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(Stock Exchange Code 9755)
March 7, 2019

To Shareholders with Voting Rights:

Masaru Narita
President
OYO Corporation
7 Kanda-Mitoshiro-cho,
Chiyoda-ku, Tokyo, Japan

**NOTICE OF
THE 62ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 62nd Annual General Meeting of Shareholders of OYO Corporation (the “Company”). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders in the subsequent pages, and exercise your voting rights via one of the methods below.

[Exercising your voting rights by mail (in writing)]

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and have it delivered to the Company by 5:00 p.m. Japan time on Tuesday, March 26, 2019.

[Exercising your voting rights via the Internet, etc.]

Please refer to the “Guide to Exercising Voting Rights via the Internet, etc.” on page 4 and enter your vote for or against each proposal by 5:00 p.m. Japan time on Tuesday, March 26, 2019.

- 1. Date and Time:** Wednesday, March 27, 2019 at 10:00 a.m. Japan time
2. Place: 1-4-1 Otemachi, Chiyoda-ku, Tokyo
Banquet Room “Kujaku,” 11th Floor, KKR Hotel Tokyo
(Please see the map at the end of the document.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the Company’s 62nd Fiscal Year (January 1, 2018 - December 31, 2018)
 2. Non-consolidated Financial Statements for the Company’s 62nd Fiscal Year (January 1, 2018 - December 31, 2018)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 8 Directors
Proposal 3: Election of 2 Corporate Auditors
Proposal 4: Election of 2 Substitute Corporate Auditors
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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the meeting venue.
- ◎ Of the documents needed to be attached to this notice of convocation, the Notes to the Consolidated Financial Statements, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Net Assets and the Statement of Changes in Net Assets are, in accordance with laws and regulations as well as Article 16 of the Articles of Incorporation of the Company, posted on the Company's website (<https://www.oyo.co.jp/>) and are therefore not included in this document. Furthermore, the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor comprise documents attached to this notice of convocation and the Notes to the Consolidated Financial Statements, the Notes to the Non-consolidated Financial Statements, the Consolidated Statement of Changes in Net Assets and the Statement of Changes in Net Assets posted on the Company's website.
- ◎ Any updates to the Reference Documents, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements for the General Meeting of Shareholders will be posted on the Company's website (<https://www.oyo.co.jp/>).

Guide to Exercising Voting Rights

You can exercise your voting rights in the General Meeting of Shareholders via one of the following methods.

If you are attending the General Meeting of Shareholders



Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk of the meeting venue.

(If you are attending the meeting, you do not have to carry out the procedures for exercising your voting rights by mail (sending the Voting Rights Exercise Form) or via the Internet, etc.)

Date and Time
of the Meeting

March 27, 2019 (Wednesday) 10:00 a.m. Japan time

If you are unable to attend the General Meeting of Shareholders



- Exercising your voting rights by mail (in writing)

Please indicate your vote for or against each proposal with a circle on the enclosed Voting Rights Exercise Form, and return the Form by mailing it to the shareholder registry administrator of the Company.

Deadline for
Exercising Voting
Rights

March 26, 2019 (Tuesday) 5:00 p.m. Japan time



- Exercising your voting rights via the Internet, etc.

Please refer the next page and access either “Smart Exercise” by reading QR code or the website for exercising voting rights (<https://www.tosyodai54.net>), and enter the “Voting Rights Exercise Code” and “Password” printed on the Voting Rights Exercise Form, then input your vote for or against each proposal by following the on-screen instructions.

Deadline for
Exercising
Voting Rights

March 26, 2019 (Tuesday) 5:00 p.m. Japan time

For more details, please refer to “Guide to Exercising Voting Rights via the Internet, etc.” on the next page. >>>

Contact Information

If you have any inquiries, please contact the shareholder registry administrator Tokyo Securities Transfer Agent Co., Ltd. using the information below.

- (1) For inquiries regarding how to exercise voting rights via the Internet, etc.
Toll-free telephone number 0120-88-0768 (9:00 a.m. to 9:00 p.m.)
- (2) For all other inquiries regarding the administration of shares
Toll-free telephone number 0120-49-7009 (9:00 a.m. to 5:00 p.m.)

For Institutional Investors

In addition to the abovementioned method of exercising voting rights via the Internet, etc., if an application has been made in advance, it is also possible to use the electronic platform for exercising voting rights operated by ICJ Inc.

Guide to Exercising Voting Rights via the Internet, etc.

