

28 March 2016

Company Name: USHIO INC.

Name and Title of Representative:

Kenji Hamashima,

President and Chief Executive Officer

(Code Number: 6925,

the first section of the Tokyo Stock Exchange)

Name and Title of Contact Person:

Hideaki Takizawa, General Manager,

Accounting & Finance Department

(TEL +81-3-5657-1000(from overseas))

### **Notice Regarding the Transition to a Company with Audit and Supervisory Committee**

USHIO INC. (USHIO) hereby announces that, at the Board of Directors meeting held on 28 March, 2016, a resolution was passed to transition to a Company with Audit and Supervisory Committee.

#### **1. Reason for the transition**

In its efforts to reinforce corporate governance to ensure the transparency and efficiency of corporate management and realize speedy and resolute decision making, USHIO currently has three Independent Directors and three Independent Audit & Supervisory Board Members and has in place a Remuneration Advisory Committee of which the chairman and a majority of the members are Outside Directors. In order to further strengthen the supervisory function of the Board of Directors and promote speedy decision making by delegating decisions on certain important business matters to Executive Directors and Executive Officers, USHIO intends to transition to a Company with Audit and Supervisory Committee. For the purpose of reinforcing the corporate governance framework, a majority of the Board of Directors will be Outside Directors at the time of the transition.

#### **2. Timing of the transition**

USHIO plans to transition to a Company with Audit and Supervisory Committee on condition that the necessary amendments to its Articles of Incorporation are approved at the 53rd Annual General Meeting of Shareholders to be held in June 2016.

#### **3. Others**

USHIO plans to nominate the candidates for election as Directors as set forth in the attachment at the 53rd Annual General Meeting of Shareholders to be held in June 2016. The details of the amendments to the Articles of Incorporation regarding the transition to a Company with Audit and Supervisory Committee will be announced as soon as determined.

## Attachment

The candidates for election as Directors at the 53rd Annual General Meeting of Shareholders etc. are as follows. The position and responsibility at USHIO and significant concurrent positions held are described based on those at April 1st, 2016.

### (1) Candidates for Directors (excluding those who are Audit and Supervisory Committee Members)

Name	Position, responsibility and significant concurrent positions held
Jiro Ushio	Chairman and Chief Executive Officer Chairman, The USHIO Foundation Chairman, National Institute for Research Advancement
Kenji Hamashima	President and Chief Executive Officer Chairman, President and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS, INC.
Shiro Ushio	Director and Managing Executive Officer Chairman and Chief Executive Officer, USHIO LIGHTING, INC.
Hiroaki Banno	Director and Managing Executive Officer General Manager, SSLS Headquarter Chairman, USHIO OPTO SEMICONDUCTORS, INC.
Tadashi Nakamae	Outside Director President, Nakamae International Economic Research
Yoshinari Hara	Outside Director Honorary Advisor, Daiwa Securities Group Inc.
Yasufumi Kanemaru	Outside Director Chairman, President and Group Chief Executive Officer, Future Corporation Chairman, Future Architect, Inc. President, National Institute for Research Advancement
Hattori Shuichi	Outside Audit & Supervisory Board Member Attorney-at-law Outside Audit & Supervisory Board Member, Look Inc. Outside Audit & Supervisory Board Member, Tokyo Tatemono Co., Ltd.
Sakie T. Fukushima	President and Representative Director, G&S Global Advisors Inc. Outside Director, Mitsubishi Corporation Outside Director, Ajinomoto Co., Inc. Outside Director, J. Front Retailing Co., Ltd. Outside Director, Bridgestone Corporation

Each of Mr. Tadashi Nakamae, Mr. Yoshinari Hara, Mr. Yasufumi Kanemaru, Mr. Shuichi Hattori and Ms. Sakie T. Fukushima is a candidate for Outside Director who is not an Audit and Supervisory Committee Member.

(2) Candidates for Directors who are Audit and Supervisory Committee Members

Name	Position, responsibility and significant concurrent positions held
Nobuyuki Kobayashi	Director and Managing Executive Officer In charge of Corporate Headquarters
Masanori Yoneda	Outside Audit & Supervisory Board Member
Nobuyoshi Yamaguchi	Outside Director, NAKABAYASHI CO., LTD. Senior Director, TOKYO KANTEI Co., Ltd.

Each of Mr. Masanori Yoneda and Mr. Nobuyoshi Yamaguchi is a candidate for Outside Director who is an Audit and Supervisory Committee Member.

(3) Retiring Directors (Planned)

Name	Current Title
Keizo Tokuhiko	Director and Senior Managing Executive Officer Chairman and Chief Executive Officer, ADTEC Engineering Co., Ltd.
Yoneta Tanaka	Director and Managing Executive Officer General Manager, System Solution Division
Shiro Sugata	Director and Corporate Adviser

(4) Retiring Audit & Supervisory Board Members (Planned)

Name	Current Title
Tadashi Taki	Full-Time Audit & Supervisory Board Member
Seiji Oshima	Full-Time Audit & Supervisory Board Member
Shuichi Hattori	Outside Audit & Supervisory Board Member Attorney-at-law Outside Audit & Supervisory Board Member, Look Inc. Outside Audit & Supervisory Board Member, Tokyo Tatemono Co., Ltd.
Masanori Yoneda	Outside Audit & Supervisory Board Member
Shojiro Nozaki	Outside Audit & Supervisory Board Member Full-Time Audit & Supervisory Board Member, Resona Business Service Co., Ltd.

