

[Translation : For reference only]

Note: This document has been translated from the Japanese original for reference purpose only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

## Sanwa Holdings Corporation

(Stock Code: 5929)

June 4th, 2012

1-1, Nishi-Shinjuku 2-Chome,  
Shinjuku-ku, Tokyo, Japan

Toshitaka Takayama  
Representative Director,  
President & CEO

### Convocation Notice of The 77th Ordinary General Meeting of Shareholders

To Our Shareholders;

We hereby would like to appreciate your constant and deep consideration to Sanwa Holdings Corporation (the "Company").

The 77th Ordinary General Meeting of Shareholders of the Company will be held as described below and you are cordially invited to attend the Meeting.

If you cannot attend the Meeting, you may exercise your voting rights through one of the following means. We ask that you please exercise your voting rights after carefully reading the "Reference Materials for Shareholders' Meeting" shown below.

[Exercise of voting rights in writing]

You are kindly asked to send us via return mail the enclosed voting form after indicating your approval or disapproval of each Proposal no later than 17:15 on June 25, 2012 (Monday).

[Exercise of voting rights via electronic media (including Internet)]

You are kindly asked to exercise your voting rights no later than 17:15 on June 25, 2012 (Monday) in accordance with the instructions contained in the "Guide to Exercising Your

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**Voting Rights via Electronic Media (including Internet)” shown on page 14.**

When you exercise your voting rights both in writing and via the Internet, the voting right exercised via the Internet shall be deemed and treated as a valid vote. When you exercise your voting rights twice or more via electronic media including Internet, the voting right exercised last shall be deemed and treated as a valid vote. (The same applies to any multiple votes cast via a personal computer, a smartphone and/or a mobile phone.)

Recitals

- 1. Date and Time** Tuesday, June 26<sup>th</sup>, 2012, at 10:00 a.m.
- 2. Place** NS Sky-Conference Room 1, Shinjuku NS Building, 30<sup>th</sup> floor  
4-1, Nishi-Shinjuku 2-Chome  
Shinjuku-ku, Tokyo

**3. Agenda of the Meeting:**

**Matters to be Reported:**

1. Report on the Business Report, the Consolidated Financial Statements, and the Audit Reports of the Accounting Auditor and the Board of Corporate Auditors on the Consolidated Financial Statements, for the 77th Term (from April 1, 2011 to March 31, 2012).
2. Report on the Non-Consolidated Financial Statements for the 77th Term (from April 1, 2011 to March 31, 2012).

**Matters to be Resolved:**

- Proposal 1: Appropriation of Surplus
- Proposal 2: Partial Amendment of the Articles of Incorporation
- Proposal 3: Election of 7 Directors
- Proposal 4: Election of 2 Corporate Auditors

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- Upon attending the Meeting, please present the enclosed Form for Exercise of Voting Rights to the receptionist.
- When the need arises to amend “Reference Materials for Shareholders’ Meeting,” such amendments will be announced on the Company’s website at <http://www.sanwa-hldgs.co.jp/> on Internet.

## Reference Materials for Shareholders' Meeting

### Proposals and Reference Materials

#### Proposal 1: Appropriation of Surplus

It is proposed that surplus to be appropriated as follows.

Matters related to term-end dividends

It is the Company's basic policy to provide dividend payments related to consolidated performance and to keep stable payout ratio in order to further pursue corporate management for increasing the corporate value. Concretely, dividend payments of the consolidated net income for the term is aimed to be 30% as payout ratio.

Because the consolidated business results for the year under review were approximately in accord with the previously announced forecasts, the annual dividend for the 77th fiscal term is proposed to remain at the same level as the previous year, or ¥8 per share, as previously forecast, although this amount would exceed the aforementioned payout ratio of 30%. Accordingly, the term-end dividend for the 77th fiscal term is proposed to be ¥4 per share as detailed below.