Entering “Voting Rights Exercise Code” and “Password”

Website for exercising voting rights:
<https://www.tosyodai54.net>

1. Access the website for exercising voting rights.
Click “Proceed.”
2. Enter the “Voting Rights Exercise Code” indicated on the Voting Rights Exercise Form.
Enter your “Voting Rights Exercise Code.”
Click “Login.”
3. Enter the “Password” indicated on the Voting Rights Exercise Form.
Enter your “Password.”
Click “Next.”
4. Once logged in, follow the on-screen instructions to indicate your vote for or against each proposal.

“Smart Exercise” by reading the QR code with a smartphone

You may log into the website for exercising voting rights without entering a “Voting Rights Exercise Code” and “Password.”

1. Read the QR code printed on the lower right of the enclosed Voting Rights Exercise Form using a smartphone.
* QR Code is a registered trade mark of DENSO WAVE INCORPORATED.
2. Once logged in, follow the on-screen instructions to indicate your vote for or against each proposal.

Voting rights may be exercised only once via “Smart Exercise.”

To change your vote after exercising your voting rights via “Smart Exercise,” please access the computer version of the website and log in by entering your “Voting Rights Exercise Code” and “Password,” and exercise your vote again.

* Reading the QR code again will transfer you to the computer version of the website.

(Notes on exercising Voting Rights via the Internet, etc.)

- If voting rights are exercised both in writing and via the Internet, etc., the vote exercised via the Internet, etc., will be deemed valid. If voting rights are exercised multiple times, the vote cast last will be deemed valid.
- Any costs arising from telecommunicating and connecting with the service providers to access the website for exercising voting rights will be borne by the shareholder.
- Depending on the Internet user environment, you may not be able to exercise your voting rights from your computer or smartphone. Additionally, depending on the type of the device, etc., you may not be able to exercise your voting rights with your mobile phone.
- The password (including the password changed by the shareholder) is only valid for this Annual General Meeting of Shareholders. A new password will be issued for the next General Meeting of Shareholders.
- The password is a security measure to verify the identity of the shareholder casting the vote. The Company does not request for your password in any case.
- If the wrong password is entered for a certain number of times, the account will be locked and become unavailable for use. In the event that your account is locked, please follow the on-screen instructions to resolve the issue.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

With respect to the appropriation of surplus, it is proposed that the payment of the year-end dividend for the current fiscal year be appropriated as follows.

We position the return of profits to shareholders as a key issue for management, and make it our basic policy to pay out stable dividends maintaining a consolidated dividend payout ratio in the range of 30-50%, while enhancing our profitability and strengthening our financial base.

In this regard, the Company will pay a year-end dividend of 14.00 yen per share for the current fiscal year. Including the interim dividend of 14.00 yen per share, this will make the full-year dividend of 28.00 yen per share.

(1) Type of dividend property

Cash

(2) Matters concerning the allotment of dividend property and the total amount

14.00 yen per share of common stock of the Company, for a total of 370,491,408 yen

(3) Effective date of distribution of surplus

March 28, 2019

Proposal 2: Election of 8 Directors

The terms of office of all 8 Directors (including 3 Outside Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors (including 3 Outside Directors) is proposed.

The candidates are as follows:

No.		Name		Current position at the Company	Attendance at the Board of Directors meetings
1	Reappointment	Masaru NARITA		President	100% 13/13
2	Reappointment	Yuichi HIRASHIMA		Director	100% 13/13
3	Reappointment	Jun SHIGENOBU		Director	100% 13/13
4	Reappointment	Kenji SATO		Director	100% 13/13
5	Reappointment	Hirofumi AMANO		Director	100% 13/13
6	Reappointment	Kaoru NAKAMURA	Outside Independent	Director	100% 13/13
7	Reappointment	Michihiko OTA	Outside Independent	Director	100% 10/10
8	New candidate	Shoji OSAKI	Outside Independent	—	—

(Notes)

