

Murata Manufacturing Co., Ltd.

CONVOCAATION NOTICE

FOR

THE 82nd

ORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON

JUNE 28, 2018

LOCATION: “Genji Ballroom” on the third floor of HOTEL GRANVIA KYOTO

NOTE

1. THIS DOCUMENT IS A TRANSLATION OF THE OFFICIAL JAPANESE CONVOCAATION NOTICE FOR THE 82ND ORDINARY GENERAL MEETING OF REGISTERED SHAREHOLDERS.
2. THIS TRANSLATION IS PROVIDED ONLY AS A REFERENCE TO ASSIST SHAREHOLDERS IN THEIR VOTING AND DOES NOT CONSTITUTE AN OFFICIAL DOCUMENT.
3. IN THE EVENT OF ANY DISCREPANCY BETWEEN THIS TRANSLATED DOCUMENT AND THE JAPANESE ORIGINAL, THE ORIGINAL SHALL PREVAIL.

(Securities Code: 6981)
CONVOCATION NOTICE FOR
THE 82nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

June 1, 2018

Tsuneo Murata
Chairman of the Board,
President and Representative Director

Murata Manufacturing Co., Ltd.
10-1, Higashikotari 1-chome,
Nagaokakyo-shi, Kyoto, Japan

Dear Shareholders:

Notice is hereby given that the 82nd Ordinary General Meeting of Shareholders of Murata Manufacturing Co., Ltd. (the “Company”) will be held as detailed below, and your attendance is cordially requested.

In the event that you are unable to attend the meeting, you may exercise your voting rights either by Voting Rights Exercise Form or via the Internet, etc. To do so, we kindly ask that you first examine the Reference Materials for the General Meeting of Shareholders later in this translation (p. 4-15), then exercise your voting rights by 5:00 p.m. on Wednesday, June 27, 2018.

1. Date and time: June 28, 2018 (Thursday) 10:00 a.m. (Reception is scheduled to open at 9:00 a.m.)
2. Location: Shiokoji-sagaru, Karasuma-dori, Shimogyo-ku, Kyoto, Japan
(KYOTO STATION BUILDING)
“Genji Ballroom” on the third floor of HOTEL GRANVIA KYOTO
3. Agenda:
 - Reports
 1. Report of the business report, the consolidated financial statement for the 82nd fiscal term (From April 1, 2017 to March 31, 2018), and audit reports prepared by the Independent Auditor and the Audit and Supervisory Committee on the consolidated financial statement
 2. Report of the financial statement for the 82nd fiscal term (From April 1, 2017 to March 31, 2018)

Proposals

- No. 1 Dividends of Retained Earnings for the 82nd Fiscal Term
- No. 2 Election of Eight (8) Members of the Board of Directors who are not Audit and Supervisory Committee Members
- No. 3 Election of Four (4) Members of the Board of Directors who are Audit and Supervisory Committee Members

[Guide for Exercise of Voting Rights]

1. Exercise of Voting Rights by Attending the Meeting

Please bring the Voting Rights Exercise Form enclosed herewith with you to the meeting and submit the form, completed, at the reception desk at the entrance to the meeting hall.

2. Exercise of Voting Rights by Postal Mail (Voting Rights Exercise Form)

Please indicate on the Voting Rights Exercise Form enclosed herewith your approval or disapproval on the proposals and return the form by the said deadline.

3. Exercise of Voting Rights via the Internet

1) Exercise of Voting Rights via the Internet

Please access the designated website for exercise of voting rights (<https://soukai.mizuho-tb.co.jp/>) via personal computer, smartphone, mobile phone or other device, use the “Voting Rights Exercise Code” and the “Password” shown on the enclosed Voting Rights Exercise Form, and indicate your approval or disapproval of the proposals, following the on-screen instructions by the said deadline.