(1) Type of dividend assets

Cash

(2) Items relating to the allocation of dividend assets to shareholders and its total amount

¥4 per share of common stock                      Total ¥961,207,564

(¥8 per annum adding paid interim dividend ¥4 per share)

(3) Effective date of payment of dividend from surplus

June 27, 2012

**Proposal 2: Partial Amendment of the Articles of Incorporation**

1. Reasons for the proposal

- (1) Along with the business expansion of the Company’s group, new business purposes are added to the Article 2 (Objectives) of Articles of Incorporation.
- (2) To increase flexibility in running meetings of the General Meeting of Shareholders and the Board of Directors, partial amendments are proposed to Article 16 (Person to Convene General Meetings), Article 17 (Chairman of General Meeting of Shareholders) and Article 24 (Convocation of Meetings of the Board of Directors) to change the person to convene and chair the respective meetings to the Director previously appointed by the Board of Directors.

2. Contents of the amendment

Contents of the amendment are as follows.

(The amended parts are underlined)

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Section I: General Provision</p> <p>(Objectives)</p> <p>Article 2</p> <p>The Objectives of the Company are to conduct the following business, as well as to control and manage business activities of the companies or foreign companies which conduct following or similar type of business, through holding their entire or partial shares.</p> <ol style="list-style-type: none"> <li>1. Production, installation, sales and export/import of various shutter, door, sash, storm door, partition, construction metal, interior or exterior products, utensil, fixtures, fittings, air conditioning system, elevator for carry, cleaner and device or system for recycling industrial waste.</li> <li>2. Production, processing, sales and export/import of residence and construction materials for building.</li> <li>3. Production, installation, sales and export/import of emergency facility.</li> <li>4. Design, management, contract and construction of building.</li> <li>5. Production, installation, sales and control of electrical facilities and anti-burglar system.</li> </ol>	<p style="text-align: center;">Section I: General Provision</p> <p>(Objectives)</p> <p>Article 2</p> <p style="text-align: center;">&lt; same as present &gt;</p> <ol style="list-style-type: none"> <li>1. — 19.</li> </ol>

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6. Renovation, reconstruction and reformation of housing. 7. Production, sales and export/import of care goods and device.	< same as present >
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Current Articles of Incorporation	Proposed Amendment
<p>8.Maintenance service to each of aforesaid paragraph.</p> <p>9.Acceptance of testing consignment of fire proof, insulation, airtightness so forth for any products related to each of aforesaid paragraph.</p> <p>10.Management, maintenance and cleaning of building and its related facilities.</p> <p>11.Total security business.</p> <p>12.Total leasing business.</p> <p>13.Operation of home-center.</p> <p>14.Agency of liability insurance and sales promotion of life insurance</p> <p>15.Development, sales of computer software &amp; IT system and sales of computer and its related device.</p> <p>16.Sales, management, rent and agent for real estate.</p> <p>17.Sales, possession and investment of securities.</p> <p>18.Loan and debt guarantee.</p> <p>19.Freight business.</p> <p style="text-align: center;">&lt; new addition &gt;</p> <p>20.Any business relating to any of aforesaid paragraph.</p> <p>Section III: General Meetings of Shareholders (Person to Convene General Meetings) Article 16 Unless otherwise provided by laws and regulations, a general meeting of shareholders of the Company shall be convened by the <u>Representative Director and President of the Company</u> by resolution of the Board of Directors.</p> <p>If <u>the President</u> is prevented from so acting, one of the other Directors shall take his/her place in the order previously fixed by the Board of Directors.</p>	<p><u>20.Power generation; supply, sales and purchase of electricity; and production, installation and sales of power generating equipment.</u></p> <p>21. &lt; same as present &gt;</p> <p>Section III: General Meetings of Shareholders (Person to Convene General Meetings) Article 16 Unless otherwise provided by laws and regulations, a general meeting of shareholders of the Company shall be convened by the <u>Director previously appointed by the Board of Directors in accordance with a</u> resolution of the Board of Directors.</p> <p>If <u>said Director</u> is prevented from so acting, one of the other Directors shall take his/her place in the order previously fixed by the Board of Directors.</p>