1. Among Directors for the 62nd fiscal year, Mr. Kazunori YAGI will retire at this year's Annual General Meeting of Shareholders due to the expiration of his term.
2. Attendance of Mr. Michihiko OTA includes the Board of Directors meetings held after his assumption of office as Director on March 27, 2018.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masaru NARITA (November 15, 1953) [Reappointment]	<p>April 1979 Joined the Company</p> <p>March 2002 Executive Officer</p> <p>March 2004 Director</p> <p>April 2004 Senior Executive Officer</p> <p>January 2005 Head of Operations Management Headquarters</p> <p>April 2005 Senior Managing Executive Officer</p> <p>September 2005 Head of New Business Planning Office</p> <p>March 2007 Deputy President</p> <p>March 2009 President (Current position)</p>	13,543
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Masaru NARITA has extensive experience in areas such as the business management department and operational department of the Company. Since he was appointed as President of the Company, he has focused on reforming the structure and creating a foundation for the Group's sustainable growth and has been committed to increasing the Group's corporate value. Accordingly, he has been selected as a candidate for Director.</p>			
2	Yuichi HIRASHIMA (November 27, 1959) [Reappointment]	<p>April 1983 Joined Fuji Bank, Limited (present Mizuho Bank, Ltd.)</p> <p>April 2009 Head of Americas Credit Division, Mizuho Corporate Bank, Ltd. (present Mizuho Bank, Ltd.)</p> <p>April 2011 Head of Internal Audit Division, Mizuho Corporate Bank, Ltd. (present Mizuho Bank, Ltd.)</p> <p>August 2013 Joined the Company</p> <p>August 2014 Executive Officer</p> <p>April 2015 Senior Executive Officer</p> <p>April 2015 Director of OYO RMS Corporation (Current position)</p> <p>March 2016 Director of the Company (Current position)</p> <p>April 2016 Head of Administration Headquarters (Current position)</p> <p>April 2017 Senior Managing Executive Officer (Current position)</p> <p>June 2018 Director of Engineering and Risk Services Corporation (Current position)</p>	2,289
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Yuichi HIRASHIMA has extensive experience in areas such as the overseas department and credit department of a bank and the business management department of the Company. He has been committed to increasing the Group's corporate value such as by promoting the enhancement of the Company's social credibility including updating the core IT system and enhancing corporate governance. Accordingly, he has been selected as a candidate for Director.</p>			
3	Jun SHIGENOBU (August 22, 1958) [Reappointment]	<p>April 1983 Joined the Company</p> <p>April 2005 Executive Officer</p> <p>April 2005 President of Shikoku Regional Office</p> <p>April 2010 Head of Logistics Headquarters (present Production Management Headquarters) (Current position)</p> <p>March 2014 Director of KCS Co., Ltd. (Current position)</p> <p>April 2014 Director of KOEI Consultant Co., Ltd. (Current position)</p> <p>April 2014 Senior Executive Officer of the Company (Current position)</p> <p>March 2016 Director (Current position)</p> <p>March 2017 Director of OYO Geo-monitoring Service Corporation</p> <p>March 2017 Director of NS Environmental Science Consultant Corporation (Current position)</p>	3,061
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Jun SHIGENOBU has extensive experience in areas such as the operational department and production management department of the Company. He has been committed to increasing the Group's corporate value such as by promoting productivity enhancement through a work-style reform. Accordingly, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Kenji SATO (August 17, 1958) [Reappointment]	<p>April 1983 Joined the Company</p> <p>April 2007 Executive Officer</p> <p>April 2007 President of Sapporo Regional Office</p> <p>April 2010 Deputy Head of Engineering Headquarters</p> <p>April 2014 President of Tokyo Regional Office</p> <p>April 2015 Senior Executive Officer (Current position)</p> <p>April 2015 Head of Business Promotion Headquarters (Current position)</p> <p>April 2015 Director of OYO GEO TECHNICAL SERVICE INC. (Current position)</p> <p>March 2016 Director of the Company (Current position)</p> <p>November 2016 Outside Director of SANYO TECHNO MARINE INC. (Current position)</p> <p>June 2017 Director of Engineering and Risk Services Corporation (Current position)</p>	2,053
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Kenji SATO has extensive experience in areas such as the operational department and sales department of the Company. He has been committed to increasing the Group's corporate value such as by promoting reform of the Company's marketing style. Accordingly, he has been selected as a candidate for Director.</p>			
5	Hirofumi AMANO (January 4, 1966) [Reappointment]	<p>April 1990 Joined Tamano Consultants Co., Ltd.</p> <p>September 2003 Joined KCS Co., Ltd.</p> <p>August 2005 Director of KCS Co., Ltd.</p> <p>October 2005 President of KCS Co., Ltd.</p> <p>March 2017 Director of the Company (Current position)</p> <p>April 2017 Senior Executive Officer (Current position)</p> <p>April 2017 Head of IT Innovation Planning Office (Present IT Innovation Planning Headquarters) (Current position)</p> <p>March 2018 Director of OYO Resources Management Corporation (Current position)</p>	989