2) To institutional investors

Nominee shareholders such as managing trust banks and others (including standing proxies) will be able to use the electronic voting platform operated by ICJ, Inc. as a method to electronically exercise voting rights at the General Meeting of Shareholders of the Company if the shareholders have applied in advance to use the electronic voting platform.

4. Treatment when voting rights are exercised more than once

1) If you exercise your voting rights by both postal mail and via the Internet, the vote made via the Internet shall prevail.

2) If you exercise your voting rights via the Internet more than once, the vote made last shall prevail.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Dividends of Retained Earnings for the 82nd Fiscal Term

The Company operates in the electronic devices sector, which is subject to extreme changes in the supply and demand environment and in which the pace of technological innovation is fast. To facilitate a prompt response to environmental changes and achieve sustained growth in profits, as well as maintaining stable management in an increasingly harsh business environment, the Company will strive to strengthen its capital base.

The Company's policy on the return of profits to its shareholders puts priority on distribution of results in the form of a dividend. The Company has adopted a basic policy under which it intends to realize a steady increase of dividend by increasing profit per share, while enhancing the value of the Company and improving its financial strength over the long term at the same time, aiming to achieve a payout ratio of approximately 30% in the medium term.

Based on this policy, after comprehensively examining the Company's consolidated performance and determining the amount of unappropriated retained earnings, the Company proposes a year-end dividend of 130 yen per share.

Combined with the interim dividend of 130 yen per share, this will bring the annual dividend to 260 yen per share, an increase of 40 yen per share compared with the previous fiscal year.

1. Type of dividend asset
Cash
2. Allocation of dividend assets and total amount of allocation
130 yen per common share
Total amount of payout: 27,722,636,890 yen
3. Effective date of dividend payout
June 29, 2018

Proposal No. 2: Election of Eight (8) Members of the Board of Directors who are not Audit and Supervisory Committee Members

The terms of office of all seven (7) current Members of the Board of Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that eight (8) Members of the Board of Directors who are not Audit and Supervisory Committee Members be elected.

The candidates for Members of the Board of Directors who are not Audit and Supervisory Committee Members are as follows:

See page 15 for the opinion of the Audit and Supervisory Committee regarding this proposal.

Candidate No.	Name	Current positions and responsibilities in the Company
1	Tsuneo Murata	Chairman of the Board, President and Representative Director
2	Yoshitaka Fujita	Vice Chairman of the Board
3	Toru Inoue	Member of the Board of Directors Senior Executive Vice President and Representative Director Director of Components Business Unit
4	Norio Nakajima	Member of the Board of Directors Senior Executive Vice President and Representative Director Director of Module Business Unit
5	Hiroshi Iwatsubo	Member of the Board of Directors Executive Vice President Director of Corporate Technology & Business Development Unit
6	Yoshito Takemura	Member of the Board of Directors Executive Vice President Director of Planning Administration Unit
7	Hiroaki Yoshihara	Member of the Board of Directors Audit and Supervisory Committee Member Outside Independent *
8	Takashi Shigematsu	Member of the Board of Directors Outside Independent

* Hiroaki Yoshihara is currently serving as a Member of the Board of Directors who is an Audit and Supervisory Committee Member, and has been nominated as a candidate for Member of the Board of Directors who is not an Audit and Supervisory Committee Member.

<For Reference>

If Proposal No. 2 and Proposal No. 3 are approved as originally proposed, the number of Members of the Board of Directors will be twelve (12), five (5) of whom will be independent Outside Directors.

