

Note: This English document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the Japanese original shall prevail.  
Tosei Corporation assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

## Tosei Corporation

Securities Code: 8923

February 8, 2012

Dear Shareholders,

### Notice of the 62nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 62nd Ordinary General Meeting of Shareholders of Tosei Corporation (the “Company”; this meeting, the “Meeting”), which will be held as described below.

If you are unable to attend the Meeting, you may exercise your voting rights by postal voting. Prior to voting, please examine the attached Reference Documents for the General Meeting of Shareholders and indicate your vote for or against each proposal on the enclosed Voting Form and post it to us by mail so that your vote is received by 6:00 p.m. on Thursday, February 23, 2012 (JST).

Sincerely yours,

Seiichiro Yamaguchi  
President and CEO  
Tosei Corporation  
4-2-3 Toranomon, Minato-ku, Tokyo

#### Details

**1. Date and Time:**

Friday, February 24, 2012, at 10:00 a.m. (JST)

**2. Place:**

Jiji Press Hall (2nd Floor, Jiji Press Building)  
5-15-8 Ginza, Chuo-ku, Tokyo

**3. Purpose of the Meeting**

**Matters to be reported:**

- a. Business Report and Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Board of Auditors on Consolidated Financial Statements, for the 62nd fiscal year (from December 1, 2010 to November 30, 2011)
- b. Non-consolidated Financial Statements for the 62nd fiscal year (from December 1, 2010 to November 30, 2011)

**Matters to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Renewal of Countermeasures to Large-Scale Acquisitions of the Company’s Shares (Takeover Defense Measures)
- Proposal 3:** Election of Five (5) Directors
- Proposal 4:** Election of One (1) Corporate Auditor
- Proposal 5:** Grant of Retirement Benefits to Retiring Corporate Auditor

---

Notes:

- \* When you attend the Meeting, you are kindly requested to present the enclosed Voting Form to the receptionist.
- \* If any changes are made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements, such changes will be posted on the Company’s website (<http://www.toseicorp.co.jp/>).

---

After the closing of the Meeting, the Business Strategy Presentation Meeting will be held in the same place. We would very much like you to stay on and attend this meeting.

## **Reference Documents for the General Meeting of Shareholders**

### **Proposal 1: Appropriation of Surplus**

The Company proposes the appropriation of surplus as shown below:

#### Year-end dividend

Taking into account such factors as our operating results for the current fiscal year and our future business deployment, the Company proposes the year-end dividend for the 62nd fiscal year as shown below.

1. Type of dividend property: Money
2. Dividend property allotment and total amount thereof  
Dividend per common share of the Company: ¥500  
Total amount of dividend: ¥228,420,000
3. Effective date of dividend of surplus: February 27, 2012

## **Proposal 2: Renewal of Countermeasures to Large-Scale Acquisitions of the Company's Shares (Takeover Defense Measures)**

The Company renewed a plan for countermeasures to large-scale acquisitions of the shares in the Company (the "Former Renewed Plan") by a resolution of the Board of Directors on January 28, 2009 and obtained shareholder approval at the ordinary general meeting of shareholders of the Company held on February 25, 2009. The effective period of the Former Renewed Plan is until the conclusion of the Meeting.

Before the expiration of the effective period of the Former Renewed Plan, the Company determined at the Board of Directors meeting held on January 25, 2012 to partially revise the Former Renewed Plan and introduce a new plan (the introduction is to be referred to as the "Renewal," and the revised plan is to be referred to as the "Plan") as a measure to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate (Article 118, Item 3 (b) of the Enforcement Regulations of the Companies Act) under the basic policy regarding the persons who control decisions on the Company's financial and business policies (as provided in Article 118, Item 3 of the Enforcement Regulations of the Companies Act; the "Basic Policy"). The Renewal will be subject to approval by the shareholders at the Meeting.

The Company, therefore, requests that the shareholders approve the renewal of the Former Renewed Plan in accordance with Article 45, Paragraph 1 of the Articles of Incorporation of the Company.

### 1. Reason for Proposal

#### (1) Basic Policy Regarding the Persons Who Control Decisions on the Company's Financial and Business Policies

The Company believes that the persons who control decisions on the Company's financial and business policies need to be persons who fully understand the details of the Company's financial and business affairs and the source of the Company's corporate value and who will make it possible to continually and persistently ensure and enhance the Company's corporate value and, in turn, the common interests of its shareholders.

The Company believes that ultimately its shareholders as a whole must make the decision on any proposed acquisition that would involve a change of control of the Company. Also, the Company will not reject a large-scale acquisition of the shares in the Company if it will contribute to the corporate value of the Company and, in turn, the common interests of its shareholders.

Nonetheless, there are some forms of large-scale acquisition of shares that benefit neither the corporate value of the target company nor the common interests of its shareholders including those with a purpose that would obviously harm the corporate value of the target company and the common interests of its shareholders, those with the potential to substantially coerce shareholders into selling their shares; those that do not provide sufficient time or information for the target company's board of directors and shareholders to consider the details of the large-scale acquisition, or for the target company's board of directors to make an alternative proposal and those that require the target company to discuss or negotiate with the acquirer in order to procure more favorable terms for shareholders than those presented by the acquirer.

Particularly, it is necessary and essential for the Company to (i) maintain the system under which the Company internally covers the six business fields that allow the "integration of real estate and finance," which leads to maximization of the potential of the Company group, (ii) maintain employees who support that system with knowledge and experience specializing in real estate and finance, (iii) maintain the Company's trust in the real estate industry that has been built up over a long period of time based on the establishment of the ability and information networks supporting various value creation technologies, and (iv) master knowhow that enables comprehensive business. Unless the acquirer of a proposed large-scale acquisition of the shares in the Company understands the source of the corporate value of the Company as well as the details of financial and business affairs of the Company and would ensure and enhance these elements over the medium-to-long term, the corporate value of the Company and, in turn, the common interests of its shareholders would be

harmed.

The Company believes that persons who would make a large-scale acquisition of the shares in the Company in a manner that does not contribute to the corporate value of the Company or the common interests of its shareholders would be inappropriate as persons that control decisions on the Company's financial and business policies. The Company believes that it is necessary to ensure the corporate value of the Company and, in turn, the common interests of its shareholders by taking necessary and reasonable countermeasures against a large-scale acquisition by such persons.

