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Securities Code: 6925

June 5, 2015

To Our Shareholders:

2-6-1 Otemachi, Chiyoda-ku, Tokyo

USHIO INC.

Kenji Hamashima, President and Chief Executive Officer

Notice of the 52nd Annual General Meeting of Shareholders

The Company would hereby like to request shareholders to attend the Company's 52nd Annual General Meeting of Shareholders as described below.

If you are unable to attend the meeting on the date, you may also exercise your voting rights in writing or by an electromagnetic method as indicated below. We kindly request you to read the following Reference Document for the Annual General Meeting of Shareholders and exercise your voting rights by no later than 5:00 p.m., June 25, 2015 (Thursday).

[To exercise your voting rights in writing]

Please indicate "for" or "against" each agenda item on the voting rights exercise form enclosed herewith, and return the form to reach us by the above deadline.

[To exercise your voting rights by an electromagnetic method (via the Internet, etc.)]

Please access the Company's designated voting rights exercise website (<http://www.web54.net>). Enter the "voting rights exercise code" and the "password" indicated on the voting rights exercise form enclosed herewith and follow the instructions on the screen to enter "for" or "against" each agenda item.

If you exercise your voting rights both in writing and by an electromagnetic method, the rights exercised by an electromagnetic method shall be deemed valid.

Sincerely yours,

1. **Date:** 10:00 a.m., June 26, 2015 (Friday)
2. **Venue:** 11F, *Kujaku* Hall, KKR Hotel Tokyo
1-4-1 Otemachi, Chiyoda-ku, Tokyo

3. **Purposes:**

Items to be reported:

The business report, the consolidated and non-consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Board of Corporate Auditors for the 52nd business period (April 1, 2014 to March 31, 2015)

Items to be resolved:

- Agenda No. 1:** Appropriation of Surplus
- Agenda No. 2:** Partial Amendment to the Articles of Incorporation
- Agenda No. 3:** Election of Eleven (11) Directors
- Agenda No. 4:** Election of Two (2) Corporate Auditors
- Agenda No. 5:** Decision of Amount and Contents of Stock Remuneration for Directors and Executive Officers

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- When attending the meeting, we kindly request that you submit the enclosed voting form to the receptionist at the venue. If you are unable to attend the meeting in person and are having a proxy exercise the right on your behalf, please have the proxy submit documents evidencing the right of representation.
 - If there are any revisions to the Reference Document for the Annual General Meeting of Shareholders, business report, and/or the consolidated and the non-consolidated financial statements, such revision will be shown on the Company's website (<http://www.ushio.co.jp>).

Reference Document for the Annual General Meeting of Shareholders

Meeting Agenda and Referential Matters

Agenda No. 1: Appropriation of Surplus

The Company would like to appropriate surplus as follows.

Year-end Dividend

Striving to constantly remain cognizant of the fact that returning profits to shareholders is one of the top priorities of corporations, the USHIO Group's basic policy is to provide stable returns of profits to shareholders, while endeavoring to enhance its financial position and business foundations.

Based on this policy, taking the business environment as well as business results into consideration, the Company would like to distribute the year-end dividend as indicated below.

(1) Kind of the dividend property

Cash

(2) Matters regarding assignment of the dividend property and the total amount of the dividend property

The Company would like to assign an annual dividend of 24 yen per common share, increase of a regular dividend amount 2 yen per common share from the previous fiscal year.

In this case, the total amount of the dividend property shall be 3,139,428,144 yen.

(3) The day on which such distribution of dividend of surplus takes effect

The Company would like to effect such distribution of dividend on June 29, 2015.

Agenda No. 2: Partial Amendment to the Articles of Incorporation

1. Reasons to Amend Articles of Incorporation

The Company would like to make the Directors' terms of office shorten from within two years to within one year and to delete the provision concerning the adjustment of the term of office set forth in Article 20 (Terms of Office) of the current Articles of Incorporation to clarify the managerial responsibility of the Directors and to establish a management structure that can readily respond to changes in the management environment.

2. Details of Amendment

The details of the amendment are as follows.

(Parts to be amended are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 4 Directors and the Board of Directors</p> <p>Article 20 (Terms of Office)</p> <p>1. Directors' terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within <u>two (2) years</u> from the time of their election.</p> <p><u>2. The term of office of a director, who is elected to increase the number of directors or elected as the substitute for a director who retired from office before the expiration of the term of office, shall continue by the time when the terms of office of the other incumbent director expire.</u></p>	<p>Chapter 4 Directors and the Board of Directors</p> <p>Article 20 (Terms of Office)</p> <p>1. Directors' terms of office shall continue until the conclusion of the annual shareholders meeting for the last business year which ends within <u>one (1) year</u> from the time of their election.</p> <p>(Deleted)</p>

Agenda No. 3: Election of Eleven (11) Directors

The terms of office of all eleven (11) Directors will expire at the close of this Annual General Meeting of Shareholders. The Company therefore requests the election of eleven (11) Directors.