Candi- date No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
1	<p data-bbox="316 416 517 477">Tsuneo Murata (August 13, 1951)</p> 	<p data-bbox="555 300 1310 734"> Mar 1974 Entered the Company Jun 1989 Assumed the position of Member of the Board of Directors of the Company Jun 1991 Assumed the position of Senior Vice President of the Company Jun 1995 Assumed the position of Senior Executive Vice President of the Company Jun 2003 Assumed the position of Representative Director and Executive Deputy President Jun 2007 Assumed the position of President and Representative Director of the Company Jun 2017 Assumed the position of Chairman of the Board, President and Representative Director of the Company (present) </p> <p data-bbox="555 752 991 808">(Significant Concurrent Positions) Chairman of the Murata Science Foundation</p>	1,540,160 shares
<p data-bbox="300 835 687 864">Reason for nomination as candidate</p> <p data-bbox="300 864 1461 1037">Tsuneo Murata has been involved in the running and management of domestic and overseas business and sales divisions at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been responsible for the Company's management as President of the Company since 2007 and has been nominated as a candidate for Member of the Board of Directors because the Company expects that he will continue to demonstrate his managerial ability and strengthen the decision-making and supervisory functions of the Board of Directors.</p>			

Candi- date No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
2	<p data-bbox="316 387 517 450">Yoshitaka Fujita (January 27, 1952)</p> 	<p data-bbox="555 271 1321 712"> Apr 1975 Entered the Company Jun 1998 Assumed the position of Member of the Board of Directors of the Company Jun 2000 Assumed the position of Vice President of the Company Jun 2003 Assumed the position of Senior Executive Vice President of the Company Jun 2005 Assumed the position of Senior Executive Vice President of the Company Jun 2008 Assumed the position of Representative Director and Executive Deputy President of the Company Jun 2017 Assumed the position of Vice Chairman of the Board of the Company (present) (Significant Concurrent Positions) President of Murata (China) Investment Co., Ltd. </p>	2,640 shares
	<p data-bbox="300 808 1465 1016"> Reason for nomination as candidate Yoshitaka Fujita has been involved in accounting and financial duties and management at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been responsible for the Company's management as Vice Chairman of the Board of the Company since 2017 and has been nominated as a candidate for Member of the Board of Directors because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors. </p>		
3	<p data-bbox="331 1249 501 1312">Toru Inoue (May 30, 1956)</p> 	<p data-bbox="555 1041 1305 1742"> Apr 1980 Entered the Company Mar 2008 Assigned as General Manager of Corporate Planning Department of the Company Jul 2009 Assumed the position of Vice President of the Company Assigned as Director of Accounting & Planning Group of the Company Jul 2013 Assumed the position of Executive Vice President of the Company Assigned as Director of Components Business Unit of the Company (present) Jun 2015 Assumed the position of Member of the Board of Directors of the Company Jun 2017 Assumed the position of Representative Director and Senior Executive Vice President of the Company (present) (Significant Concurrent Positions) President and Representative Director of Fukui Murata Manufacturing Co., Ltd. President and Representative Director of Izumo Murata Manufacturing Co., Ltd. President and Representative Director of Toyama Murata Manufacturing Co., Ltd. </p>	2,795 shares
	<p data-bbox="300 1756 1465 1937"> Reason for nomination as candidate Toru Inoue has been involved in business management, planning, and accounting at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Member of the Board of Directors because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors. </p>		