Current Articles of Incorporation	Proposed Amendment
<p>(Chairman of General Meeting of Shareholders) Article 17 The <u>Representative Director and President of the Company</u> shall chair a general meeting of shareholders.</p> <p>If the <u>President</u> is prevented from so acting, one of the other Directors shall take his/her place in the order previously fixed by the Board of Directors.</p> <p style="text-align: center;">Section IV: Board of Directors</p> <p>(Convocation of Meetings of the Board of Directors) Article 24 Unless otherwise provided by laws and regulations, the Board Chairman shall convene and chair a meeting of the Board of Directors.</p> <p>If the <u>Board Chairman</u> is prevented from so acting <u>or the post of the Board Chairman is vacant</u>, one of the other Directors shall take his/her place in the order previously fixed by the Board of Directors.</p> <p>(2) &lt;text omitted&gt; (3) &lt;text omitted&gt;</p>	<p>(Chairman of General Meeting of Shareholders) Article 17 The <u>Director previously appointed by the Board of Directors</u> shall chair a general meeting of shareholders.</p> <p>If <u>said Director</u> is prevented from so acting, one of the other Directors shall take his/her place in the order previously fixed by the Board of Directors.</p> <p style="text-align: center;">Section IV: Board of Directors</p> <p>(Convocation of Meetings of the Board of Directors) Article 24 (1) Unless otherwise provided by laws and regulations, the <u>Director previously appointed by the Board of Directors</u> shall convene and chair a meeting of the Board of Directors.</p> <p>If <u>said Director</u> is prevented from so acting, one of the other Directors shall take his/her place in the order previously fixed by the Board of Directors.</p> <p>(2) &lt;same as present&gt; (3) &lt;same as present&gt;</p>



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**Proposal 3: Election of Seven Directors**

At the close of this shareholders' meeting, the [terms](#) of all six Directors will expire. We are seeking to add one new member to the Board of Directors to reinforce management supervisory function of the Group. We therefore, propose the election of seven Directors.

The candidates of Directors are as follows.

Candidate No.	Name (Date of Birth) Number of Company Shares Held	Personal History, Positions, Role at the Company, (Representation of Other Organizations)	Number of Company Shares Held
*1	Toshitaka Takayama (April 25, 1939)	August 1963    Joined the Company April 1972    Director April 1974    General Manager of Construction Material Div. April 1974    Managing Director January 1977    Head of Construction Material Dept. April 1980    Director, Vice President May 1981    Representative Director, President (present post) August 1985    Representative Director, President of Showa Front Sales Co. (current Showa Front Co., ltd.) June 2000    Executive Officer, President (present post) October 2007    Representative Director, Chairman of the Board, Sanwa Shutter Corp. (present post) July 2009    Representative Director, President of Sanwa Shutter Corp. April 2012    CEO&COO (present post) (Important concurrent position) Representative Director, Chairman of the Board, Sanwa Shutter Corp. Director, Sanwa USA Inc. Director, Overhead Door Corp. Director, Novoferm Europe Ltd.	1,833,000 shares