The candidates for Directors are as follows.

Candidate for Director

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
1	Jiro Ushio (February 12, 1931)	<p>Mar. 1964 Established USHIO INC. and served as President and Chief Executive Officer</p> <p>Apr. 1979 Chairman and Chief Executive Officer (incumbent)</p> <p>(Significant concurrent position) Chairman, The USHIO Foundation Chairman, National Institute for Research Advancement</p>	3,226,714

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
2	Kenji Hamashima (January 3, 1959)	<p>Apr. 1982 Joined USHIO INC.</p> <p>Apr. 1999 President and Chief Executive Officer, USHIO AMERICA, INC.</p> <p>Nov. 2000 President and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS, INC. Chairman and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS USA, INC. Chairman and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS CANADA INC.</p> <p>Apr. 2001 Chairman, President and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS, INC. (incumbent)</p> <p>Jun. 2010 Director</p> <p>Apr. 2014 Representative Director</p> <p>Oct. 2014 President and Chief Executive Officer (incumbent) General Manager, Light Source Business Division (Significant concurrent position) Chairman, President and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS, INC.</p>	7,300
3	Keizo Tokuhira (March 1, 1963)	<p>Apr. 1986 Joined USHIO INC.</p> <p>Jul. 2009 General Manager, Business Division I</p> <p>Jun. 2010 Director (incumbent)</p> <p>Apr. 2011 General Manager, Operation Division and General Manager, Business Division I, Operation Division</p> <p>Jan. 2012 General Manager, Photolitho Business Unit, Business Division I, Operation Division</p> <p>May. 2012 Chairman and Chief Executive Officer, ADTEC Engineering Co.,Ltd. (incumbent)</p> <p>Apr. 2013 General Manager, Business Division I In charge of Production Division I, Production Division II, New Business Development Office, Customer Service Center and Osaka Office</p> <p>Apr. 2014 In charge of Business Division I (Significant concurrent position) Chairman and Chief Executive Officer, ADTEC Engineering Co., Ltd.</p>	7,500
4	Shiro Ushio (April 14, 1958)	<p>Apr. 1991 Joined USHIO U-TECH, INC. (currently, USHIO LIGHTING, INC.)</p> <p>Jun. 1991 Director, USHIO U-TECH, INC.</p> <p>Apr. 1992 Executive Director, USHIO U-TECH, INC.</p> <p>Feb. 1996 President and Chief Operating Officer, USHIO U-TECH, INC.</p> <p>Apr. 2004 Chairman and Chief Executive Officer, USHIO LIGHTING, INC.</p> <p>Jun. 2004 Director (incumbent)</p> <p>Apr. 2010 Chairman and Chief Executive Officer, USHIO LIGHTING, INC. (incumbent) (Significant concurrent position) Chairman and Chief Executive Officer, USHIO LIGHTING, INC.</p>	170,833

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
5	Hiroaki Banno (October 3, 1954)	<p>Mar. 1978 Joined USHIO INC.</p> <p>Apr. 2007 President, Lamp Company</p> <p>Jun. 2007 Director (incumbent)</p> <p>Apr. 2011 General Manager, Asian Marketing Office and General Manager, Business Division II, Operation Division</p> <p>Apr. 2013 General Manager, Business Division II</p> <p>Apr. 2014 General Manager, SSLS Division (incumbent) In charge of Business Division III</p>	10,200
6	Yoneta Tanaka (August 4, 1956)	<p>Apr. 1982 Joined USHIO INC.</p> <p>Apr. 2012 General Manager, Technology & Engineering Division</p> <p>Jun. 2013 Director (incumbent)</p> <p>Apr. 2014 General Manager, Business Division I In charge of Production Division II</p> <p>Oct. 2014 General Manager, System Solution Division (incumbent)</p>	700
7	Nobuyuki Kobayashi (March 19, 1959)	<p>Apr. 1982 Joined USHIO INC.</p> <p>Apr. 2011 General Manager, Business Planning Department, Operation Division</p> <p>Apr. 2013 General Manager, Corporate Management Division (incumbent) General Manager, Business Planning Department, Corporate Management Division</p> <p>Jun. 2013 Director (incumbent)</p>	3,260
8	Shiro Sugata (November 17, 1949)	<p>Apr. 1972 Joined USHIO INC.</p> <p>Jan. 1999 General Manager, Business Development Department</p> <p>Apr. 2000 General Manager, Business Development Office Business Development Department</p> <p>Jun. 2000 Director</p> <p>Jun. 2004 Representative Director</p> <p>Mar. 2005 President and Chief Executive Officer</p> <p>Oct. 2014 Director and Corporate Adviser (incumbent)</p>	50,103
9	Tadashi Nakamae (December 24, 1938)	<p>Apr. 1962 Joined Daiwa Securities Co., Ltd.</p> <p>Oct. 1985 Chief Economist, Daiwa Research Institute Ltd. (currently Daiwa Institute of Research Ltd.)</p> <p>Jun. 1986 President and Founder, Nakamae International Economic Research (incumbent)</p> <p>Jun. 2012 Director (incumbent) (Significant concurrent position) President, Nakamae International Economic Research</p>	800