## (2) Purpose of the Plan

The Plan is in line with the Basic Policy set out above (1) for the purpose of ensuring and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders.

As set out in the Basic Policy, the Board of Directors believes that persons who would propose a large-scale acquisition of the shares in the Company in a manner that does not contribute to the corporate value of the Company or the common interests of its shareholders would be inappropriate to become persons who control decisions on the Company's financial and business policies. The purpose of the Plan is to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate, to deter large-scale acquisitions that are detrimental to the corporate value of the Company and the common interests of its shareholders, and on the occasion that the Company receives a large-scale acquisition proposal from an acquirer, to enable the Board of Directors to present an alternative proposal to the shareholders or ensure necessary time and information for the shareholders to decide whether or not to accept the large-scale acquisition, and to enable the Board of Directors to negotiate for the benefit of the shareholders.

The Company also believes that it is necessary that the takeover defense measures are based on the reasonable decision of the shareholders, and thus requests that the shareholders approve the Plan.

## 2. Details of Proposal

### (1) Plan Outline

The Plan sets out procedures necessary to achieve the purpose stated in 1.(2) above, including requirements for acquirers to provide information in advance in the case that the acquirer intends to make an acquisition of 20% or more of the Company's share certificates<sup>1</sup> or other equity securities. In addition, an acquirer, etc. must not effect an acquisition until and unless the Board of Directors resolves not to trigger the Plan if the procedures for the Plan has commenced. (See (2) 'Procedures for Triggering the Plan' below for details.)

In cases such as where an acquirer does not follow the procedures set out in the Plan, or a large-scale acquisition of shares and other equity securities in the Company could harm the corporate value of the Company and, in turn, the common interests of its shareholders (see (3) 'Requirements for the Gratis Allotment of Stock Acquisition Rights' below for the details of the requirements), the Company will allot stock acquisition rights with (a) an exercise condition that does not allow the acquirer, etc. to exercise the rights (except where any exception event occurs) and (b) an acquisition provision to the effect that the Company may acquire the stock acquisition rights in exchange for shares and other equity securities in the Company from persons other than the acquirer, etc. (the outline of the stock acquisition rights to be allotted is set out below in (4) 'Outline of the Gratis Allotment of Stock Acquisition Rights'; the relevant stock acquisition rights are hereinafter referred to as the "Stock Acquisition Rights"), by means of a gratis allotment of stock acquisition rights (shinkabu yoyakuken mushou wariate) to all shareholders, except the Company, at that time.

If a gratis allotment of Stock Acquisition Rights were to take place in accordance with the Plan and

---

<sup>1</sup> The Company is no longer a company issuing share certificates since the electronic share certificate system came into effect; however, we use the term "share certificate" in the Plan in accordance with the provisions of the Financial Instruments and Exchange Act from the perspective that using descriptions in the Plan that are in accordance with the provisions of the Financial Instruments and Exchange Act will contribute to clarity and objectivity.

all shareholders other than the acquirer, etc. received the Company's shares as a result of those shareholders exercising or the Company acquiring the Stock Acquisition Rights, the ratio of voting rights in the Company held by the acquirer, etc. may be diluted by up to a maximum of 50%.

For matters such as the implementation or non-implementation of the gratis allotment of Stock Acquisition Rights or the acquisition of Stock Acquisition Rights, the Company will obtain an objective determination from the independent committee, which is composed of members who are independent from the management of the Company such as outside directors subject to the rules of the independent committee in order to eliminate arbitrary decisions by directors. In addition, the Board of Directors may, if prescribed in the Plan, convene a meeting of shareholders and confirm the intent of the Company's shareholders regarding the implementation of the gratis allotment of the Stock Acquisition Rights.

Transparency with respect to the course of those procedures will be ensured by timely information disclosure to all of the Company's shareholders.

## (2) Procedures for Triggering the Plan

### (a) Targeted Acquisitions

The Plan will be applied in cases where any purchase or other acquisition of share certificates, etc. of the Company that falls under (i) or (ii) below or any similar action (including a proposal for such action) (except for such action as the Board of Directors separately determines not to be subject to the Plan; the "Acquisition") takes place.

(i) A purchase or other acquisition that would result in the holding ratio of share certificates, etc. (*kabuken tou hoyuu wariiai*)<sup>2</sup> of a holder (*hoyuusha*)<sup>3</sup> totaling at least 20% of the share certificates, etc. (*kabuken tou*)<sup>4</sup> issued by the Company; or

(ii) A tender offer (*koukai kaittsuke*)<sup>5</sup> that would result in the party conducting the tender offer's ownership ratio of share certificates, etc. (*kabuken tou shoyuu wariiai*)<sup>6</sup> and the ownership ratio of share certificates, etc. of a person having a special relationship (*tokubetsu kankei-sha*)<sup>7</sup> totaling at least 20% of the share certificates, etc. (*kabuken tou*)<sup>8</sup> issued by the Company.

The party intending to make the Acquisition (the "Acquirer") shall follow the procedures prescribed in the Plan in advance.

### (b) Submission of Acquirer's Statement

The Company will request the Acquirer to submit to the Company in the form separately prescribed by the Company a document that includes an undertaking that the Acquirer will comply with the procedures set out in the Plan (signed by or affixed with the name and seal of the representative of the Acquirer) and a qualification certificate of the person who signed or affixed its name and seal to that document (collectively, "Acquirer's Statement") before commencing or effecting the Acquisition. The Acquirer's Statement must include the name, address or location of headquarters, location of offices, governing law for establishment, name of the representative, contact information in Japan for the Acquirer and the outline of the intended Acquisition. The

<sup>2</sup> Defined in Article 27-23.4 of the Financial Instruments and Exchange Act. The same is applied throughout this proposal.

<sup>3</sup> Including persons described as a holder under Article 27-23.3 of the Financial Instruments and Exchange Act (including persons who are deemed to fall under the above by the Board of Directors of the Company). The same is applied throughout this proposal.

<sup>4</sup> Defined in Article 27-23.1 of the Financial Instruments and Exchange Act. The same is applied throughout this proposal unless otherwise provided for.