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Hirofumi AMANO has extensive experience as a manager of a Group company. He has been committed to increasing the Group's corporate value such as by promoting the enhancement of the Company's information field so as to correspond with the changes, including the Fourth Industrial Revolution, in the external environment. Accordingly, he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Kaoru NAKAMURA (June 2, 1948) [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1972 Joined the Ministry of International Trade and Industry (Public Service Division, Public Service Bureau)</p> <p>May 1986 Head of Brussels Office, Japan External Trade Organization</p> <p>June 1989 Head of Promotion Division, Planning Department, the Small and Medium Enterprise Agency</p> <p>June 1990 Head of Information Services Industry Division, Machinery and Information Industry Bureau, the Ministry of International Trade and Industry</p> <p>July 1993 Head of Location Policy Division, Environment and Location Bureau, the Ministry of International Trade and Industry</p> <p>June 1997 Director General of Administration Department, Agency of Industrial Science and Technology, the Ministry of International Trade and Industry</p> <p>July 1999 Cabinet Councilor, Cabinet Office for Internal Affairs of the Cabinet Secretariat</p> <p>June 2000 Director General of Equipment Bureau, the Ministry of Defense</p> <p>July 2002 Director General of Industrial Science and Technology Policy and Environment Bureau, the Ministry of Economy, Trade and Industry</p> <p>October 2005 Executive Adviser and Statutory Corporate Auditor, IBM Japan, Ltd.</p> <p>July 2010 President of Japan Electronic Computer Co., Ltd. (present JECC Corporation)</p> <p>March 2015 Outside Director of the Company (Current position)</p> <p>June 2016 Chairman (Representative Director) of New Energy Foundation (Current position)</p> <p>June 2017 Outside Auditor of UMC ELECTRONICS CO., LTD. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Chairman (Representative Director) of New Energy Foundation • Outside Auditor of UMC ELECTRONICS CO., LTD. 	1,580
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 13 out of 13 meetings (100%)</p> <p>[Reason for Selection] Mr. Kaoru NAKAMURA has held leadership positions mainly at the Ministry of Economy, Trade and Industry and has proven track records as a corporate auditor and a president of other companies and a chairman of a foundation. He also has knowledge in the Company's fields such as resources and energy. The Company deems his external perspective as well as his past experience in public administration and business management to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director. Mr. Kaoru NAKAMURA will have served as Outside Director of the Company for a period of four years as of the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	<p>Michihiko OTA (December 8, 1952) [Reappointment] [Candidate for Outside Director] [Candidate for Independent Director]</p>	<p>April 1975 Joined Marubeni Corporation April 2008 Managing Executive Officer and Head of Lifestyle Division, Marubeni Corporation June 2009 Managing Executive Officer of Marubeni Corporation April 2010 Senior Managing Executive Officer of Marubeni Corporation April 2012 Senior Executive Vice President of Marubeni Corporation April 2013 Senior Executive Vice President, Regional CEO for ASEAN, Regional CEO for East Asia, Regional CEO for Southwest Asia, Marubeni Corporation Managing Director of Marubeni ASEAN Pte. Ltd. June 2014 Senior Executive Vice President of Marubeni Corporation April 2015 Vice Chairman of Marubeni Corporation June 2016 Outside Director of XEBIO HOLDINGS CO., LTD. (Current position) June 2017 Outside Corporate Auditor of SAISON AUTOMOBILE&FIRE INSURANCE CO., LTD (Current position) March 2018 Outside Director of the Company (Current position) [Significant concurrent positions] • Outside Director of XEBIO HOLDINGS CO., LTD. • Outside Corporate Auditor of SAISON AUTOMOBILE&FIRE INSURANCE CO., LTD</p>	-
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 10 out of 10 meetings (100%) [Reason for Selection] Mr. Michihiko OTA has held leadership positions at Marubeni Corporation and has proven track records as an outside director and an outside corporate auditor of other companies. The Company deems his external perspective as well as his knowledge of the domestic and overseas business of a trading company and his experience in business management to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director. Mr. Michihiko OTA will have served as Outside Director of the Company for a period of one year as of the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Shoji OSAKI (August 17, 1955) [New candidate] [Candidate for Outside Director] [Candidate for Independent Director]	<p>April 1979 Joined SAPPORO BREWERIES LIMITED</p> <p>March 2005 Director of Wine and Liquor Division, SAPPORO BREWERIES LIMITED; Director of SAPPORO WINES LIMITED</p> <p>March 2006 Director of Wine and Liquor Division, SAPPORO BREWERIES LIMITED; Director of SAPPORO WINES LIMITED; President and Representative Director of YEBISU WINEMART CO., LTD.</p> <p>October 2007 Director of Naka-Shikoku District Headquarters, SAPPORO BREWERIES LIMITED</p> <p>March 2010 Executive Officer and Director of Tokai Hokuriku District Headquarters, SAPPORO BREWERIES LIMITED</p> <p>March 2012 Statutory Corporate Auditor of SAPPORO BEVERAGE CO., LTD.; Corporate Auditor of SAPPORO BREWERIES LIMITED; Corporate Auditor of SAPPORO GROUP MANAGEMENT CO., LTD.; Corporate Auditor of SAPPORO INTERNATIONAL INC.</p> <p>March 2013 Statutory Corporate Auditor of POKKA SAPPORO FOOD & BEVERAGE LTD.</p> <p>March 2015 Statutory Corporate Auditor of SAPPORO HOLDINGS LIMITED (Current position)</p> <p>[Significant concurrent positions] None</p> <p>* Mr. Shoji OSAKI is scheduled to retire from his position as Statutory Corporate Auditor of SAPPORO HOLDINGS LIMITED at its Ordinary General Meeting of Shareholders to be held in March 2019.</p>	
<p>[Reason for Selection] Mr. Shoji OSAKI has held leadership positions at SAPPORO BREWERIES LIMITED and has proven track records as a director and a corporate auditor of group companies of SAPPORO HOLDINGS LIMITED. The Company deems his external perspective based on his past experience to be effective in further strengthening the Company's management structure and contributing to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Director.</p>			

