Operations, Information Communication Center and Press & Public Relations Office	
		Apr. 2014	Managing Director, in charge of Legal Affairs Department, Internal Auditing Division, Information Communication Center and Corporate Communication Division (current)	
9	Motoharu Kitajima (January 28, 1966)	Apr. 1988	Joined Sony Corporation	175,000
		Nov. 1996	Joined the Company	
		Jun. 2005	Director, General Manager of Communication & Information Operations, in charge of Information Communication Center	
		Jun. 2007	Managing Director, General Manager of Communication & Information Operations, in charge of Information Communication Center	
		Oct. 2012	Managing Director, in charge of Communication & Information Operations, Information Communication Center, SI Business Development Division and honto Business Operations (current)	

Candidate Number	Name (Date of Birth)	Brief Personal History; Position and Assignment in the Company; and Important Concurrent Duties (if any)		Number of the Company's Shares Owned (shares)
10	Masaki Tsukada (June 16, 1953)	Apr. 1978	Joined the Company	21,000
		Jun. 2007	Director, General Manager of Lifestyle Materials Operations	
		Jun. 2011	Managing Director, General Manager of Lifestyle Materials Operations	
		Apr. 2014	Managing Director, in charge of Lifestyle Materials Operations (current)	
11	Sakae Hikita (November 22, 1955)	Apr. 1978	Joined the Company	22,000
		Jun. 2009	Director, in charge of Information Processing Solutions Operations, Communication Business Systems Operations, Education & Publication Distribution Solutions Division and Integrated Planning & Marketing Division	
		Jun. 2011	Managing Director, in charge of Information Processing Solutions Operations, Communication Business Systems Operations, Education & Publication Distribution Solutions Division and Integrated Planning & Marketing Division	
		Oct. 2012	Managing Director, General Manager of Information Solutions Operations, in charge of Integrated Planning & Marketing Division (current)	
12	Fujio Yamazaki (December 2, 1949)	Apr. 1972	Joined the Company	12,000
		Jun. 2010	Senior Corporate Officer, General Manager of Ichigaya Publication Printing Operations, in charge of Education & Publication Distribution Solutions Division, Deputy General Manager of Electronic Publication Solutions Division	
		Jun. 2012	Managing Director, in charge of Ichigaya Publication Printing Operations and Education & Publication Distribution Solutions Division, Deputy General Manager of Electronic Publication Solutions Division	
		Oct. 2012	Managing Director, in charge of Ichigaya Publication Printing Operations and honto Business Operations (current)	
13	Tokuji Kanda (June 10, 1951)	Apr. 1974	Joined the Company	17,000
		Jun. 2007	Officer (corporate officer), General Manager of Employee Relations Department, in charge of Recruiting Department	
		Jun. 2012	Managing Director, in charge of Employee Relations Department and Recruiting Department (current)	
14	Takashi Saito (August 5, 1950)	Apr. 1973	Joined the Company	8,000
		Apr. 2012	Senior Corporate Officer, in charge of Advanced Optics Operations	
		Jun. 2013	Managing Director, in charge of Purchasing Division and Corporate Administration Department (current)	
15	*Kouichi Hashimoto (December 21, 1950)	Apr. 1973	Joined the Company	9,000
		Jun. 2009	Senior Corporate Officer, General Manager of Packaging Operations	
		Jun. 2011	Director and Senior Executive Officer, DNP Nishi Nippon Co., Ltd.	
		Jun. 2013	President, DNP Nishi Nippon Co., Ltd. (current)	
16	Satoru Inoue (January 14, 1955)	Apr. 1978	Joined the Company	9,000
		May 2013	In charge of Technical & Engineering Division, Technology Development Center and Environment & Product Liability Department	
		Jun. 2013	Director, in charge of Technical & Engineering Division, Technology Development Center and Environment & Product Liability Department (current)	

Candidate Number	Name (Date of Birth)	Brief Personal History; Position and Assignment in the Company; and Important Concurrent Duties (if any)		Number of the Company's Shares Owned (shares)
		(Important concurrent duties) President, DNK Co., Ltd.		
17	Tadao Tsukada (October 19, 1938)	Nov. 1982	Professor of Tokyo Institute of Technology	2,000
		Apr. 1999	Adviser to the Company	
		Oct. 1999	Professor of School of Science and Technology, Meiji University	
		Jun. 2002	Director of the Company (current)	
18	*Tsukasa Miyajima (August 23, 1950)	Apr. 1990	Professor of Keio University, Faculty of Law (current)	0
		Apr. 2003	Attorney (Daini Tokyo Bar Association) (current)	
		Apr. 2004	Director, General Insurance Rating Organization of Japan	
		Oct. 2010	Administration Officer, Japan Association of Private Law	
		(Important concurrent duties) Councillor, Meiji Yasuda Life Insurance Company Outside Director, Hulic Co., Ltd.		

(Note 1) Those marked with * are newly appointed candidates.

(Note 2) The title “Officer (corporate officer)” at the Company has changed to “Officer” from May 2009.