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
4	<p>Norio Nakajima (September 21, 1961)</p> 	<p>Apr 1985 Entered the Company</p> <p>Jul 2006 Assigned as Director of Communication Module Division, Module Business Unit of the Company</p> <p>Jul 2010 Assumed the position of Vice President of the Company</p> <p>Jun 2012 Assigned as Director of Module Business Unit of the Company</p> <p>Jun 2013 Assumed the position of Member of the Board of Directors and Executive Vice President of the Company</p> <p>Jul 2015 Assigned as Director of Communication and Sensor Business Unit of the Company Assigned as Director of Energy Business Division of the Company</p> <p>Apr 2017 Assigned as Director of Module Business Unit of the Company (present)</p> <p>Jun 2017 Assumed the position of Representative Director and Senior Executive Vice President of the Company (present)</p> <p>(Significant Concurrent Positions) President and Representative Director of Kanazawa Murata Manufacturing Co., Ltd. President and Representative Director of Okayama Murata Manufacturing Co., Ltd. President and Representative Director of Tohoku Murata Manufacturing Co., Ltd.</p>	1,595 shares
<p>Reason for nomination as candidate</p> <p>Norio Nakajima has been involved in technology development and business management at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Member of the Board of Directors because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.</p>			
5	<p>Hiroshi Iwatsubo (August 11, 1962)</p> 	<p>Apr 1985 Entered the Company</p> <p>Feb 2005 Assigned as General Manager of Corporate Planning Department of the Company</p> <p>Mar 2008 Assigned as Director of Sensor Division, Device Business Unit of the Company</p> <p>Jul 2011 Assumed the position of Vice President of the Company</p> <p>Jun 2012 Assigned as Director of Sales & Marketing Unit of the Company</p> <p>Jul 2013 Assumed the position of Senior Vice President of the Company</p> <p>Jun 2015 Assumed the position of Member of the Board of Directors and Executive Vice President of the Company (present)</p> <p>Jul 2015 Assigned as Director of Corporate Technology & Business Development Unit of the Company (present)</p>	2,490 shares
<p>Reason for nomination as candidate</p> <p>Hiroshi Iwatsubo has been involved in technology development and business management, planning, and sales at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Member of the Board of Directors because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.</p>			

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
6	<p>Yoshito Takemura (January 23, 1957)</p> 	<p>Apr 1981 Entered the Company</p> <p>Jun 2003 Assigned as General Manager of Finance Department of the Company</p> <p>Jul 2009 Assumed the position of President of Murata (China) Investment Co., Ltd.</p> <p>Jul 2012 Assumed the position of Vice President of the Company</p> <p>Jun 2013 Assumed the position of Member of the Board of Directors of the Company (present) Assumed the position of General Manager of Accounting, Finance & Corporate Planning Group of the Company</p> <p>Jun 2015 Assumed the position of Senior Vice President of the Company</p> <p>Jul 2017 Assumed the position of Executive Vice President of the Company (present)</p>	890 shares
<p>Reason for nomination as candidate</p> <p>Yoshito Takemura has been involved in accounting and financial duties, planning, and business management in the USA and Greater China at the Company and its group companies for many years, accumulating a wealth of experience and a solid record of achievement. He has been nominated as a candidate for Member of the Board of Directors because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors.</p>			
7	<p>Hiroaki Yoshihara (February 9, 1957)</p> 	<p>Nov 1978 Entered Peat Marwick Mitchell & Co.</p> <p>Jul 1996 Assumed the position of National Managing Partner, the Pacific Rim Practice of KPMG LLP</p> <p>Oct 1997 Assumed the position of the Board Member of KPMG LLP</p> <p>Oct 2003 Assumed the position of Vice Chairman and Global Managing Partner of KPMG International</p> <p>Jun 2008 Assumed the position of Outside Director of the Company</p> <p>Jun 2014 Assumed the position of Outside Director of Hitachi, Ltd. (present)</p> <p>Jun 2016 Assumed the position of Outside Director and Audit and Supervisory Committee Member of the Company (present)</p> <p>(Significant Concurrent Positions) Outside Director of Hitachi, Ltd.</p>	—
<p>Reason for nomination as candidate</p> <p>Hiroaki Yoshihara has worked as an executive and consultant at an international consulting firm, has extensive experience solving management problems for global companies, and has specialized insight in accounting. He has served as an Outside Director at the Company since 2008 and as Outside Director and Audit and Supervisory Committee Member of the Company since 2016. Leveraging his experience and insight in managing the affairs of the Company, he has contributed to strengthening the functions of the Board of Directors from an independent perspective. He has been nominated as a candidate for Outside Director because the Company expects that he will be able to strengthen decision-making and supervisory functions of the Board of Directors from an independent perspective.</p>			