Candidate number	Name (Date of Birth)	Brief profile, position, responsibility at the Company and significant concurrent positions held	Number of the Company's shares owned
10	Yoshinari Hara (April 3, 1943)	<p>Apr. 1967 Joined Daiwa Securities Co., Ltd.</p> <p>Jun. 1991 Director, Daiwa Securities Co., Ltd.</p> <p>Sep. 1995 Managing Director, Daiwa Securities Co., Ltd.</p> <p>Oct. 1997 President and Representative Director, Daiwa Securities Co., Ltd.</p> <p>Apr. 1999 President and Representative Director and CEO, Daiwa Securities Group Inc.</p> <p> President and Representative Director, Daiwa Securities Co., Ltd.</p> <p>Jun. 2004 Chairman of the Board and Director, Daiwa Securities Group Inc.</p> <p>Jun. 2008 Chief Corporate Advisor, Daiwa Securities Group Inc.</p> <p>Jun. 2012 Honorary Advisor, Daiwa Securities Group Inc. (incumbent)</p> <p>Jun. 2014 Director (incumbent)</p> <p>(Significant concurrent position)</p> <p>Honorary Advisor, Daiwa Securities Group Inc.</p>	300
11	*Yasufumi Kanemaru (March 12, 1954)	<p>Apr. 1979 Joined TKC Corporation</p> <p>Apr. 1982 Joined Logic Systems International, Inc.</p> <p>Sep. 1985 Director, NTT PC Communications Incorporated</p> <p>Nov. 1989 Established Future System Consulting Corp.(currently Future Architect, Inc.) and served as President and Chief Executive Officer</p> <p>Mar. 2006 Chairman, President and Chief Executive Officer, Future System Consulting Corp.</p> <p>Jan. 2007 Chairman and Chief Executive Officer, Future Architect, Inc.</p> <p>Mar. 2011 Chairman, President and Chief Executive Officer, Future Architect, Inc.(incumbent)</p> <p>(Significant concurrent position)</p> <p>Chairman, President and Chief Executive Officer, Future Architect, Inc.</p> <p>Representative Executive Officer & Executive Vice President, National Institute for Research Advancement</p>	0

Notes:

1. An asterisk (*) denotes a candidate newly standing for the position of Director.
2. Mr. Jiro Ushio concurrently serves as Chairman of The USHIO Foundation to which the Company makes donations.
3. Each Mr. Tadashi Nakamae, Mr. Yoshinari Hara and Mr. Yasufumi Kanemaru is a candidate for outside Director and a candidate for Independent Director that must be secured for the purpose of protecting general shareholders as required by the Tokyo Stock Exchange, Inc.
4. (i) Mr. Tadashi Nakamae has extensive knowledge about international economics and global markets and great expertise and abundant experience in corporate management. The Company therefore has judged that Mr. Tadashi Nakamae is appropriate to be an outside Director of the Company. Mr. Tadashi Nakamae will have served as outside Director of the Company for three (3) years at the close of this Annual General Meeting of Shareholders.
(ii) Mr. Yoshinari Hara has abundant experience in management of a securities company and has extensive insight into matters relating to the capital markets. The Company therefore has judged that Mr. Yoshinari Hara is appropriate to be an outside Director of the Company. Mr. Yoshinari Hara will have served as outside Director of the Company for one (1) year at the close of this Annual General Meeting of Shareholders.
(iii) Mr. Yasufumi Kanemaru has abundant experience and extensive insight in corporate management and founder of the information-communication and the IT consulting company. The Company therefore has judged that Mr. Yasufumi Kanemaru is appropriate to be an outside Director of the Company.