(Notes)

1. The selection of the candidates above is based on the report from the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
2. There are no special interests between the candidates and the Company.
3. The numbers of shares of the Company held by the candidates above are as of January 31, 2019.
4. Matters concerning Mr. Kaoru NAKAMURA as a candidate for Outside Director are as follows.
 - (1) Mr. Kaoru NAKAMURA is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
 - (2) In accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kaoru NAKAMURA, that limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Mr. Kaoru NAKAMURA is approved, the Company will continue the agreement with him. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
 - (3) The Company has registered Mr. Kaoru NAKAMURA as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
 - (4) There are no special interests between the Company and New Energy Foundation or UMC ELECTRONICS CO., LTD., where Mr. Kaoru NAKAMURA holds significant concurrent positions.
5. Matters concerning Mr. Michihiko OTA as a candidate for Outside Director are as follows.
 - (1) Mr. Michihiko OTA is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
 - (2) In accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Michihiko OTA, that limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Mr. Michihiko OTA is approved, the Company will continue the agreement with him. The maximum amount of

- liability for damages of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
- (3) The Company has registered Mr. Michihiko OTA as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
 - (4) There are no special interests between the Company and XEBIO HOLDINGS CO., LTD. or SAISON AUTOMOBILE&FIRE INSURANCE CO., LTD, where Mr. Michihiko OTA holds significant concurrent positions. Although the Company had a small amount of business transactions with Marubeni Corporation and its group companies during the past five years, values of the transactions account for less than 20 million yen at most, which is less than 0.05% of the Company's consolidated net sales.
6. Matters concerning Mr. Shoji OSAKI as a candidate for Outside Director are as follows.
- (1) Mr. Shoji OSAKI is a candidate for Outside Director stipulated in Article 2, Paragraph 3, Item (vii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
 - (2) If the proposal is approved, in accordance with Article 27 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Shoji OSAKI, that limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages of an Outside Director pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
 - (3) If the appointment of Mr. Shoji OSAKI is approved, the Company will register Mr. Shoji OSAKI as an Independent Director as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE).
 - (4) Although the Company had a small amount of business transactions with SAPPORO HOLDINGS LIMITED (including its group companies) during the past five years, values of the transactions account for less than 20 million yen at most annually, which is less than 0.05% of the Company's consolidated net sales.

Proposal 3: Election of 2 Corporate Auditors

Among 4 Corporate Auditors (including 2 Outside Corporate Auditors), the terms of office of Statutory Corporate Auditor Mr. Noboru NAGAO and Outside Corporate Auditors Mr. Jun NAITOH and Mr. Tadashi SAKAI will expire at the conclusion of this year's Annual General Meeting of Shareholders. Also, Mr. Noboru NAGAO will retire at the conclusion of the meeting. Accordingly, the election of 2 Outside Corporate Auditors is proposed.

The Board of Corporate Auditors has already given its approval to this proposal.

The candidates are as follows:

No.		Name		Current position at the Company	Attendance to the Board of Directors meetings	Attendance to the Board of Corporate Auditors meetings
1	Reappointment	Jun NAITOH	<u>Outside</u> <u>Independent</u>	Corporate Auditor	100% 13/13	100% 14/14
2	Reappointment	Tadashi SAKAI	<u>Outside</u> <u>Independent</u>	Corporate Auditor	100% 10/10	100% 10/10

(Notes)