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
8	<p>Takashi Shigematsu (November 3, 1949)</p> 	<p>Apr 1975 Entered Toyota Motor Co., Ltd. (currently TOYOTA MOTOR CORPORATION)</p> <p>Jun 2004 Assumed the position of Managing Officer of the company</p> <p>Jun 2005 Assumed the position of Outside Director of FUJITSU TEN LIMITED. (currently DENSO TEN Limited)</p> <p>Jun 2009 Assumed the position of Vice President & Representative Director of the company</p> <p>Jun 2010 Assumed the position of President & Representative Director of the company</p> <p>Jun 2014 Assumed the position of Chairman and Representative Director of the company (present)</p> <p>Jun 2015 Assumed the position of Outside Directors of the Company (present) Assumed the position of Outside Director of Bando Chemical Industries, Ltd.</p> <p>Jun 2016 Assumed the positions of Outside Director and Audit and Supervisory Committee Member of Bando Chemical Industries, Ltd. (present)</p> <p>(Significant Concurrent Positions) Chairman and Representative Director of DENSO TEN Limited Outside Director and Audit and Supervisory Committee Member of Bando Chemical Industries, Ltd.</p>	—
<p>Reason for nomination as candidate</p> <p>Takashi Shigematsu has extensive experience and insight as an executive in the manufacturing industry and the automotive industry in particular. Leveraging his experience and insight in managing the affairs of the Company as an Outside Director since 2015, he has contributed to strengthening the functions of the Board of Directors from an independent perspective. He has been nominated as a candidate for Outside Director because the Company expects that he will continue to strengthen the decision-making and supervisory functions of the Board of Directors from an independent perspective.</p>			

- Notes:
- Special interests between any of the candidates for Members of the Board of Directors who are not Audit and Supervisory Committee Members and the Company are as follows.
 - The Company makes contributions to the Murata Science Foundation, of which Tsuneo Murata assumed the position of Chairman as of December 1, 2010.
 - There are no special interests between the Company and any of the other candidates.
 - Hiroaki Yoshihara and Takashi Shigematsu are candidates for Outside Directors and meet the criteria for independence prescribed by the Company. See page 15 for the criteria for independence.
 - DENSO TEN Limited, of which Takashi Shigematsu serves as Chairman and Representative Director, has business relations with the Company Group regarding sales and purchases of products. However, sales involving the relations accounted for only less than 1% of the Company's consolidated sales in the 82nd fiscal year, indicating that there is no materiality that would affect his independence as Outside Director.
 - The Company has designated Hiroaki Yoshihara and Takashi Shigematsu as independent directors as specified in the regulations of the Tokyo Stock Exchange, Inc. and reported the designation to the exchange. If Hiroaki Yoshihara and Takashi Shigematsu are re-elected, the Company intends that they should continue to be independent directors.
 - Hiroaki Yoshihara is currently Outside Director of the Company. At the end of this ordinary general meeting of shareholders, he will have served in the position for ten (10) years. Takashi Shigematsu is currently Outside Director of the Company. At the end of this ordinary general meeting of shareholders, he will have served in the position for three (3) years.
 - Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Hiroaki Yoshihara and Takashi Shigematsu limiting their liability for damages under Article 423, Paragraph 1 of the Companies Act. The liability for damages under the agreement is restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If the re-election of Hiroaki Yoshihara and Takashi Shigematsu is approved, the Company plans to continue the aforementioned agreement to limit liability with them.

Proposal No. 3: Election of Four (4) Members of the Board of Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) current Members of the Board of Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that four (4) Members of the Board of Directors who are Audit and Supervisory Committee Members be elected.

The candidates for Members of the Board of Directors who are Audit and Supervisory Committee Members are as follows:

The Company has obtained the consent of the Audit and Supervisory Committee for this proposal.