5. The Company and each Mr. Tadashi Nakamae and Mr. Yoshinari Hara, have in place between them an agreement that limits the liability of damages provided in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the said Act. Under this agreement, the liabilities are limited to the extent prescribed by law. If the reappointment of Mr. Tadashi Nakamae and Mr. Yoshinari Hara is approved, the Company intends to continue the liability limitation agreement with each of them. If Mr. Yasufumi Kanemaru is elected, the Company plans to conclude the liability limitation agreement in the same manner.

Agenda No. 4: Election of Two (2) Corporate Auditors

The terms of office of Corporate Auditors, Mr. Shinichiro Kanzaki and Mr. Kazuo Shiohata, will expire at the close of this Annual General Meeting of Shareholders, and the Company would like to request the election of two (2) new Corporate Auditors.

The candidates for Corporate Auditors are as follows.

The Company has received concurrence from the Board of Corporate Auditors with regard to this agenda.

Candidate for Corporate Auditor

Candidate number	Name (Date of Birth)	Brief profile, position at the Company and significant concurrent positions held	Number of the Company's shares owned
1	Tadashi Taki (October 5, 1949)	Apr. 1973 Joined USHIO INC. Apr. 2003 Executive Vice President, System Company and General Manager, Planning & Administrative Department, System Company Jun. 2004 Director (incumbent) Apr. 2011 Deputy General Manager, Administration Division [In charge of Human Resources and Corporate Social Responsibility] Apr. 2012 General Manager, Administration Division Apr. 2013 In charge of Corporate Social Responsibility Department Apr. 2014 In charge of Human Resources Oct. 2014 In charge of Corporate Management Division (incumbent)	32,100
2	Shojiro Nozaki (May 2, 1957)	Apr. 1981 Joined The Kyowa Bank, Ltd.(currently Resona Bank, Ltd.) Apr. 2008 Executive Officer, In charge of metropolitan area, Resona Bank, Ltd. Jun. 2009 Full-time Corporate Auditor, Resona Business Service Co., Ltd.(incumbent) (Significant concurrent position) Full-time Corporate Auditor, Resona Business Service Co., Ltd.	0

Notes:

1. There are no special conflicts of interest between each candidate and the Company.
2. Mr. Shojiro Nozaki is a candidate for outside Corporate Auditor and a candidate for Independent Auditor that must be secured for the purpose of protecting general shareholders as required by the Tokyo Stock Exchange, Inc.
3. Mr. Shojiro Nozaki has abundant experience in financial institution and abundant knowledge of finance. The Company therefore has judged that Mr. Shojiro Nozaki is appropriate to be an outside Corporate Auditor of the Company.
4. If Mr. Shojiro Nozaki is elected, the Company plans to conclude an agreement with the candidate that limits the liability for damages provided in Article 423, Paragraph 1 of the Companies Act to the extent prescribed by law, pursuant to Article 427, Paragraph 1 of the said Act.

Agenda No. 5: Decision of Amount and Contents of Stock Remuneration for Directors and Executive Officers

1. Reasons for the proposal and reasons justifying such remuneration

The Company would like to introduce a new stock remuneration plan (“Plan”) for Directors (excluding Outside Directors) and executive officers who have entered into an engagement agreement with the Company (excluding overseas residents, “Directors, etc”) in addition to the current remuneration consisted of basic remuneration.

The purpose of introducing the Plan is to further clarify the linkage between remuneration of Directors, etc, and business performance and share price, and to raise the incentive to contribute to improving the Company’s mid- to long-term business performance and to increasing enterprise value. The Company regards the introducing the Plan as justifiable for reasons of such purpose.

Specifically, The Company would like to request the approval to provide new stock remuneration to Directors, etc based on his or her position and the degree of accomplishment of business performance for each business year, separately from the amount limit of remuneration for Directors (45 million yen per month, excluding salaries paid as the employee portion for Directors who also work as employee) approved by 44th Annual General Meeting of Shareholders held on June 28, 2007.

If the Agenda No.3: Election of Eleven (11) Directors is approved as proposed, the number of Directors, etc who are subject to the Plan will be eight (8) Directors and eleven (11) executive officers.

2. The amount and contents of remuneration under the Plan

(i) Outline of the Plan

The plan is a stock remuneration plan in which Company’s shares will be acquired through the trust using the money, which is equivalent to the remuneration for Directors etc, contributed by the Company, and delivery and payment (“Delivery, etc”) of the Company shares and the cash equivalent of the conversion value of said shares (“Company Shares, etc”) to Directors, etc will be conducted based on his or her position and the degree of accomplishment of business performance (consolidated operating profit/ROE). Notwithstanding the foregoing, Delivery, etc of the Company shares, etc will be conducted, in principle, after retiring the director position (or in the case where it has been decided that the Directors, etc are to become overseas residents due to overseas assignment, hereinafter collectively referred to as “Time of Delivery”).