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Candidate No.	Name (Date of Birth) Number of Company Shares Held	Personal History, Positions, Role at the Company, (Representation of Other Organizations)	Number of Company Shares Held
*2	Tamotsu Minamimoto (August 23, 1944)	<p>June 1995 London Branch Manager of Sakura Bank Ltd.</p> <p>August 1997 Joined the Company</p> <p>October 1997 General Manager of Financing Div.</p> <p>April 1998 General Manager of Accounting Div.</p> <p>April 2000 General Manager of Management Div.</p> <p>June 2000 Managing Executive Officer</p> <p>June 2000 (concurrent) General Manager of Financing Div.</p> <p>December 2000 (concurrent) General Manager of Audit Div.</p> <p>April 2001 General Manager of Accounting Div.</p> <p>April 2004 General Manager of President Office</p> <p>June 2004 Director (present post)</p> <p>April 2005 Responsible for New Business Planning Div.</p> <p>October 2005 Responsible for Asia (concurrent) President, Asian Business</p> <p>April 2006 Managing Executive Officer</p> <p>April 2006 (concurrent) Hochiki Coalition Business</p> <p>October 2007 Senior Managing Executive Officer</p> <p>October 2007 Responsible for Group Headquarter Div., (concurrent) CSR Div. and Corporate Strategy Div.</p> <p>April 2010 Executive Officer, Vice President (present post)</p> <p>April 2012 Deputy President (present post) (Important concurrent position)</p> <p>Director, Sanwa USA Inc. Director, Overhead Door Corp. Director, Novoferm Europe Ltd.</p>	137,000 shares
*3	Wadami Tanimoto (March 5, 1950)	<p>October 2001 General Manager of Business Planning Dept., Yorozu, Corp.</p> <p>December 2001 Joined the Company</p> <p>April 2003 Executive Adviser, Sanwa USA Inc.</p> <p>April 2004 Executive Officer</p> <p>October 2005 Responsible for Overhead Door Corp.</p> <p>April 2006 Managing Executive Officer</p> <p>June 2006 Director (present post)</p> <p>October 2007 Assistant Director of Overseas Business (concurrent) Responsible for Novoferm</p> <p>April 2011 Responsible for Overseas Business (present post)</p> <p>April 2012 Senior Managing Executive Officer (present post) (Important concurrent position)</p> <p>Director, Sanwa USA Inc. Director, Overhead Door Corp. Director, Novoferm Europe Ltd. Director, Novoferm Germany GmbH</p>	52,000 shares

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Candidate No.	Name (Date of Birth) Number of Company Shares Held	Personal History, Positions, Role at the Company, (Representation of Other Organizations)	Number of Company Shares Held
*4	Yasushi Takayama (February 3, 1946)	<p>October 2006    Joined the Company</p> <p>April 2008     General Manager of TCR Div.</p> <p>April 2009     General Manager of Structural Reform Div.</p> <p>April 2010     Director, Senior Executive Officer of Sanwa Shutter Corp.</p> <p>April 2010     Responsible for Group Function of Sanwa Shutter Corp.</p> <p>April 2011     Senior Executive Officer</p> <p>April 2011     Assistant Director of Overseas Business</p> <p>April 2012     Senior Managing Executive Officer (present post)</p> <p>April 2012     Responsible for Corporate Planning (present post) (Important concurrent position)</p> <p>Director, Sanwa Shutter Corp.</p> <p>Director, Sanwa USA Inc.</p> <p>Director, Overhead Door Corp.</p> <p>Director, Novoferm Europe Ltd.</p>	60,795shares
*5	Ichiro Ueeda (December 20, 1960)	<p>March 1983    Joined the Company</p> <p>April 2005     General Manager of Window Shutter Div., Residential Material Company</p> <p>April 2006     General Manager of Marketing Div., East Japan Company</p> <p>April 2007     General Manager of Business Administration Div.</p> <p>October 2007   General Manager of Planning Administration Div.</p> <p>April 2008     Executive Officer</p> <p>April 2008     General Manager of TCR Div.</p> <p>April 2009     Assistant Director of Domestic Business</p> <p>July 2009      Executive Officer of Sanwa Shutter Corp.</p> <p>July 2009      Assistant Vice President of Sanwa Shutter Corp.</p> <p>April 2010     Director, Senior Executive Officer of Sanwa Shutter Corp.</p> <p>April 2010     Responsible for Headquarters Operations of Sanwa Shutter Corp.</p> <p>April 2012     Senior Managing Executive Officer (present post)</p> <p>April 2012     Responsible for Domestic Business (present post) (Important concurrent position)</p> <p>Director, Sanwa Shutter Corp.</p>	20,000 shares