Candidate No.	Name	Current positions and responsibilities in the Company
1	Yoshiro Ozawa	Director of Human Resources Group, Planning Administration Unit New candidate
2	Hiroshi Ueno	Member of the Board of Directors Audit and Supervisory Committee Member Outside Independent
3	Hyo Kambayashi	Outside Independent New candidate
4	Yuko Yasuda	Outside Independent New candidate

<For Reference>

If Proposal No. 2 and Proposal No. 3 are approved as originally proposed, the number of Members of the Board of Directors will be twelve (12), five (5) of whom will be independent Outside Directors.

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
1	<p>Yoshiro Ozawa (April 16, 1962) [New candidate]</p> 	<p>Apr 1985 Entered the Company</p> <p>Mar 2009 Assigned as General Manager of Accounting Department of the Company</p> <p>Jul 2013 Assigned as General Manager of Administration Group's Human Resources Department of the Company</p> <p>Jul 2017 Assigned as Director of Human Resources Group, Planning Administration Unit of the Company (present)</p>	1,099 shares
<p>Reason for nomination as candidate</p> <p>Yoshiro Ozawa has been involved in accounting, finance, and personnel affairs in Japan and overseas for many years at the Company and its group companies, and has extensive experience and insight in these fields. Yoshiro Ozawa is newly nominated as a candidate for Member of the Board of Directors who is an Audit and Supervisory Committee Member because the Company expects that he will be able to strengthen the decision-making functions and audit and supervisory functions of the Board of Directors.</p>			
2	<p>Hiroshi Ueno (November 13, 1951)</p> 	<p>Apr 1974 Entered the Ministry of Finance</p> <p>Jul 1979 Assumed the position of District Director of Yamanashi Tax Office</p> <p>May 1991 Assumed the position of Counselor, Embassy of Japan in the UK</p> <p>Aug 1994 Assumed the position of Executive Director for Special Mission of Office of Policy Planning, Tokyo Metropolitan Gov.</p> <p>Jul 1997 Assumed the position of Councilor, Cabinet Secretariat (Cabinet Councilors' Office on Internal Affairs)</p> <p>Jun 2000 Assumed the position of Regional Commissioner of Fukuoka Regional Taxation Bureau, National Tax Agency</p> <p>Jul 2001 Assumed the position of Deputy Secretary General, for International Affairs, General Secretariat of Japan Fair Trade Commission</p> <p>Jul 2003 Assumed the position of Regional Commissioner of Osaka Regional Taxation Bureau, National Tax Agency</p> <p>Jul 2004 Assumed the position of Director-General for Policy Planning of Ministry of Land, Infrastructure and Transport</p> <p>Oct 2005 Assumed the position of Executive Director of Japan Expressway Holding and Debt Repayment Agency</p> <p>Jul 2008 Assumed the position of Senior Managing Director of Trust Companies Association of Japan</p> <p>Jul 2014 Assumed the position of Advisor of Mitsui Sumitomo Insurance Company, Limited</p> <p>Jun 2016 Assumed the positions of Outside Director and Audit and Supervisory Committee Member of the Company (present)</p>	—
<p>Reason for nomination as candidate</p> <p>Hiroshi Ueno has abundant experience and insight in government administration of such fields as tax and finance, as well as operation of Antimonopoly Act and has contributed to strengthen the functions of the Board of Directors from an independent perspective as Outside Director and Audit and Supervisory Committee Member since 2016. Though he has never previously engaged in company management, Hiroshi Ueno has been nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because the Company expects that he will continue to strengthen the decision-making functions and audit and supervisory functions of the Board of Directors from an independent perspective.</p>			