(ii) Upper Limit to Money to be Contributed by the Company

The Company will introduce the Plan for three (3) consecutive business years (Initially, the three (3) business years starting from the business year that ends on 31 March 2016 up to the end of 31 March 2018, if the trust period set forth below is extended, each of the following three (3) business years. The same applies throughout. “Relevant Period”).

The Company will contribute no more than a total of 620 million yen as Directors, etc remuneration for each Relevant Period, and set up a trust having a three-year trust term (“Trust”) (including extending such trust), beneficiaries of which are Directors, etc who meet the beneficiary requirements. The Trust will acquire the Company’s shares from the Company (disposal of own shares) or the stock market using the money contributed by the Company, in accordance with the

direction of the trust administrator.

Continuation of the Trust at the expiration of the Trust Period is possible by revising the trust contract and by implementing an additional trust by resolution of the Board of Directors meeting. In such a case, the contract period of the Trust will be extended by only the same period as the initial trust period, and the Company will in each extended trust period make additional contribution to the Trust within the scope of approval by the Shareholders Meeting, and during the extended trust period will continue to award points set forth below to Directors, etc. When an additional contribution is made and there are remaining Company shares (excluding Company shares corresponding to points awarded to Directors, etc, and with respect to which the Delivery, etc have not yet been conducted, hereinafter referred to as “Remaining Shares”) and cash (together with the Remaining Shares hereinafter referred to as “Remaining Shares, etc”) as Trust assets on the last day of the trust period before being extended, the total value of the Remaining Shares, etc and the additional contribution of trust money shall be no more than a total of 620 million yen.

(iii) Calculation and Upper Limit of Company shares to be Received by Directors. etc

Directors, etc will be awarded a set number of points on the last day of May each year in the trust period based on his or her position and the degree of accomplishment of business performance in that business year ending 31 March (namely the previous fiscal year, hereinafter “Target Fiscal Year”). One point equals one Company share. If, during the trust period, there is an event, considering which a point adjustment is deemed to be fair, including a stock split or reverse split, adjustment of the ratio shall be conducted corresponding to the split/reverse split ratio.

Awarding of points will be carried out each year in the trust period (hereinafter cumulative value of the number of points awarded each year to be referred to as “Cumulative Points”). The points to be awarded will be calculated by multiplying the base points for each position by a payment factor corresponding to the degree of accomplishment of business performance in the Target Fiscal Year. The Delivery, etc of the Company Shares, etc to the Directors, etc will be conducted based on the number of Cumulative Points at the Time of Delivery.

The upper limit of total points that Directors, etc may be awarded in one year is 110,000 points.

(iv) Time Period of Company Shares, etc to Directors, etc

Directors, etc who fulfill the beneficiary requirements may, upon carrying out prescribed beneficiary defined procedures, receive Company shares from the Trust corresponding to the prescribed ratio of the number of Cumulative Points awarded until the Time of Delivery, and the remaining Company shares will be converted within the Trust to an equivalent cash value, and paid to the Directors, etc.

(Reference)

Regarding the details of the Plan, please see our press release “Notice Regarding Introduction of Stock Remuneration Plan for Directors” dated on May 11, 2015 (Abstract).

【Reference】

“Notice Regarding Introduction of Stock Remuneration Plan for Directors” dated on May 11, 2015 (Abstract).

1. Purpose of introducing the Plan

The purpose of introducing the Plan is to further clarify the linkage between remuneration of Directors, etc, and business performance and share price, and to raise the incentive to contribute to improving the Company’s mid- to long-term business performance and to increasing enterprise value.

2. Plan summary

(1) Plan summary

The Plan is a stock incentive plan for officers, using a trust, with reference to US performance share and restricted share plans. The Company as the entrustor will establish the trust (“Trust”), accompanying the introduction of the Plan, and the Trust acquires Company shares. Delivery and payment (“Delivery, etc”) of the Company shares and the cash equivalent of the conversion value of said shares (“Company Shares, etc”) to Directors, etc will be conducted based on his or her position and the degree of accomplishment of business performance (consolidated operating profit/ROE).

(2) Plan introduction procedure

The Shareholders Meeting shall decide the Upper Limit of Trust Money (defined in (4) below) and Upper Limit of Annual Points (defined in (5) below) for the Relevant Period (Initially, the three business years starting from the business year that ends on 31 March 2016 up to the end of 31 March 2018, if the Trust Period is extended under (6) 2nd paragraph below, each of the following three year. The same applies throughout.), and other necessary matters.