(Note 3) The Company transacts with DNK Co., Ltd. at which Mr. Satoru Inoue, the candidate for director, serves as the President in purchasing printing machines and machine tools, among others.

There are no special vested interests between other candidates for directors and the Company.

- (Note 4) • Among the candidates for directors, Mr. Tadao Tsukada is a candidate for outside director as defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act of Japan (the “Ordinance for Enforcement of the Companies Act”). In addition, the Company has appointed Mr. Tsukada as an independent director as defined by the Tokyo Stock Exchange, Inc. (the “TSE”) and registered him as an independent director with the TSE. If the agenda is approved, Mr. Tsukada will continue to serve as an independent director of the Company.
- The Company nominated Mr. Tsukada as a candidate for outside director, because the Company expects that he will be able to advise and supervise the Company’s management from an objective perspective that is independent from the management which executes business.
 - Before assuming the position of a director, Mr. Tsukada acted as an independent adviser to the Company and has not been previously involved in the management of the Company or its subsidiaries. The Company appointed him as an independent adviser assuming that he would be able to provide advice as an adviser with independent standpoint from the perspectives of various stakeholders including shareholders and investors, based on his considerable knowledge and extensive experience as an academic expert.

- Although Mr. Tsukada has not been previously involved in the management of a company, he has provided appropriate advice in the past and the Company expects such appropriate advice from him in the future. Therefore, the Company determined that he will be able to adequately perform his duties as an outside director.
- As of the closing of the Ordinary General Meeting of Shareholders, Mr. Tsukada will have served as an outside director of the Company for twelve (12) years.
- With respect to potential liabilities of Mr. Tsukada to the Company pursuant to Article 423, Paragraph 1 of the Companies Act of Japan (the “Companies Act”), the Company has entered into an agreement with Mr. Tsukada, limiting his liabilities to the minimum amount provided for under Article 425, Paragraph 1 of the Companies Act, so long as he performs his duties in good faith as an outside director and without gross negligence. If Mr. Tsukada is reelected, the Company plans to extend the term of such agreement.

- (Note 5)
- Among the candidates for directors, Mr. Tsukasa Miyajima is a candidate for outside director as defined in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. In addition, if Mr. Miyajima’s appointment is approved, the Company plans to appoint Mr. Miyajima as an independent director as defined by the TSE and register him as an independent director with the TSE.
 - The Company nominated Mr. Miyajima as a candidate for outside director, because the Company expects that he will be able to advise and supervise the Company’s management from an objective perspective that is independent from the management which executes business, based on his considerable knowledge and extensive experience as an legal expert.
 - Although Mr. Miyajima has not been previously involved in the management of a company, the Company determined that he will be able to adequately perform his duties as an outside director from above reasons.
 - With respect to potential liabilities of Mr. Miyajima to the Company pursuant to Article 423, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Mr. Miyajima, limiting his liabilities to the minimum amount provided for under Article 425, Paragraph 1 of the Companies Act, so long as he performs his duties in good faith as an outside director and without gross negligence.

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【Instructions for the Exercise of Voting Rights via the Internet】

1. Matters to be noted in exercising your voting rights via the Internet

- (1) Voting rights may be exercised online at the “Exercise of Voting Right Website” designated by the Company (please refer to the URL below) instead of submitting voting cards. Please enter your approval or disapproval of each item by following instructions on the site, after entering the voting code and password indicated on the right side of the enclosed voting right exercise form. You need to change the password at your first log-in for security purposes.

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

- (2) Voting rights may be exercised until 6:00 p.m. on June 26, 2014 (Thursday). All entries must be complete before this deadline. Therefore, please exercise your voting rights as early as possible.
- (3) If a voting right is exercised by both writing on a voting right exercise form and via the Internet, the exercise of the voting right via the Internet shall be deemed valid. If a voting right is exercised via the Internet multiple times, the last exercise of voting right shall be deemed valid.
- (4) The password (including the one set by the shareholder) is only valid for this Ordinary General Meeting of Shareholders. The password for the next meeting of shareholders will be issued separately.
- (5) Any internet connection charges in connection with voting online shall be borne by the shareholder.

(Note)

- Passwords are used to verify the identity of the person exercising the right as the shareholder. The Company will not make any inquiries to its shareholders regarding the passwords.
- The website will be locked if incorrect password is entered after a certain number of tries. If the site is locked, please follow the instruction on the website.
- We have confirmed access to the “Exercise of Voting Right Website” using equipment commonly used to connect to the Internet. However, access to the website may not be available depending on the type of equipment used to connect to the website.

2. Inquiries

Any inquiries shall be directed to the following Transfer Agent Department at Mizuho Trust & Banking Co., Ltd., which acts as the shareholder registry administrator:

- (1) Any inquiries with respect to the operation of the website:
Toll-free number: 0120-768-524
Hours: 9:00 a.m. – 9:00 p.m. (Japan time, weekdays)
- (2) Any other inquiries with respect to the handling of shares:
Toll-free number: 0120-288-324
Hours: 9:00 a.m. – 5:00 p.m. (Japan time, weekdays)