Candi- date No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
3	<p>Hyo Kambayashi (October 15, 1951) [New candidate]</p> 	<p>Nov 1976 Entered Arthur Andersen LLP</p> <p>Jul 1991 Assumed the position of Worldwide Partner of Andersen</p> <p>Jul 1993 Assumed the position of Senior Partner of Asahi & Co.</p> <p>Sep 2001 Assumed the position of Board Member of Worldwide Organization of Andersen</p> <p>Jan 2003 Assumed the position of President and Representative Director of Protiviti Japan Co., Ltd.</p> <p>Apr 2004 Assumed the position of Visiting Professor of TAMA GRADUATE SCHOOL OF BUSINESS</p> <p>May 2005 Assumed the position of Representative Director of Robert Half Japan</p> <p>Apr 2010 Assumed the position of Visiting Professor of Aoyama Gakuin University Graduate School of Professional Accountancy</p> <p>Jan 2011 Assumed the position of President and Chief Executive Officer of Protiviti LLC</p> <p>Jan 2016 Assumed the position of Chairman and Senior Managing Director of the company (present)</p> <p>Oct 2016 Assumed the position of Chairman of Japan Internal Control Research Association (present)</p> <p>Jun 2017 Assumed the position of Outside Audit & Supervisory Board Member of Sojitz Corporation (present)</p> <p>(Significant Concurrent Positions) Chairman and Senior Managing Director of Protiviti LLC Chairman of Japan Internal Control Research Association Outside Audit & Supervisory Board Member of Sojitz Corporation</p>	—
<p>Reason for nomination as candidate</p> <p>Hyo Kambayashi has been engaged in affairs concerning financial auditing, internal control advising, risk management, and strengthening governance for many years as a certified public accountant and executive and has extensive experience and insight in corporate accounting, auditing and internal control. Hyo Kambayashi is newly nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because the Company expects that he will be able to strengthen the decision-making functions and audit and supervisory functions of the Board of Directors from an independent perspective.</p>			

Candidate No.	Name of Candidate (Birthdate)	Brief Personal History, Positions, Responsibilities and Significant Concurrent Positions	Shares of the Company Owned
4	<p data-bbox="331 501 504 622">Yuko Yasuda (September 16, 1961) [New candidate]</p> 	<p data-bbox="555 271 1305 927"> Apr 1985 Entered IBM Japan Ltd Sep 1991 Entered Booz Allen Hamilton Inc. Sep 1993 Entered Russell Reynolds Associates Japan Inc. Jun 1996 Assumed the position of Managing Director of the company (present) Apr 2003 Country Manager, Japan at the company Assumed the position of Executive Committee Member of Russell Reynolds Associates Inc. Apr 2010 Assumed the position of member of The Board of Trustees of KEIZAI DOYUKAI (Japan Association of Corporate Executives) Apr 2013 Assumed the position of Executive Committee Member of Russell Reynolds Associates Inc. Jun 2015 Assumed the position of Outside Director of SCSK Corporation Jun 2016 Assumed the position of Outside Director and Audit and Supervisory Committee Member of SCSK Corporation (present) Mar 2017 Assumed the position of Outside Director of SHOWA SHELL SEKIYU K. K. (present) </p> <p data-bbox="555 943 1305 1077"> (Significant Concurrent Positions) Managing Director of Russell Reynolds Associates Japan Inc. Outside Director and Audit and Supervisory Committee Member of SCSK Corporation (*scheduled to retire in June 2018) Outside Director of SHOWA SHELL SEKIYU K. K. </p>	-
<p data-bbox="300 1099 687 1122">Reason for nomination as candidate</p> <p data-bbox="300 1128 1449 1339">Yuko Yasuda has engaged in introducing, assessing, and developing CEOs and evaluating the effectiveness of the Board of Directors for many years as a Japan Director at companies that search for corporate executive candidates, and she has extensive experience and insight in fields concerning executive personnel assessment, development and corporate governance. Yuko Yasuda is newly nominated as a candidate for Outside Director who is an Audit and Supervisory Committee Member because the Company expects that she will be able to strengthen the decision-making functions and audit and supervisory functions of the Board of Directors from an independent perspective.</p>			