If the Trust Period is extended under (6) 2nd paragraph below, the Company shall make the decision by resolution of the Board of Directors meeting within the scope of approval granted by the Shareholders Meeting.

(3) Plan eligibility (beneficiary requirements)

Directors, etc who have fulfilled the beneficiary requirements, in principle after retiring the director position (or in the case where it has been decided that the Directors, etc are to become overseas residents due to overseas assignment, hereinafter collectively referred to as “Time of Delivery”), are eligible to receive the number of Company shares corresponding to the Cumulative Points (defined in (5) below), after following the prescribed beneficiary defined procedure.

Beneficiary requirements will be as follows:

- ① Shall have been incumbent Directors, etc during the Relevant Period (including persons who newly becomes Directors, etc during this period)
- ② Shall not be Directors, etc due to retiring or overseas assignment (*)

- ③ Shall not have been dismissed as Directors, etc based on a valid reason or have resigned on the recommendation by the Board.
 - ④ Cumulative Points (defined in (5) below) shall be determined.
 - ⑤ Other requirements deemed necessary to attain the aims of the share remuneration plan
- (*) However, when the Trust Period is extended under (6) 4th paragraph below, and the Directors, etc remain in office even after the extended period has ended, the Trust shall terminate and the Delivery, etc of the Company Shares, etc to Directors, etc shall be conducted.

(4) Upper Limit of Trust Money to be contributed to the Trust

The upper limit to money to be contributed by the Company to the Trust (“Upper Limit of Trust Money”) during the Relevant Period shall be 620 million yen(*)

(*) This amount is the total of the trust remuneration/trust expenses and funds for share acquisition by the Trust during the Trust Period.

(5) Delivered Company shares and Upper Limit of Annual Points

Directors, etc will be awarded a set number of points on the last day of May each year in the Trust Period as determined in (6) based on his or her position and the degree of accomplishment of business performance in that business year ending 31 March (namely the previous fiscal year, hereinafter “Target Fiscal Year”). One point equals one Company share. If, during the Trust Period, there is an event, considering which a point adjustment is deemed to be fair, including a stock split or reverse split, adjustment of the ratio shall be conducted corresponding to the split/reverse split ratio.

Awarding of points will be carried out each year in the Trust Period (hereinafter cumulative value of the number of points awarded each year to be referred to as “Cumulative Points”). The points will be calculated by multiplying the base points for each position by a payment factor corresponding to the degree of accomplishment of business performance in the Target Fiscal Year. The Delivery, etc of the Company Shares, etc to the Directors, etc will be conducted based on the number of Cumulative Points at the Time of Delivery.

The upper limit of total points that Directors, etc may be awarded in one year (“Upper Limit of Annual Points”) is 110,000 points. Thus, the upper limit to the number of Company shares that the Trust will acquire in each Relevant Period (“Upper Limit of Acquired Shares”) is 330,000 shares, the Upper Limit of Annual Points multiplied by three, which is the number of the fiscal years during the Relevant Period.

(6) Trust Period

The Trust Period will be about three years from 4 August 2015 (planned) to the last day of August 2018 (planned).

Continuation of the Trust at the expiration of the Trust Period is possible by revising the trust contract and by implementing an additional trust. In such a case, the contract period of the Trust will be extended by only the same period as the initial Trust Period, and the Company will in each extended Trust Period make additional contribution to the Trust within the Upper Limit of Trust Money, and during the extended Trust Period will continue to award points to Directors, etc.

However, when an additional contribution is made and there are remaining Company shares (excluding Company shares corresponding to points awarded to Directors, etc, and with respect to which the Delivery, etc have not yet been conducted, hereinafter referred to as “Remaining Shares”) and cash (together with the Remaining Shares hereinafter referred to as “Remaining Shares, etc”) as Trust assets on the last day of the Trust Period before being extended, the total value of the Remaining Shares, etc and the additional contribution of trust money shall be under the Upper Limit of Trust Money, and the total of Remaining Shares and the shares acquired additionally by the Trust shall be under the Upper Limit of Acquired Shares.

If, at the end of the Trust Period, there are Directors, etc in office who may possibly fulfill beneficiary requirements, points will not be awarded to the Directors, etc, but the Trust Period may be extended, for a maximum of 10 years, until the Delivery, etc of the Company Shares, etc to said Directors, etc are completed.

(7) Method of acquiring Company shares by the Trust

In regard to the initial acquisition of Company shares by the Trust, it is planned to acquire Company shares, within the Upper Limit of Trust Money or within the Upper Limit of Acquired Shares from the stock market.