<sup>5</sup> Defined in Article 27-2.6 of the Financial Instruments and Exchange Act. The same is applied throughout this proposal.

<sup>6</sup> Defined in Article 27-2.8 of the Financial Instruments and Exchange Act. The same is applied throughout this proposal.

<sup>7</sup> Defined in Article 27-2.7 of the Financial Instruments and Exchange Act (including persons who are deemed to fall under the above by the Board of Directors of the Company); provided, however, that persons provided for in Article 3.2 of the Cabinet Office Regulations concerning Disclosure of a Tender Offer by an Acquirer other than the Issuing Company are excluded from the persons described in Article 27-2.7(i) of the Financial Instruments and Exchange Act. The same is applied throughout this proposal.

<sup>8</sup> Defined in Article 27-2.1 of the Financial Instruments and Exchange Act.

Acquirer's Statement and the Acquisition Document set out in (c) below must be written in Japanese.

(c) Request to the Acquirer for the Provision of Information

The Company will provide the Acquirer the format for the Acquisition Document (defined below), including a list of information that the Acquirer should provide to the Company, no later than 10 business days after receiving the Acquirer's Statement. The Acquirer must provide the Board of Directors with the document in the form provided by the Company (the "Acquisition Document"), which includes the information described in each item of the list below ("Essential Information").

If the Board of Directors receives the Acquisition Document, it will promptly send it to the Independent Committee<sup>9,10</sup> (see Note 9 for standards for appointing members, requirements for resolutions, resolution matters, and other matters concerning the Independent Committee, and see Note 10 for business backgrounds and other matters regarding members of the Independent Committee at the time of the Renewal). If the Board of Directors and the Independent Committee

<sup>9</sup> The outline of the rules of the Independent Committee is set out below.

- The Independent Committee will be established by resolution of the Board of Directors.
- There will be no less than three members in the Independent Committee, and the Board of Directors shall elect the members from (i) outside directors of the Company, (ii) outside statutory auditors of the Company, or (iii) other outside experts, in each case someone who is independent from the management that executes the business of the Company. However, such experts must be experienced corporate managers, former government employees, parties with knowledge of the investment banking industry, parties with knowledge of the Company's business, lawyers, certified public accountants, researchers whose research focuses on the Companies Act or the like, or parties of similar qualifications, and must have executed with the Company an agreement separately specified by the Board of Directors that contains a provision obligating the experts to exercise their duty of care to the Company or a similar provision.
- Unless otherwise determined by a resolution of the Board of Directors, the term of office of members of the Independent Committee will be until the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within three years after the Meeting. However, the term of office of any member of the Independent Committee who is an outside director or outside statutory auditor of the Company will end at the same time when they cease to be an outside director or outside statutory auditor (except in the case of their re-appointment). The term of office of a member of the Independent Committee who is elected as a substitute for a member of the Independent Committee who retires before the expiration of the term will be until the expiration of the term of office of the retiring member of the Independent Committee.
- The Independent Committee will make decisions or take any other measures as prescribed regarding the matters listed below.
  - (a) The implementation or non-implementation of the gratis allotment of Stock Acquisition Rights.
  - (b) The cancellation of the gratis allotment of Stock Acquisition Rights or the gratis acquisition of Stock Acquisition Rights.
  - (c) Any other matters that are for determination by the Board of Directors in respect to which it has consulted the Independent Committee.
- As a general rule, resolutions of meetings of the Independent Committee shall pass with a majority when all of the members of the Independent Committee are in attendance (including attendance via video conference or telephone conference). However, in unavoidable circumstances a resolution may pass with a majority of voting rights when a majority of the members of the Independent Committee are in attendance.

<sup>10</sup> Gorou Kamino, Shigeru Yamagishi and Tatsuki Nagano are scheduled to be elected as the members of the Independent Committee if approval is obtained for Proposal 3: "Election of Five(5) Directors" and Proposal 4: "Election of One(1) Corporate Auditor" and this Proposal 2. Business backgrounds of Mr. Kamino and Mr. Nagano are set out on pages 68 and 69 of this Notice and the business background of Mr. Yamagishi is set out below.

Shigeru Yamagishi

Apr. 1965	Entered Mitsubishi Trust and Banking Corporation (the predecessor of Mitsubishi UFJ Trust and Banking Corporation)
Feb. 1990	Appointed as Branch Manager of Takatsuki Branch of Mitsubishi Trust and Banking Corporation
Feb. 1992	Appointed as Chief of Auditing Department of Mitsubishi Trust and Banking Corporation
Aug. 1994	Appointed as Director of Ryoshin Hosho Co., Ltd,
Jun. 1995	Appointed as Managing Director of Ryoshin Hosho Co., Ltd.
Mar. 2000	Appointed as full-time Corporate Auditor of Ryoshin Hosho Co., Ltd.
Mar. 2003	Appointed as Corporate Advisor of Ryoshin Hosho Co., Ltd.
Feb. 2005	Appointed as Corporate Auditor of Tosei Corporation (current position)

\*Mr. Shigeru Yamagishi is an outside statutory auditor as set out in Article 2, Item 16 of the Companies Act.

Mr. Yamagishi does not have any special interest in the Company and there is no business relationship between Mr. Yamagishi and the Company.

determine that the Acquisition Document does not contain sufficient Essential Information, it may set a reply period and request that the Acquirer additionally provide information. In such case, the Acquirer should additionally provide such information within the relevant time limit.