1. Attendance of Mr. Tadashi SAKAI includes the Board of Directors meetings and the Board of Corporate Auditors meetings held after his assumption of office as Corporate Auditor on March 27, 2018.
2. Mr. Shinichi KAGAWA, who was appointed to Statutory Corporate Auditor at the 61st Annual General Meeting of Shareholders held on March 27, 2018, is in office.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Jun NAITOH (January 30, 1956) [Reappointment] [Candidate for Outside Corporate Auditor] [Candidate for Independent Auditor]	<p>April 1982 Registered as Attorney at the Dai-Ichi Tokyo Bar Association</p> <p>April 1982 Joined Nagashima & Ohno</p> <p>January 1991 Partner of Nagashima & Ohno</p> <p>January 2000 Partner of Nagashima Ohno & Tsunematsu</p> <p>June 2007 Outside Corporate Auditor of INNOTECH CORPORATION (Current position)</p> <p>January 2013 Attorney of Nagashima Ohno & Tsunematsu (Current position)</p> <p>March 2015 Outside Corporate Auditor of the Company (Current position)</p> <p>June 2016 Outside Corporate Auditor of YAMATANE CORPORATION (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Corporate Auditor of INNOTECH CORPORATION • Outside Corporate Auditor of YAMATANE CORPORATION • Attorney of Nagashima Ohno & Tsunematsu 	-
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 13 out of 13 meetings (100%)</p> <p>[Attendance at the Board of Corporate Auditors meetings held during his term of office in the 62nd fiscal year] 14 out of 14 meetings (100%)</p> <p>[Reason for Selection] Mr. Jun NAITOH has legal expertise and wealth of experience as an attorney as well as experience as a corporate auditor of other companies. The Company deems that he will accurately conduct audits with his experience in legal practice and knowledge developed through audit of other companies, which will contribute to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Corporate Auditor. Mr. Jun NAITOH will have served as Outside Corporate Auditor of the Company for a period of four years as of the conclusion of this General Meeting of Shareholders.</p>			
2	Tadashi SAKAI (August 21, 1956) [Reappointment] [Candidate for Outside Corporate Auditor] [Candidate for Independent Auditor]	<p>April 1979 Joined Fuji Bank, Limited (present Mizuho Bank, Ltd.)</p> <p>March 2006 Executive Officer of Mizuho Securities Co., Ltd. and President of Mizuho Bank (Switzerland) Ltd</p> <p>April 2008 Advisor of Mizuho Securities Co., Ltd. (retired in May 2008)</p> <p>May 2008 Managing Director of Mizuho Private Wealth Management Co., Ltd.</p> <p>April 2013 Non-executive Director of Mizuho Private Wealth Management Co., Ltd.</p> <p>May 2013 Advisor of Mizuho Private Wealth Management Co., Ltd. (retired in June 2013)</p> <p>June 2013 Statutory Corporate Auditor of TANAKA HOLDINGS Co., Ltd. (Current position)</p> <p>June 2015 Outside Corporate Auditor of DC Co., Ltd. (Current position)</p> <p>March 2018 Outside Corporate Auditor of the Company (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Statutory Corporate Auditor of TANAKA HOLDINGS Co., Ltd. • Outside Corporate Auditor of DC Co., Ltd. 	-
<p>[Attendance at the Board of Directors meetings held during his term of office in the 62nd fiscal year] 10 out of 10 meetings (100%)</p> <p>[Attendance at the Board of Corporate Auditors meetings held during his term of office in the 62nd fiscal year] 10 out of 10 meetings (100%)</p> <p>[Reason for Selection] Mr. Tadashi SAKAI has management experience as well as operational management experience in planning and administration departments, etc., at banks and securities companies. He has also a proven track record as an outside corporate auditor of other companies. The Company deems that he will accurately conduct audits with his extensive experience at financial institutions and knowledge developed through audit of other companies, which will contribute to the enhancement of the Company's corporate governance. Accordingly, he has been selected as a candidate for Outside Corporate Auditor. Mr. Tadashi SAKAI will have served as Outside Corporate Auditor of the Company for a period of one year as of the conclusion of this General Meeting of Shareholders.</p>			

(Notes)