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Candidate No.	Name (Date of Birth) Number of Company Shares Held	Personal History, Positions, Role at the Company, (Representation of Other Organizations)	Number of Company Shares Held
*6	Masahiro Fukuda (June 14, 1955)	<p>October 2003 General Manager of Gotanda Corporate sales Div. 2, Sumitomo Mitsui Banking Corporation</p> <p>September 2005 Joined the Company</p> <p>September 2005 General Manager, Assistant to Corporate Strategy Dept.</p> <p>January 2006 Executive Adviser , Sanwa USA Inc.</p> <p>October 2007 Executive Officer</p> <p>October 2007 Responsible for Overhead Door Corporation</p> <p>April 2008 Senior Executive Officer (present post)</p> <p>April 2011 Responsible for Americas Business (present post)</p> <p>April 2012 Assistant Director of Overseas Business (present post) (Important concurrent position) Director, Sanwa USA Inc. Director, Overhead Door Corp. Director, Novoferm Europe Ltd.</p>	39,000 shares
*7	Shunsaku Hashimoto (July 5, 1930)	<p>April 1953 Joined The Bank of Kobe Ltd.</p> <p>June 1984 Representative Director, President, The Sakura Bank Ltd.</p> <p>April 1996 Chairman of United Association of Japanese Bankers (current Japanese Bankers Association)</p> <p>April 1997 Special member of governmental committee of 'The Tax Commission'</p> <p>June 1997 Counselor of The Sakura Bank Ltd.</p> <p>June 1998 Outside Auditor of Osaka Small and Medium Business Investment &amp; Consultation Co., Ltd.</p> <p>June 1998 Outside Auditor of Sanyo Electric Railway Co., Ltd. (present post)</p> <p>July 1998 Standing Advisor of The Sakura Bank Ltd.</p> <p>January 2000 Audit Committee member of Hyogo Prefecture</p> <p>April 2001 Special Advisor of Sumitomo Mitsui Banking Corporation</p> <p>May 2001 Director of Japan Tariff Association (present post)</p> <p>July 2004 Honorary Advisor of Sumitomo Mitsui Banking Corporation (present post)</p> <p>June 2008 Director (present post)</p>	31,000 shares

**Notes:**

1. Those marked with an asterisk (\*) are new candidates.
2. None of the candidates for the Directors has any special conflict of interest with the Company.

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3. Mr. Shunsaku Hashimoto is a candidate for Outside Director. We have submitted to Tokyo Stock Exchange, Inc. an Independent Director List which states his name as an independent director.
4. Mr. Shunsaku Hashimoto is currently our Outside Director and will have served for four years as Outside Director at the close of this shareholders' meeting.
5. Mr. Shunsaku Hashimoto has long experience in bank management and corporate management as an outside director. Due to his wide-ranging career, not limited to corporate management, and abundant experience and deep insights as to economic and business management issues, we expect to receive valuable advice from him on the management of the Company and therefore propose to appoint him as Outside Director.
6. In June 2010, the Company and one of its subsidiaries, Sanwa Shutter Corporation (hereinafter "Sanwa Shutter"), were given a Cease and Desist Order (Sanwa Shutter) and a Surcharge Payment Order (the Company and Sanwa Shutter) by the Japan Fair Trade Commission regarding the alleged act of adjusting the acceptance of orders in the Kinki region in violation of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade. In addition, Sanwa Shutter was given a Cease and Desist Order and a Surcharge Payment Order regarding the alleged act of forming a nationwide price cartel in violation of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade. When the said Cease and Desist Order regarding the act of adjusting the acceptance of orders in the Kinki region became final and binding, Sanwa Shutter was ordered to suspend business by the Ministry of Land, Infrastructure, Transport and Tourism in October 2010, pursuant to the Construction Business Act.

Mr. Shunsaku Hashimoto has made suggestions from the perspective of compliance and promoted awareness of compliance. Since the occurrence of the aforementioned issues, he has provided various suggestions and opinions to reinforce the internal control systems for preventing the reoccurrence of such issues.