- (i) Details (including name, capital structure, financial position, operation results, status of compliance with laws or ordinances, terms of previous transactions by the Acquirer similar to the Acquisition and effects on the corporate value of the target companies as a result of the transactions) of the Acquirer and its group (including Joint Holders<sup>11</sup>, persons having a special relationship, members (in the case of a fund) and persons having a special relationship with a person in relation to whom the Acquirer is the controlled corporation<sup>12</sup>)<sup>13</sup>.
  - (ii) The purpose, method and specific terms of the Acquisition (including the amount and type of consideration, the timeframe, the scheme of any related transactions, the legality of the Acquisition method, terms and conditions and the probability of the Acquisition).
  - (iii) The amount and basis for the calculation of the purchase price of the Acquisition (including assumptions and the like).
  - (iv) Financial support for the Acquisition (including the names of providers of funds (including all indirect providers of funds), financing methods and the terms of any related transactions and the like).
  - (v) Details of communications regarding the Acquisition with a third party (if any).
  - (vi) Post-Acquisition management policy, administrative organization, business plan, capital, dividend and asset management policies for the Company and the Company group.
  - (vii) Post-Acquisition policies for the Company's shareholders (other than the Acquirer), employees, business partners, customers, and any other parties such as stakeholders in the Company.
  - (viii) Specific measures to prevent conflicts of interests between the Acquirer and other shareholders in the Company.
  - (ix) Any other information that the Independent Committee reasonably considers necessary.
- (d) Consideration of Acquisition Terms, Negotiation with the Acquirer, and Consideration of an Alternative Proposal

(i) Request to the Board of Directors for the Provision of Information

If the Acquirer submits the Acquisition Document and any additional information that the Independent Committee requests (if any), the Independent Committee may set a reply period (up to sixty days as a general rule) taking into account the necessary time for the Board of Directors to collect information and consider corporate valuation and other matters (including consideration by third-party experts as necessary) and request that the Board of Directors present an opinion (including an opinion to refrain from giving such opinion; hereinafter the same) on the Acquirer's Acquisition terms, materials supporting such opinion, an alternative proposal (if any), and any other information that the Independent Committee considers necessary.

(ii) Independent Committee Consideration

The Independent Committee will conduct its consideration of the Acquisition terms, collection of information on the materials such as the management plans and business plans of the Acquirer and the Board of Directors and comparison thereof, and consideration of any

<sup>11</sup> Defined in Article 27-23.5 of the Financial Instruments and Exchange Act, including persons deemed as a Joint Holder under Article 27-23.6 of the Financial Instruments and Exchange Act (including persons who are deemed a Joint Holder by the Board of Directors). The same is applied throughout this proposal.

<sup>12</sup> Defined in Article 9.5 of the Order of the Enforcement of the Financial Instruments and Exchange Act.

<sup>13</sup> If an Acquirer is a fund, information relating to the matters described in (i) about each partner and other constituent members is required.

alternative plan presented by the Board of Directors, and the like for a period of time that does not, as a general rule, exceed sixty days after the date on which the Independent Committee receives the information (including the information additionally requested) from the Acquirer and (if the Independent Committee requests the Board of Directors to provide information as set out in (i) above) the Board of Directors (the period for information collection and consideration by the Independent Committee is hereinafter referred to as the “Independent Committee Consideration Period”). Further, if it is necessary in order to improve the terms of the Acquisition from the standpoint of ensuring and enhancing the corporate value of the Company and the common interests of its shareholders, the Independent Committee will directly or indirectly discuss and negotiate with the Acquirer.

In order to ensure that the Independent Committee’s decision contributes to the Company’s corporate value and, in turn, the common interests of its shareholders, the Independent Committee may, at the cost of the Company, obtain advice from independent third parties (including financial advisers, attorneys, certified public accountants, tax accountants, consultants or any other experts). If the Independent Committee directly or indirectly requests the Acquirer to provide materials for consideration or any other information, or to discuss and negotiate with the Independent Committee, the Acquirer must promptly respond to such request.

(e) Recommendation by the Independent Committee

The Independent Committee will make recommendations to the Board of Directors as follows based on the abovementioned procedures.

(i) Recommendation for the Triggering of the Plan

If the Independent Committee determines that the Acquisition falls under any of the trigger events set out below in (3), ‘Requirements for the Gratis Allotment of Stock Acquisition Rights’ (collectively “Trigger Event”) arises with respect to the Acquisition, the Independent Committee will recommend the implementation of the gratis allotment of Stock Acquisition Rights to the Board of Directors except in any specific case where further disclosure of information by the Acquirer or discussion or negotiation with the Acquirer is necessary. If it is concerned that an Acquisition may fall under the Trigger Event (2) set out below in (3), ‘Requirements for the Gratis Allotment of Stock Acquisition Rights,’ the Independent Committee may recommend implementation of the gratis allotment of Stock Acquisition Rights subject to confirming the shareholders’ intent in advance.

Notwithstanding the foregoing paragraph, even after the Independent Committee has already made a recommendation for the implementation of the gratis allotment of Stock Acquisition Rights, if the Independent Committee determines that either of the events in (A) or (B) below applies, it may make a new recommendation that (i) on or before the second business day prior to the ex-rights date with respect to the gratis allotment of Stock Acquisition Rights, the Company should suspend the gratis allotment of Stock Acquisition Rights, or (ii) from the effective date of the gratis allotment of Stock Acquisition Rights and until the day immediately prior to the commencement date of the exercise period of the Stock Acquisition Rights, the Company should acquire the Stock Acquisition Rights for no consideration.

(A) The Acquirer withdraws the Acquisition or the Acquisition otherwise ceases to exist after the recommendation.

(B) There is no longer any Trigger Event due to a change or the like in the facts or other matters on which the recommendation decision was made.

If there is a concern that an Acquisition may fall under any of the Trigger Events set out in items (b) through (e) in (3), ‘Requirements for the Gratis Allotment of Stock Acquisition Rights’ below, the Independent Committee may recommend implementation of the gratis allotment of Stock Acquisition Rights subject to obtaining the approval of the general meeting of shareholders in advance.

(ii) Recommendation for the Non-Triggering of the Plan

If the Independent Committee determines the Acquisition does not fall under either Trigger Event, the Independent Committee will recommend the non-implementation of the gratis allotment of Stock Acquisition Rights to the Board of Directors, regardless of whether the Independent Committee Consideration Period has ended.

Notwithstanding the foregoing paragraph, even after the Independent Committee has already made one recommendation for the non-implementation of the gratis allotment of Stock Acquisition Rights, if there is a change in the facts or other matters on which the recommendation decision was made and a Trigger Event arises, the Independent Committee may make a new recommendation that the Company should implement the gratis allotment of Stock Acquisition Rights.