1. The selection of the candidates above is based on the report from the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
2. There are no special interests between each candidate and the Company.
3. The numbers of shares of the Company held by the candidates above are as of January 31, 2019.
4. Matters concerning Mr. Jun NAITOH as a candidate for Outside Corporate Auditor are as follows.
 - (1) Mr. Jun NAITOH is a candidate for Outside Corporate Auditor stipulated in Article 2, Paragraph 3, Item (viii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
 - (2) In accordance with Article 36 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Jun NAITOH, that limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Mr. Jun NAITOH is approved, the Company will continue the agreement with him. The maximum amount of liability for damages of a Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
 - (3) The Company has registered Mr. Jun NAITOH as an Independent Auditor as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
 - (4) There are no special interests between the Company and INNOTECH CORPORATION, YAMATANE CORPORATION or Nagashima Ohno & Tsunematsu, where Mr. Jun NAITOH holds significant concurrent positions.
5. Matters concerning Mr. Tadashi SAKAI as a candidate for Outside Corporate Auditor are as follows.
 - (1) Mr. Tadashi SAKAI is a candidate for Outside Corporate Auditor stipulated in Article 2, Paragraph 3, Item (viii) of the Ordinance for Enforcement of the Companies Act, and fulfills the Independence Criteria for Outside Officers of the Company.
 - (2) In accordance with Article 36 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Tadashi SAKAI, that limits the liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. If the appointment of Mr. Tadashi SAKAI is approved, the Company will continue the agreement with him. The maximum amount of liability for damages of a Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
 - (3) The Company has registered Mr. Tadashi SAKAI as an Independent Auditor as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE). If this proposal is approved, the Company will continue to register him for the position.
 - (4) There are no special interests between the Company and Mizuho Private Wealth Management Co., Ltd.
 - (5) There are no special interests between the Company and TANAKA HOLDINGS Co., Ltd., where Mr. Tadashi SAKAI serves as a Full-time Audit & Supervisory Board Member, or DC Co., Ltd., where he holds a significant concurrent position.

(Reference) Independence Criteria for Outside Officers of the Company

The Company has formulated a basic policy on corporate governance (<https://www.oyo.co.jp/>), and defined its criteria on the independence of Outside Officers (Outside Directors and Outside Corporate Auditors) as follows.

If an Outside Officer fulfills the requirements below, the Outside Officer is deemed to have sufficient independence from the Company.

1. He/she is not a former employee or business executor (Note 1) of the Company, the Company's consolidated subsidiaries or the Company's equity-method affiliates (hereinafter the "Group"). Also, none of his/her relatives (Note 2) has been a business executor of the Group in the past five years.
2. He/she does not currently or has not in the past 10 years fit into the following categories:
 - (1) A major shareholder (Note 3) of the Company, or a relative thereof; if the major shareholder is a corporation, a business executor thereof
 - (2) A business executor of a major trading partner (Note 4) of the Company, or a business executor of a corporation where the Company is a major trading partner
 - (3) A business executor of a major lender (Note 5) of the Company
 - (4) A business executor of a lead managing securities corporation of the Company
 - (5) An employee of an audit corporation that conducts the statutory audit of the Company
 - (6) An employee of a legal firm or a consulting firm with which the Company has concluded an advisory agreement
 - (7) A person who receives a large amount (Note 6) of money, etc. aside from compensation for executives from the Company
 - (8) A business executor of a corporation when an executive of the Company holds a concurrent position in the corporation, and also an executive of the corporation holds a concurrent position in the Company
 - (9) A business executor of an entity that receives a large amount of donations or assistance from the Company (Note 7)
3. None of his/her relatives fit into any of the categories from (1) to (9) above.
4. At the time of election, the period that he/she has served as an Outside Officer has not exceeded 10 years in total.

(Notes)

1. A business executor refers to an executive director, executive officer, corporate officer, or a manager and other employee.
2. A relative refers to a spouse or a relative within the second degree of kinship.
3. A major shareholder refers to a shareholder who owns more than 10% of the Company's voting rights at the end of the fiscal year.
4. A major trading partner refers to a trading partner of the Company, whereby the amount of transactions with the Company exceeds 2% of the average amount of the Company's consolidated net sales or the trading partner's consolidated net sales over the past three fiscal years.
5. A major lender refers to a financial institution that the Group conducts borrowing from, whereby the total amount of outstanding loans at the end of the fiscal year exceeds 2% of the Company's or the financial institution's consolidated total assets.
6. A large amount refers to an amount of compensation received that exceeds 10 million yen per year on average over the past three years.
7. An entity that receives a large amount of donations or assistance refers to an entity that has received donations or assistance from the Company exceeding 10 million yen per year on average over the past three years.

Proposal 4: Election of 2 Substitute Corporate Auditors

Statutory Corporate Auditor Mr. Noboru NAGAO will retire at the 62nd Annual General Meeting of the Shareholders and the effectiveness of appointment of Substitute Corporate Auditor Mr. Hisashi ITO, appointed at the 61st Annual General Meeting of Shareholders held on March 27, 2018, will expire at the start of this year's Annual General Meeting of Shareholders. To prepare for a contingency in which the Company does not have the number of Corporate Auditors required by laws and regulations, the Company proposes to elect 2 Substitute Corporate Auditors.