7. To invite competent persons for Outside Director for the enhancement of corporate governance of the Company, Article 27 of our Articles of Incorporation provides that the Company can enter into a limited liability agreement with an Outside Director. Accordingly, the Company holds an agreement with Mr. Shunsaku Hashimoto, pursuant to Article 427, Paragraph 1, of the Companies Act and Article 27 of our Articles of Incorporation to limit the liability to compensate damages as prescribed by Article 423, Paragraph 1, of said Act to the amount set forth by laws and regulations.  
If he is reelected, the Company will continue the limited liability agreement with him.

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**Proposal 4: Election of Two Corporate Auditors**

At the close of this shareholders' meeting, Mr. Masaru Kurosawa and Mr. Seiji Fukuchi will retire from Corporate Auditors upon his resignation, we therefore propose election of two auditors.

Mr. Toshiaki Nakaya and Mr. Jiro Ichioka are candidates for substitute of Mr. Masaru Kurosawa and Mr. Seiji Fukuchi. The term of substitute Corporate Auditor is the rest of the term of predecessor in accordance with the Company's Articles of Incorporation.

As to this proposal, approval from the Board of Auditors has been obtained.

The candidates for Corporate Auditors are as follows:

Candidate No.	Name (Date of Birth) Number of Company Shares Held	Personal History, Positions, Role at the Company, (Representation of Other Organizations)	Number of Company Shares Held
*1	Toshiaki Nakaya (December 2, 1946)	<p>March 1969      Joined the Company</p> <p>April 1994      General Manager of NS Div. of Business Administration Headquarter</p> <p>April 1995      General Manager of Business Planning Div. of Business Administration Headquarter</p> <p>April 1996      General Manager of Business Planning Div.</p> <p>June 1998      Director</p> <p>April 2000      General Manager of Business Administration Div. and Legal Div.</p> <p>June 2000      Executive Officer</p> <p>April 2001      General Manager of Business Administration Div. and General Administration Div.</p> <p>June 2002      Managing Director</p> <p>June 2002      Managing Executive Officer</p> <p>April 2003      Responsible for IT System Div.</p> <p>April 2004      Senior Managing Executive Officer</p> <p>April 2004      Responsible for Enhancement of Selective Business Div.</p> <p>June 2004      Director</p> <p>October 2004    Representative Director, President of Sanwa Tajima Corp.</p> <p>October 2004    Representative Director, President of Junzo Tajima Manufacturing Corp.</p> <p>April 2006      Executive Officer, Vice President</p> <p>April 2006      Responsible for Group Headquarter Div.</p> <p>June 2006      Representative Director</p> <p>October 2007    Representative Director, President of Sanwa Shutter Corp.</p> <p>April 2008      Senior Managing Executive Officer</p> <p>April 2008      Responsible for Domestic Business</p> <p>June 2008      Director (present post)</p> <p>August 2009    (concurrent) General Manager of PDCA Pursuit Div.</p>	118,000 shares

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Candidate No.	Name (Date of Birth) Number of Company Shares Held	Personal History, Positions, Role at the Company, (Representation of Other Organizations)	Number of Company Shares Held
*2	Jiro Ichioka (August 28, 1947)	<p>March 1971      Joined the Company</p> <p>April 2000      General Manager of Exterior Div., Residential Material Company</p> <p>April 2001      General Manager of Residential Material Route Div., Residential Material Company</p> <p>April 2002      General Manager of Window Shutter Div., Residential Material Company</p> <p>April 2004      General Manager of Prefabrication Special Procurements Div., Residential Material Company</p> <p>May 2004        General Manager of Business Administration Div.</p> <p>April 2005      Executive Officer</p> <p>April 2005      Representative Director, President of Showa Front Co., Ltd.</p> <p>April 2006      Managing Executive Officer</p> <p>April 2007      Responsible for Enhancement of Selective Business Div.</p> <p>October 2007    Assistant Director of Domestic Business</p> <p>April 2008      Director, Senior Executive Officer of Sanwa Shutter Corp.</p> <p>April 2008      Management Strategy Div. of Sanwa Shutter Corp.</p> <p>April 2009      Managing Executive Officer</p> <p>April 2009      Representative Director, President of Showa Front Co., Ltd. (present post)</p> <p>April 2011      Advisor (present post)</p>	25,000 shares

**Notes:**

1. Those marked with an asterisk (\*) are new candidates.
- 2 None of the candidates for Corporate Auditor has any special conflict of interest with the Company.