(iii) Extension of the Independent Committee Consideration Period

If the Independent Committee does not reach a recommendation for either the implementation or non-implementation of the gratis allotment of Stock Acquisition Rights during the initial Independent Committee Consideration Period, the Independent Committee may, to the reasonable extent that it is considered necessary for actions such as consideration of the terms of the Acquirer's Acquisition, consideration of an alternative proposal and discussion and negotiation with the Acquirer, extend the Independent Committee Consideration Period (in principle up to 30 days in total).

If the Independent Committee Consideration Period is extended because of the above resolution, the Independent Committee will continue to collect information, deliberate and perform similar activities, and use its best efforts to make a recommendation for the implementation or non-implementation of the gratis allotment of Stock Acquisition Rights within the extended period.

(f) Resolutions by the Board of Directors

If any recommendation of the Independent Committee described above is made, the Board of Directors, in exercising its role under the Companies Act, will pass a resolution relating to the implementation or non-implementation of a gratis allotment of Stock Acquisition Rights respecting that recommendation to the maximum extent. If a meeting of shareholders is convened in accordance with (g) below, the Board of Directors will pass a resolution in accordance with the resolution at the meeting of shareholders.

(g) Convocation of the Shareholders Meeting

Upon the implementation of the gratis allotment of the Stock Acquisition Rights pursuant to the Plan, the Board of Directors may convene a meeting of shareholders (the "Shareholders Meeting") and confirm the intent of the Company's shareholders regarding the implementation of the gratis allotment of the Stock Acquisition Rights, if (i) the Independent Committee recommends implementation of the gratis allotment of Stock Acquisition Rights subject to confirming the shareholders' intent in advance in accordance with (e)(i) above, or (ii) the applicability of Trigger Event (2) becomes an issue in respect of the Acquisition and the Board of Directors determines it appropriate to confirm the shareholders' intent taking into consideration the time required to convene the Shareholders Meeting or other matters pursuant to the duty of care of a director.

(h) Information Disclosure

When operating the Plan, the Company will disclose, in a timely manner, information on matters that the Board of Directors considers appropriate including the progress of each procedure set out in the Plan (including the fact that the Acquirer's Statement and Acquisition Document have been submitted and the Independent Committee Consideration Period has commenced, and the fact that the Independent Committee Consideration Period has been extended, as well as the extended period and the reason for the extension), or an outline of recommendations made by the Independent Committee, an outline of resolutions by the Board of Directors and an outline of resolutions at the Shareholders Meeting, in accordance with the applicable laws and ordinances or the regulations of the financial instruments exchange.

### (3) Requirements for the Gratis Allotment of Stock Acquisition Rights

The requirements to trigger the Plan to implement a gratis allotment of Stock Acquisition Rights are as follows. As described above in (e) of (2), 'Procedures for Triggering the Plan,' the Board of Directors will make a determination as to whether any of the following requirements applies to an Acquisition for which the recommendation by the Independent Committee has been obtained.

#### Trigger Event (1)

The Acquisition is not in compliance with the procedures prescribed in the Plan (including cases that time and information reasonably necessary to consider the details of the Acquisition is not offered) and it is reasonable to implement the gratis allotment of Stock Acquisition Rights.

#### Trigger Event (2)

The Acquisition falls under any of the items below and it is reasonable to implement the gratis allotment of Stock Acquisition Rights.

- (a) An Acquisition that threatens to cause obvious harm to the corporate value of the Company and, in turn, the common interests of its shareholders through any of the following actions.
    - (i) A buyout of share certificates, etc. to require such share certificates, etc. to be compulsorily purchased by the Company or the Company's affiliates at a high price.
    - (ii) Management that achieves an advantage for the Acquirer to the detriment of the Company, such as temporary control of the Company's management for the low-cost acquisition of the Company's material assets.
    - (iii) Diversion of the Company's assets to secure or repay debts of the Acquirer or its group company.
    - (iv) Temporary control of the Company's management to bring about the disposal of high-value assets that have no current relevance to the Company's business and declaring temporarily high dividends from the profits of the disposal, or selling the shares at a high price taking advantage of the opportunity afforded by the sudden rise in share prices created by the temporarily high dividends.
  - (b) Certain Acquisitions that threaten to have the effect of coercing shareholders into selling shares, such as coercive two-tiered tender offers (meaning acquisitions of shares including tender offers, in which no offer is made to acquire all shares in the initial acquisition, and acquisition terms for the second stage are set that are unfavorable or unclear).
  - (c) Acquisitions to which the terms (including the amount and type of consideration, timeframe, legality of the Acquisition method, probability of the Acquisition being effected, and post-Acquisition management policies or business plans and policies dealing with the Company's other shareholders, employees, customers, business partners and any other stakeholders in the Company) are inadequate or inappropriate in light of the Company's intrinsic value.
  - (d) Acquisitions that materially threaten to oppose the corporate value of the Company and, in turn, the common interests of shareholders, by destroying relationships with the Company's employees, customers, business partners and the like and the brand strength or the corporate culture of the Company, which are indispensable to the generation of the Company's corporate value.
  - (e) An Acquisition to be effected by an Acquirer who is extremely inappropriate to acquire the control of the Company in terms of public order and morals in cases such as where a person related to an anti-social force is included in the management of or the major shareholders in the Acquirer.
- (4) Outline of the Gratis Allotment of Stock Acquisition Rights

The following is an outline of the gratis allotment of Stock Acquisition Rights scheduled to be implemented under the Plan.

#### (a) Number of Stock Acquisition Rights

The Company will implement a gratis allotment of Stock Acquisition Rights in the same number as the most recent total number of issued and outstanding shares in the Company (excluding the number of shares in the Company held by the Company at that time) on a certain date (the “Allotment Date”) that is separately determined in a resolution by the Board of Directors or general meeting of shareholders relating to the gratis allotment of Stock Acquisition Rights (the “Gratis Allotment Resolution”).

(b) Shareholders Eligible for Allotment

The Company will allot the Stock Acquisition Rights to shareholders, other than the Company, who are recorded in the Company’s last register of shareholders on the Allotment Date, at a ratio of one Stock Acquisition Right for each share in the Company held.

(c) Effective Date of Gratis Allotment of Stock Acquisition Rights

The effective date of the gratis allotment of Stock Acquisition Rights will be separately determined in the Gratis Allotment Resolution.