Moreover, if there is a possibility the number of shares in the Trust may be insufficient for the number of shares corresponding to the number of points awarded to each of the Directors, etc due to an increase in the number of Directors, etc during the Trust Period, additional money or additional Company shares may be contributed to the Trust within the Upper Limit of Trust Money and the Upper Limit of Acquired Shares.

(8) Time period of Company share delivery to Directors, etc

Directors, etc who fulfill the beneficiary requirements may, upon carrying out prescribed beneficiary defined procedures, receive Company shares from the Trust corresponding to the prescribed ratio of the number of Cumulative Points awarded until the Time of Delivery, and the remaining Company shares will be converted within the Trust to an equivalent cash value, and paid to the Directors, etc.

(9) Voting rights of Company shares in the Trust

In order to maintain neutrality toward management of the Company, the voting rights of the Company shares in the Trust (namely Company shares, with respect to which the Delivery, etc has not been conducted yet under (5)) may not be exercised during the Trust Period.

(10) Treatment of dividend of surplus of Company shares in the Trust

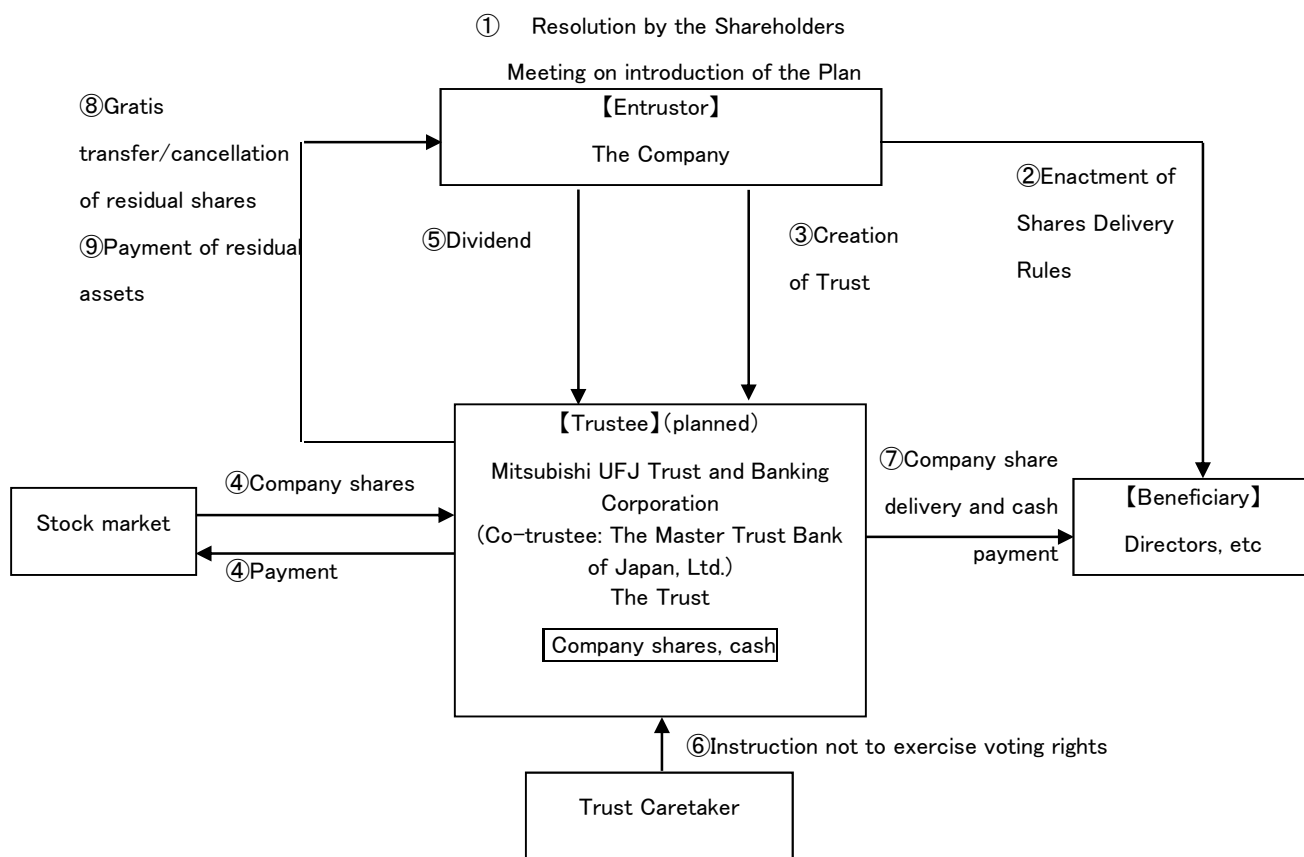
The Trust will receive the dividends of surplus of the Company shares in the Trust to be used for trust remuneration and trust expenses. If, after trust remuneration and expenses have been paid, there is a remainder at the end of the Trust Period, this remainder will be paid to a person amongst the Directors, etc who becomes a beneficiary of the Trust based on the trust contract, and has fulfilled prescribed beneficiary requirements, at the end of the Trust.