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### **Guide to Exercising Your Voting Rights via Electronic Media (including Internet)**

Please read the following items before exercising your voting rights via the Internet. If attending the meeting, neither exercising your voting rights by mail (Voting Rights Exercise Form) or via the Internet is necessary.

1. Website for exercising voting rights
  - (1) The exercise of voting rights via the Internet is only possible by accessing the Company's website dedicated for the purpose of exercising voting rights (<http://www.evotep.jp/>) via a personal computer, smartphone or mobile phone (i-mode, EZweb and Yahoo! Keitai; please note that this service is unavailable every day between 2:00 a.m. and 5:00 a.m.).  
Note: i-mode, EZweb and Yahoo! Keitai are trademarks or registered trademarks of NTT DoCoMo, Inc., KDDI CORPORATION and Yahoo! Inc. [U.S.], respectively.
  - (2) Depending on their Internet user environments, shareholders using personal computers or smartphones may not be able to exercise their voting rights via this dedicated voting site due to Internet firewalls, antivirus software, proxy servers, etc.
  - (3) To exercise voting rights on a mobile phone, i-mode, EZweb or Yahoo! Keitai service capability is necessary. Even if shareholders have access to one of the above services, some may not be able to use the service if their mobile phone models are incapable of sending information or encrypted messages (SSL communication) for security purposes.
  - (4) Votes will be accepted via the Internet by 5:15 p.m., Monday, June 25, 2012; however, you are cordially requested to exercise your voting rights earlier, and call the Help Desk (as mentioned below) with any inquiries or questions.
2. How to exercise voting rights via the Internet
  - (1) When you access the website for exercising voting rights (<http://www.evotep.jp/>), enter the "login ID" and "temporary password" indicated on the Voting Rights Exercise Form and then enter your vote for each proposal according to the instructions on the screen.
  - (2) To prevent people other than shareholders (impostors) from illegally accessing the site and altering the content of your voting selections, we will ask shareholders who use the site to change their "temporary passwords" on the site for exercising voting rights.
  - (3) You will be provided with a new "login ID" and "temporary password" each time a General Meeting of Shareholders is convened.



3. How multiple votes for the same shareholder will be handled

- (1) If we receive votes both by conventional mail and via the Internet, we will consider the Internet vote to be the valid vote.
- (2) When exercising voting rights via the Internet multiple times, we will consider the last vote received to be the valid vote. When exercising voting rights via a personal computer, smartphone and/or mobile phone, we will consider the last vote received to be the valid vote.

4. Costs arising from accessing the site for exercising voting rights

Costs arising from accessing the site for exercising voting rights (Internet connection fees, phone fees, etc.) will be borne by the shareholder. When using a mobile phone to vote, there will be costs such as packet communication fees or other fees for using the mobile phone, and these fees will be borne by the shareholder.

5. The “Platform for Exercising Voting Rights” for institutional investors

As an additional method for exercising your voting rights using electronic means other than the method described above, any trust management bank or other nominal shareholders (including standing proxies) may use the electronic voting platform for institutional investors operated by ICJ, Inc., a joint venture established by the Tokyo Stock Exchange, Inc. and others, subject to prior request for the use of the platform.

6. Contact information regarding the exercise of voting rights via the Internet

- (1) For inquiries concerning operating procedures for personal computers

Stock Transfer Agency Division (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll free)

Business hours: 9:00 a.m.—9:00 p.m.

- (2) For all inquiries other than the above

Stock Transfer Agency Division

Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-232-711 (toll free)

Business hours: 9:00 a.m.—5:00 p.m. (except on weekends and national holidays)