The Board of Corporate Auditors has already given its approval to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Tatsuro MATSUSHITA (June 19, 1963) [New Candidate] [Substitute for Statutory Corporate Auditor]	<p>April 1986 Joined Nippon Life Insurance Company</p> <p>March 1999 Deputy General Manager in charge of International Finance Dept., Nippon Life Insurance Company</p> <p>March 2002 Deputy General Manager in charge of 3rd Corporate Finance Dept., Nippon Life Insurance Company</p> <p>June 2005 Deputy General Manager in charge of Internal Audit Dept. , Nippon Life Insurance Company</p> <p>March 2011 Manager of Real Estate Investment Dept., Nippon Life Insurance Company</p> <p>March 2013 Deputy General Manager of Real Estate Investment Dept. , Nippon Life Insurance Company</p> <p>April 2015 Joined the Company General Manager of Legal Department, Administration Headquarters</p> <p>April 2018 Executive Officer (Current position)</p> <p>April 2018 Head of Compliance Office (Current position)</p>	244
[Reason for Selection] Mr. Tatsuro MATSUSHITA has served in the fields of finance and real estate at an insurance company and has experience in areas of legal practice and compliance at the Company. Therefore, the Company deems that he will accurately conduct audits with his expertise of finance and corporate legal practice and knowledge. Accordingly, he has been selected as a candidate for Substitute Corporate Auditor for Statutory Corporate Auditor.			
2	Hisashi ITO (May 26, 1958) [Reappointment] [Substitute for Outside Corporate Auditor]	<p>April 1985 Registered as Attorney Joined Ginza Law Office (Present Abe, Ikubo & Katayama)</p> <p>December 1989 Outside Corporate Auditor of KUNIMINE INDUSTRIES CO., LTD.</p> <p>January 1998 Partner of Abe, Ikubo & Katayama (Current position)</p> <p>April 2003 Instructor of the Legal Training and Research Institute, the Supreme Court</p> <p>March 2011 Outside Corporate Auditor of JAC Recruitment Co., Ltd. (Current position)</p> <p>June 2016 Director (Audit and Supervisory Committee Member) of KUNIMINE INDUSTRIES CO., LTD. (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Partner of Abe, Ikubo & Katayama • Director (Audit and Supervisory Committee Member) of KUNIMINE INDUSTRIES CO., LTD. • Outside Corporate Auditor of JAC Recruitment Co., Ltd. 	-
[Reason for Selection] Mr. Hisashi ITO has long experience as a lawyer and has a proven track record as a director (audit and supervisory committee member) and an outside corporate auditor of other companies. Therefore, the Company deems that he will accurately conduct audits with his expertise and wealth of knowledge on corporate legal practice, which will contribute to strengthening management supervision functions. Accordingly, he has been selected as a candidate for Substitute Corporate Auditor for Outside Corporate Auditor.			

(Notes)

1. The selection of the candidates above is based on the report from the Nomination and Compensation Advisory Committee, the voluntary advisory body of the Board of Directors of the Company.
2. There are no special interests between each candidate and the Company.
3. The numbers of shares of the Company held by the candidates above are as of January 31, 2019.
4. Matters concerning Mr. Tatsuro MATSUSHITA as a candidate for Substitute Corporate Auditor are as follows.

- (1) Mr. Tatsuhiro MATSUSHITA is selected as a Substitute Corporate Auditor for Statutory Corporate Auditor.
 - (2) If Mr. Tatsuhiro MATSUSHITA assumes office as a Statutory Corporate Auditor of the Company, in accordance with Article 36 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him that limits the liability for damages as stipulated in Article 423, Paragraph 1. The maximum amount of liability for damages of the Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.
5. Matters concerning Mr. Hisashi ITO as a candidate for Substitute Corporate Auditor are as follows.
- (1) Mr. Hisashi ITO had been in his office as an Outside Corporate Auditor of KUNIMINE INDUSTRIES CO., LTD. since 1989 and was appointed as Director (Audit and Supervisory Committee Member) as it became a company with audit and supervisory committee in 2016.
 - (2) There are no special interests between the Company and KUNIMINE INDUSTRIES CO., LTD., JAC Recruitment Co., Ltd. or Abe, Ikubo & Katayama.
 - (3) Mr. Hisashi ITO is selected as a candidate for Substitute Corporate Auditor for Outside Corporate Auditor. If he assumes office as an Outside Corporate Auditor, the Company will register him as an Independent Auditor as stipulated by Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange (TSE).
 - (4) If Mr. Hisashi ITO assumes office as Outside Corporate Auditor, , in accordance with Article 36 of the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with him that limits the liability for damages as stipulated in Article 423, Paragraph 1. The maximum amount of liability for damages of the Corporate Auditor pursuant to the agreement is the amount set forth in Article 425, Paragraph 1 of the Companies Act.