(5) Brief Profile of New Candidate (excluding current Directors and Audit & Supervisory Board Members)

New Candidate for Director (excluding those who are Audit and Supervisory Committee Members)

Name	Brief profile
Sakie T. Fukushima (September 10, 1949)	<p>Jun. 1980 Joined Braxton International</p> <p>Sep. 1987 Joined Bain &amp; Company Inc.</p> <p>Aug. 1991 Joined Korn/Ferry International-Japan</p> <p>May. 1995 Director, Korn/Ferry International</p> <p>Sep. 2000 Regional Managing Director of Japan, Korn/Ferry International-Japan</p> <p>May. 2009 Chairman &amp; Representative Director, Korn/Ferry International-Japan</p> <p>Mar. 2010 Outside Director, Bridgestone Corporation (incumbent)</p> <p>Jul. 2010 President &amp; Representative Director, G&amp;S Global Advisors Inc. (incumbent)</p> <p>Jun. 2011 Outside Director, Ajinomoto Co., Inc. (incumbent)</p> <p>May. 2012 Outside Director, J. Front Retailing Co., Ltd. (incumbent)</p> <p>Jun. 2013 Outside Director, Mitsubishi Corporation (incumbent)</p>

Ms. Sakie T. Fukushima concurrently serves as an Outside Director of Mitsubishi Corporation, She is going to retire as of the Annual General Meeting of Shareholders of Mitsubishi Corporation to be held on June 24, 2016.

New Candidate for Director who is Audit and Supervisory Committee Member

Name	Brief Profile
Nobuyoshi Yamaguchi (January 20, 1955)	<p>Apr. 1977 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Ltd.)</p> <p>Jun. 2003 Executive Officer, Resona Bank, Ltd.</p> <p>Jun. 2010 Senior Executive Officer, Resona Bank, Ltd.</p> <p>Apr. 2013 Representative Director, Resona Card Co., Ltd.</p> <p>Jun. 2014 Outside Director, NAKABAYASHI CO., LTD.(incumbent)</p> <p>Apr. 2015 Senior Director, TOKYO KANTEI Co., Ltd. (incumbent)</p>

#### (6) Executive Officer System

USHIO clarifies the delegation of authority and the responsibility-taking system and adapts the Executive Officer System to promote speedy decision-making.

USHIO strives to strengthen the audit and supervisory function of the Board of Director by the transition to a Company with Audit and Supervisory Committee, and to improve and strengthen the Executive Officer System in order to promote further speedy decision-making for business execution.

The Executive Officer System after the 53rd Annual General Meeting of Shareholders is as follows. The position, responsibility at USHIO and significant concurrent positions held are described based on those at April 1st, 2016.

#### 《Executive Officers》

Name	Position, responsibility and significant concurrent positions held
Kenji Hamashima	President and Chief Executive Officer Chairman, President and Chief Executive Officer, CHRISTIE DIGITAL SYSTEMS, INC.
Shiro Ushio	Director and Managing Executive Officer Chairman and Chief Executive Officer, USHIO LIGHTING, INC.
Hiroaki Banno	Director and Managing Executive Officer General Manager, SSLS Headquarter Chairman, USHIO OPTO SMICONDUCTORS, INC.
Yoneta Tanaka	Director and Managing Executive Officer General Manager, System Solution Division
Koji Naito	Managing Executive Officer General Manager, Light Source Business Division
Keizo Yamaguchi	Senior Executive Officer Deputy General Manager, Light Source Business Division General Manager, Manufacturing Division
Masato Jikihara	Executive Officer General Manager, Sales Division, System Solution Division
Tatsuyoshi Kosone	Executive Officer Deputy General Manager, Light Source Business Division General Manager, Marketing & Innovation Division
Masaki Yoshioka	Executive Officer General Manager, R&D Division
Akihiko Tomaru	Executive Officer Deputy General Manager, Corporate Headquarters General Manager, Human Resources & General Affairs Division

Takayuki Kanno	Executive Officer Deputy General Manager, System Solution Division General Manager, Development Design Division
Naoki Kawamura	Executive Officer General Manager, Biomedical Division
Terunobu Iritani	Executive Officer General Manager, IT Strategy Division General Manager, Business Process Innovation Department
Kazuhisa Kamiyama	Executive Officer General Manager, Corporate Headquarters General Manager, Corporate Strategy Division

《Group Executive Officers》

Name	Position, responsibility and significant concurrent positions held
Keizo Tokuhira	Director and Senior Managing Executive Officer Chairman and Chief Executive Officer, ADTEC Engineering Co., Ltd.
Jack Kline	Group Senior Managing Executive Officer President and CEO, CHRISTIE DIGITAL SYSTEMS USA, INC. Chairman and CEO, CHRISTIE DIGITAL SYSTEMS CANADA INC.
Tsutomu Hiroe	Group Managing Executive Officer Chairman, USHIO HONG KONG LTD.
Osamu Mizuno	Group Senior Executive Officer President, ADTEC Engineering Co., Ltd.
Takeshi Suzuki	Group Senior Executive Officer CFO and Secretary, CHRISTIE DIGITAL SYSTEMS, INC.
Takamasa Kikkawa	Group Senior Executive Officer Chief Operating Officer and Managing Director, USHIO LIGHTING, INC.
Toshiyuki Shima	Group Executive Officer President, USHIO PHILIPPINES, INC.
Tetsuo Nakano	Group Executive Officer President, USHIO SHANGHAI, INC.
William F Mackenzie	Group Executive Officer Chairman and Chief Executive Officer, Necsel Intellectual Property, Inc.
Uichiro Kobayashi	Group Executive Officer President and Chief Executive Officer, USHIO OPTOSEMICONDUCTORS, INC.