- Notes :
1. There are no special interests between the Company and the candidates for Directors who are Audit and Supervisory Committee Members.
 2. Hiroshi Ueno, Hyo Kambayashi, and Yuko Yasuda are candidates for Outside Directors and meet the criteria for independence prescribed by the Company. See page 15 for the criteria for independence.
 - (1) Although the Company Group outsources consulting services to Protivity Japan Co., Ltd., where Hyo Kambayashi serves as Chairman and Senior Managing Director, the business amounts to less than 1% of sales of Protivity Japan Co., Ltd. in each fiscal year, which represents no materiality that would affect his independence as Outside Director. There are no business relations between the Company Group and Russell Reynolds Associates Japan Inc., where Yuko Yasuda serves as a Managing Director.
 - (2) The Company has designated Hiroshi Ueno as independent director as specified in the regulations of the Tokyo Stock Exchange, Inc. and reported the designation to the exchange; if he is re-elected, the Company intends that he should continue to be independent director. Hyo Kambayashi and Yuko Yasuda meet the requirements for independent directors as specified in the regulations of the Tokyo Stock Exchange, Inc. and, assuming that their election is approved, the Company has designated them as independent directors and reported the designation to the exchange.
 - (3) Hiroshi Ueno is currently an Outside Director who is Audit and Supervisory Committee Member of the Company. At the end of this ordinary general meeting of shareholders, he will have served in the position for two (2) years.
 3. Limited liability agreements with candidates for Directors who are Audit and Supervisory Committee Members are as follows:
 - (1) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Hiroshi Ueno limiting his liabilities for damages under Article 423, Paragraph 1 of the Companies Act. The liability for damages under the agreement is restricted to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If the reelection of Hiroshi Ueno is approved, the Company plans to continue the aforementioned agreement to limit liability with him.
 - (2) If the election of Yoshiro Ozawa, Hyo Kambayashi, and Yuko Yasuda is approved, the Company will enter into the same agreements aforementioned in (1) to limit liability with each individual.

Criteria for Independence of Outside Directors

The following provides a summary of the Company's criteria for independence of outside Directors.

1. The person is not an executive of the Company or its current subsidiary or a company that was a subsidiary within the past three years.
2. The person is not currently a major shareholder or an executive of a major shareholder.
3. The person is not an executive of a company, etc., that is currently a significant client or supplier or was a significant client or supplier within the past three years with the Company or its current subsidiary.
4. The person is not an executive of an organization that has received within the past three years a donation or grant of over 10.00 million yen per annum from the Company or its current subsidiary.
5. The person is not an executive of a company or a subsidiary of that company, or a company or a subsidiary of that company that within the past three years has employed a Member of the Board of Directors, Statutory Auditor, or Vice President of the Company or its current subsidiary.
6. The person does not have any significant transaction relationship with the Company, such as a consulting or advisory agreement, and has not had a transaction relationship in the past.
7. The person is not an executive of the Independent Auditor of the Company.
8. The person is not the spouse or a relative within the second degree of kinship, etc., of a Member of the Board of Directors, Statutory Auditor, or Vice President of the Company or its current subsidiary.
9. The person does not carry the risk of creating a constant substantial conflict of interest between the Company's general shareholders as a whole for reasons other than those considered in (1) through (8) above.

Opinion of the Audit and Supervisory Committee

The Audit and Supervisory Committee deliberated the election of the Company's Members of the Board of Directors (excluding Members of the Board of Directors who are Audit and Supervisory Committee Members, the same shall apply hereinafter) and their remuneration, while also confirming the results of discussions by the Nomination Advisory Committee and the Remuneration Advisory Committee. The Audit and Supervisory Committee judges that each of the candidates for Member of the Board of Directors is qualified as candidate based on the evaluation of the status of business execution and financial performance of each candidate in the 82nd fiscal year. The Audit and Supervisory Committee also judges that remuneration for Members of the Board of Directors is appropriate based on the verification made on such matters as the remuneration system and the specific computation method for the amount of remuneration.