(d) Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights

The number of shares in the Company<sup>14</sup> to be acquired upon exercise of each Stock Acquisition Right (the “Applicable Number of Shares”) will, in principle, be one share.

(e) Amount to be Contributed upon Exercise of Stock Acquisition Rights

Contributions upon exercise of the Stock Acquisition Rights are to be in cash, and the amount per share in the Company to be contributed upon exercise of the Stock Acquisition Rights will be an amount separately determined in the Gratis Allotment Resolution within the range of a minimum of one yen and a maximum of the amount equivalent to one-half of the fair market value of one share in the Company. “Fair market value” means an amount equivalent to the average closing price (including quotations) for regular transactions of the common stock of the Company on the Tokyo Securities Exchange on each day during the three-month period prior to the Gratis Allotment Resolution (excluding the days on which trades are not made), with any fraction of a yen after such calculation to be rounded up to the nearest whole yen.

(f) Exercise Period of the Stock Acquisition Rights

The commencement date will be a date separately determined in the Gratis Allotment Resolution (this commencement date of the exercise period is referred to as the “Exercise Period Commencement Date”), and the period will, in principle, be a period from one month to six months long as separately determined in the Gratis Allotment Resolution.

(g) Conditions for Exercise of Stock Acquisition Rights

Except where any exceptional event<sup>15</sup> occurs, the following parties may not exercise the Stock Acquisition Rights (the parties falling under (I) through (VI) below are collectively referred to as “Non-Qualified Parties”):

<sup>14</sup> Even if the Company becomes a company issuing class shares (Article 2, Item 13 of the Companies Act) in the future, both (i) the shares in the Company to be delivered upon exercise of Stock Acquisition Rights and (ii) the shares to be delivered in exchange for acquisition of Stock Acquisition Rights are the same class of shares of common stock that have been issued at the time of the Meeting.

<sup>15</sup> Specifically, the Company intends to set out that an “exceptional event” means when (x) the Acquirer cancels or revokes the Acquisition, or promises that it will not conduct any subsequent Acquisition, after the Gratis Allotment Resolution and the Acquirer or other Non-Qualified Parties dispose of their shares in the Company through a securities firm appointed and authorized by the Company to do so and (y) the Acquirer’s shareholding ratio determined by the Board of Directors (when calculating the shareholding ratio, Non-Qualified Parties other than the Acquirer and its Joint Holders are deemed to be the Acquirer’s Joint Holders, and Stock Acquisition Rights held by Non-Qualified Parties, the conditions of which have not been satisfied, are excluded) (the “Non-Qualified Parties Shareholding Ratio”) falls below the lower of (i) the Non-Qualified Parties’ Shareholding Ratio before the Acquisition, or (ii) 20%, the Acquirer or other Non-Qualified Parties making the disposal may exercise Stock Acquisition Rights to the extent that the number of shares to be issued or delivered upon exercise of the Stock Acquisition Rights is up to the number of shares disposed of and to the extent of the ratio under either (i) or (ii) above. Detailed conditions and procedures for exercise of Stock Acquisition Rights by Non-Qualified Parties will be determined separately by the Board of Directors.

- (I) Specified Large Holders;<sup>16</sup>
- (II) Joint Holders of Specified Large Holders;
- (III) Specified Large Purchasers;<sup>17</sup>
- (IV) Persons having a Special Relationship with Specified Large Purchasers;
- (V) Any transferee of, or successor to, the Stock Acquisition Rights of any party falling under (I) through (IV) without the approval of the Board of Directors; or
- (VI) Any Affiliated Party<sup>18</sup> of any party falling under (I) through (V).

Further, nonresidents of Japan who are required to follow certain procedures under applicable foreign laws and ordinances to exercise the Stock Acquisition Rights may not as a general rule exercise the Stock Acquisition Rights (provided, however, that the Stock Acquisition Rights held by nonresidents will be subject to acquisition by the Company in exchange for shares in the Company subject to compliance with applicable laws and ordinances as set out in (ii) of paragraph (i) below, 'Acquisition of the Stock Acquisition Rights by the Company'). In addition, anyone who fails to submit a written undertaking, in the form prescribed by the Company and containing representations and warranties regarding matters such as the fact that he or she satisfies the exercise conditions of the Stock Acquisition Rights, indemnity clauses and other covenants, may not exercise the Stock Acquisition Rights.

#### (h) Assignment of Stock Acquisition Rights

Any acquisition of the Stock Acquisition Rights by assignment requires the approval of the Board of Directors.

#### (i) Acquisition of Stock Acquisition Rights by the Company

- (i) At any time on or before the date immediately prior to the Exercise Period Commencement Date, if the Board of Directors deems that it is appropriate for the Company to acquire the Stock Acquisition Rights, the Company may, on a day that falls on a date separately determined by the Board of Directors, acquire all of the Stock Acquisition Rights for no consideration.
- (ii) On a day that falls on a date separately determined by the Board of Directors, the Company may acquire all of the Stock Acquisition Rights that have not been exercised before or on the day immediately prior to such date separately determined by the Board of Directors, that are held by parties other than Non-Qualified Parties and, in exchange, deliver shares in the Company in the number equivalent to the number of the Applicable Number of Shares for each Stock Acquisition Right.

<sup>16</sup> "Specified Large Holder" means, in principle, a party who is a holder of share certificates, etc. issued by the Company and whose holding ratio of share certificates, etc. in respect of such share certificates, etc. is at least 20% (including any party who is deemed applicable to the above by the Board of Directors); provided, however, that a party that the Board of Directors recognizes as a party whose acquisition or holding of share certificates, etc., of the Company is not contrary to the Company's corporate value or the common interests of shareholders or a certain other party that the Board of Directors determines in the Gratis Allotment Resolution is not a Specified Large Holder. The same is applied throughout this proposal.