(11) Treatment at the end of the Trust

If there are residual shares (excluding shares, with respect to which the Delivery of the Company Shares, etc to Directors, etc that may fulfill beneficiary requirements at the completion of the trust is planned to be conducted) at the end of the trust due to non-attainment of business performance goals in the Target Fiscal Year, it is planned that these residual shares will be transferred to the Company gratis from the Trust upon completion of the trust as a return of earnings to shareholders, and the shares will be cancelled by approval of the Board of Directors meeting.

(12) Plan structure

Plan structure is as follows:



- ① The Company will obtain approval for director remuneration regarding the Plan at the Shareholders Meeting.
- ② The Company will at the Board of Directors, etc meeting enact shares delivery rules concerning director remuneration in regard to the Plan.
- ③ The Company will entrust money within the limit of the Shareholders Meeting approval described in ① and will set up the Trust, beneficiaries of which are Directors, etc who meet the beneficiary requirements.
- ④ The Trust will, in accordance with instructions from the trust caretaker, use the entrusted money (as described in ③) to acquire Company shares from the stock market.
- ⑤ Dividends of Company shares in the Trust will be distributed the same as well as other Company shares.
- ⑥ The voting rights of shares held by the Trust will not be exercised during the Trust Period.
- ⑦ During the Trust Period, certain points will be awarded to Directors, etc based on his or her position and the degree of accomplishment of business performance. Directors, etc who fulfill specific beneficiary requirements will receive Company shares equal to a specific ratio of the points awarded to the Directors, etc, and Company shares equivalent to the remaining points will be converted to an equivalent amount of cash within the Trust in accordance with the trust contract, and paid to the Directors, etc.
- ⑧ It is planned that when at the end of the Trust Period there are residual shares, these shares will be transferred gratis to the Company from the Trust and will be cancelled by approval of the Board of Directors meeting.
- ⑨ It is planned that, upon liquidation of the Trust, residual assets after distribution to beneficiaries will be returned to the Company within the limit trust expense reserve, after subtracting share acquisition funds from the trust money. Any portion over and above the trust expense reserve will be paid to a person amongst the Directors, etc who becomes a beneficiary of the Trust based on the trust contract, and has fulfilled prescribed beneficiary requirements, at the end of the Trust.

(Reference)

Trust contract contents

- ① Trust type: An individually operated designated trust of cash other than cash trust (third party benefit trust)
- ② Trust purpose: Providing incentive to Directors, etc
- ③ Entrustor: the Company
- ④ Trustee (planned): Mitsubishi UFJ Trust and Banking Corporation
(Co-trustee: The Master Trust Bank of Japan, Ltd.)
- ⑤ Beneficiaries: Directors, etc who meet beneficiary requirements
- ⑥ Trust Caretaker: A third-party specialist without relationship with the Company
- ⑦ Trust contract date: 4 August 2015 (planned)
- ⑧ Initial Trust Period: 4 August 2015 (planned) to last day of August 2018 (planned)
- ⑨ Start of plan: 1 October 2015 (planned) (start of point award from the end of May 2016)
- ⑩ Exercise of voting rights: No exercise of voting rights
- ⑪ Type of acquired shares: Company ordinary shares
- ⑫ Upper Limit of Trust Money: 620 million yen (planned) (including trust remuneration/trust expenses)
- ⑬ Period of acquiring shares: 4 August 2015 (planned) to 31 August 2015 (planned)
- ⑭ Method of acquiring shares: To be acquired from the stock market
- ⑮ Holder of a vested right: The Company
- ⑯ Residual assets: Residual assets that can be received by the Company, which is a holder of a vested right, shall be within the limit of the trust expense reserve calculated by deducting the cost for acquiring the shares from the Trust from trust money.

Trust/share related back office

- ① Trust clerical work: Mitsubishi UFJ Trust and Banking Corporation and the Master Trust Bank of Japan Ltd. are scheduled to perform clerical work related to the trust and to be the trustee of the Trust.
- ② Stock clerical work: Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. is scheduled to perform clerical Company shares delivery work for the beneficiaries based on a clerical trustor contract.