<sup>17</sup> "Specified Large Purchaser" means, in principle, a person who makes a public announcement of purchase, etc. (as defined in Article 27-2.1 of the Financial Instruments and Exchange Act; the same is applied throughout this Note 17) of share certificates, etc. (as defined in Article 27-2.1 of the Financial Instruments and Exchange Act; the same is applied throughout this Note 17) issued by the Company through a tender offer and whose ratio of ownership of share certificates, etc. in respect of such share certificates, etc. owned by such person after such purchase, etc. (including similar ownership as prescribed in Article 7.1 of the Order of the Enforcement of the Financial Instruments and Exchange Act) is at least 20% when combined with the ratio of ownership of share certificates, etc. of a person having a special relationship (including any party who is deemed to fall under the above by the Board of Directors); provided, however, that a party that the Board of Directors recognizes as a party whose acquisition or holding of share certificates, etc. of the Company is not contrary to the Company's corporate value or the common interests of shareholders or certain other party that the Board of Directors determines in the Gratis Allotment Resolution is not a Specified Large Purchaser. The same is applied throughout this proposal.

<sup>18</sup> An "Affiliated Party" of a given party means a person who substantially controls, is controlled by, or is under common control with such given party (including any party who is deemed to fall under the above by the Board of Directors), or a party deemed by the Board of Directors to act in concert with such given party. "Control" means to "control the determination of the financial and business policies" (as defined in Article 3.3 of the Enforcement Regulations of the Companies Act) of other corporations or entities.

Further, if, on or after the date upon which the acquisition takes place, the Board of Directors recognizes the existence of any party holding Stock Acquisition Rights other than Non-Qualified Parties<sup>19</sup>, the Company may, on a day falling on a date determined by the Board of Directors after the date upon which the acquisition described above takes place, acquire all of the Stock Acquisition Rights held by that party that have not been exercised by or on the day immediately prior to such date determined by the Board of Directors (if any) and, in exchange, deliver shares in the Company in the number equivalent to the number of the Applicable Number of Shares for every one Stock Acquisition Right. The same will apply thereafter.

- (j) Delivery of Stock Acquisition Rights in Case of Merger (*gappei*), Absorption-type Demerger (*kyushu bunkatsu*), Incorporation-type Demerger (*shinsetsu bunkatsu*), Share Exchange (*kabushiki koukan*), and Share Transfer (*kabushiki iten*)

These matters will be separately determined in the Gratis Allotment Resolution.

- (k) Issuance of Certificates Representing the Stock Acquisition Rights

Certificates representing the Stock Acquisition Rights will not be issued.

- (l) Other

In addition to the above, the details of the Stock Acquisition Rights will be separately determined in the Gratis Allotment Resolution.

- (5) Effective Period, and Abolition, Revision or Amendment of the Plan

The effective period of the Plan (the “Effective Period”) will be the period until the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within three years after the conclusion of the Meeting.

However, if, before the expiration of the Effective Period, the Board of Directors resolves to abolish the Plan, the Plan will be abolished at that time.

Further, the Board of Directors may revise or amend the Plan even during the Effective Period of the Plan in cases where any law, ordinance, or regulations or rules of a financial instruments exchange or the like concerning the Plan is established, amended or abolished and it is appropriate to reflect such establishment, amendment or abolition, cases where it is appropriate to revise the wording for reasons such as typographical errors and omissions, or cases where the revision or amendment does not cause any disadvantage to the Company’s shareholders subject to the approval of the Independent Committee.

If the Plan is abolished, revised, amended or the like, the Company will promptly disclose facts including the fact that such abolition, revision or amendment has taken place, and (in the event of a revision or amendment) the details of the revision, amendment and any other matters.

- (6) Revision Due to Amendment to Laws and Ordinances

The provisions of laws and ordinances referred to under the Plan are subject to the prevailing provisions as of January 25, 2012. If it becomes necessary after such date to revise the terms and conditions or definitions of terms set out in the paragraphs above due to the establishment, amendment or abolishment of laws and ordinances, the terms and conditions or definitions of terms set out in the paragraphs above will be read accordingly as required to a reasonable extent, taking into consideration the purposes of such establishment, amendment or abolishment.

<sup>19</sup> For example, the case of a person who initially had a Special Relationship with a Specified Large Purchaser but cancels the relationship with the Specified Large Purchaser after the triggering of the Plan and thereby is no longer a Non-Qualified Party.

### Proposal 3: Election of Five (5) Directors

The terms of office of all four (4) directors will expire at the conclusion of the Meeting. Accordingly, we propose the election of five (5) directors including addition of one (1) director to reinforce the management system.

The candidates for directors are as follows:

No.	Name (Date of birth)	Career summary, and position and areas of responsibility in the Company (Important concurrent positions outside the Company)	Number of the Company's shares owned
1	Seiichiro Yamaguchi (Jan. 5, 1961)	Apr. 1983 Entered Mitsui Real Estate Sales Co., Ltd. Apr. 1986 Entered Tosei-Shoji Corporation Aug. 1990 Director of the Company Jun. 1994 President and Representative Director of the Company (current position) Dec. 1995 Representative Director of Palms Community Management Co. Ltd. (the predecessor of Tosei Community Co., Ltd.) Jul. 2004 President and CEO of the Company (current position)	138,855
2	Katsuhito Kosuge (Jul. 17, 1960)	Apr. 1983 Entered Tokyu Construction Co., Ltd. Apr. 1986 Entered Tosei-Shoji Corporation Jan. 1996 Director of the Company Dec. 2000 Managing Director of the Company Jul. 2004 Managing Executive Officer of the Company Sep. 2005 Representative Director of Tosei Revival Investment Co., Ltd. Feb. 2006 COO Senior Executive Officer of the Company Oct. 2007 Representative Director of Tosei Asset Management, Corp. Apr. 2008 Director of Tosei Asset Advisors, Inc. Dec. 2011 COO Senior Executive Officer of Business Division; in charge of Asset Solutions 1, 2 and 3, Asset Solutions Business Promotion Department, and Architecture Planning Department; and General Manager of Asset Solutions Business Promotion Department of the Company (current position)	2,000
3	Noboru Hirano (Oct. 17, 1959)	Apr. 1982 Entered Kokubu & Co., Ltd. Apr. 1991 Entered Tosei-Shoji Corporation May 1995 Director of Tosei-Shoji Corporation Mar. 2001 General Manager of Finance and Accounting Department of the Company Oct. 2002 Managing Director of the Company Jul. 2004 Managing Executive Officer of the Company Mar. 2005 Corporate Auditor of Tosei Revival Investment Co., Ltd. Apr. 2005 Corporate Auditor of Tosei Community Co., Ltd. (current position) Sep. 2005 Representative Director of Tosei REIT Advisors, Inc. Feb. 2006 CFO Senior Executive Officer of the Company Dec. 2007 Representative Director of Tosei Revival Investment Co., Ltd. (current position) Mar. 2011 CFO Senior Executive Officer of Administrative Division; and in charge of Corporate Planning Department, and Administration and HR Department of the Company (current position)	1,580

No.	Name (Date of birth)	Career summary, and position and areas of responsibility in the Company (Important concurrent positions outside the Company)	Number of the Company's shares owned
4	Goro Kamino (Aug. 29, 1960)	<p>Apr. 1983 Entered Mitsui Trust and Banking Company, Limited (the predecessor of The Chuo Mitsui Trust and Banking Company, Limited)</p> <p>Aug. 1990 Entered Chubu Gas Co., Ltd.</p> <p>May 1995 Entered Gastec Service, Inc. and appointed as Corporate Planning Department Chief</p> <p>Dec. 1995 Director of Toyohashi Cable Network Inc. (current position)</p> <p>Aug. 2000 President CEO of Gastec Service, Inc. (current position)</p> <p>May 2002 President and representative director of Sala Corporation (current position)</p> <p>Jun. 2002 Director of System Location Co., Ltd.</p> <p>Jan. 2004 Director of Sala House Co., Ltd. (current position)</p> <p>Mar. 2006 Representative Director of Chubu Gas Co., Ltd. (current position)</p> <p>Feb. 2007 Chairperson of Sala Cars Japan Co., Ltd. (current position)</p> <p>Feb. 2007 Director of the Company (current position)</p> <p>Oct. 2009 Director of Japan Post Holdings Co., Ltd. (current position)</p>	0
5	Kenichi Shotoku (Jan. 20, 1971)	<p>Oct. 1995 Entered Asahi &amp; Co., Ltd. (the predecessor of KPMG AZSA LLC)</p> <p>Sep. 1999 Transferred to Arthur Andersen &amp; Co., Kuala Lumpur Office</p> <p>Sep. 2002 Entered SCS Global Accounting Co., Ltd. (the predecessor of SCS Global Consulting (S) Pte Ltd)</p> <p>Nov. 2003 Representative Director of SCS Global Accounting Co., Ltd. (the predecessor of SCS Global Consulting (S) Pte Ltd) (current position)</p> <p>Sep. 2005 Director of O-RID GLOBAL BPO PTE. LTD. (current position)</p> <p>Dec. 2010 Statutory Auditor of ROKI TECHNO CO., LTD (current position)</p>	0

## Notes:

- A candidate for director Kenichi Shotoku is Representative Director of SCS Global Consulting (S) Pte Ltd, which has entered into consignment contract of consulting on overseas business deployment etc. with the Company.
- Other candidates for directors have no special interests in the Company.
- Goro Kamino and Kenichi Shotoku are candidates for outside directors. The Company notified Goro Kamino as independent director/auditor pursuant to the regulations of the Tokyo Stock Exchange. The Company will notify Kenichi Shotoku as independent director/auditor pursuant to the regulations of the Tokyo Stock Exchange, if he is elected as director.
- Reasons for the nomination of Goro Kamino and Kenichi Shotoku as candidates for outside directors
  - Goro Kamino is nominated because he has extensive experience and a high level of insights as a management executive at listed companies, including gas companies of a highly public nature, and the Company believes that he can adequately supervise other directors and provide advice and recommendations to ensure the adequacy and appropriateness of the directors' decision-making.
  - Kenichi Shotoku is nominated because he has extensive experience and expertise as a certified public accountant, including overseas service, and the Company believes that he can provide appropriate supervision of the Company's management from his objective standpoint as an accounting expert.
- Goro Kamino currently serves as outside director of the Company and he will have served as such for five (5) years as of the conclusion of the Meeting.
- As Goro Kamino currently serves as outside director of the Company, the Company has concluded a contract for limitation of liability with him pursuant to the provisions of Article 427, paragraph 1 of the Companies Act for the liability for damages provided for in Article 423, paragraph 1 of the same, and limits his liability to the amount provided by relevant laws and regulations. The Company intends to maintain this contract with him if he is elected as proposed. In addition, the Company intends to conclude a similar contract with Kenichi Shotoku if he is elected as director.

#### Proposal 4: Election of One (1) Corporate Auditor

Corporate Auditor Seiichiro Isoda will resign from his post at the conclusion of the Meeting. Accordingly, we propose the election of one (1) corporate auditor as the substitute. The term of office of the corporate auditor, if elected, shall be until the expiration of the term of office of the predecessor in the post in accordance with the Articles of Incorporation of the Company.

The Board of Auditors has consented to this proposition.

The candidate for corporate auditor is as follows:

Name (Date of birth)	Career summary and position in the Company (Important concurrent positions outside the Company)	Number of the Company's shares owned
Tatsuki Nagano (Apr. 16, 1959)	Apr. 1983 Entered The Chuo Trust & Banking Co., Ltd. (the predecessor of The Chuo Mitsui Trust and Banking Company, Limited)	0
	Jul. 1995 Financial Planning Chief of Corporate Planning Dept. at headquarters of The Chuo Trust & Banking Co., Ltd. (the predecessor of The Chuo Mitsui Trust and Banking Company, Limited)	
	Jul. 2000 Management Director of RG Asset Management PTE. LTD. (current position)	
	Jul. 2004 Director of Reference Group Holdings Ltd. (current position)	
	Aug. 2004 Representative Director of RG Asset Management Services Co., Ltd. (the predecessor of RG Asset Management K.K.) (current position)	

Notes:

1. The candidate for corporate auditor has no special interests in the Company.
2. Tatsuki Nagano is a candidate for outside corporate auditor. The Company will notify Tatsuki Nagano as independent director/auditor pursuant to the regulations of the Tokyo Stock Exchange, if he is elected as corporate auditor.
3. Tatsuki Nagano is nominated as a candidate for outside corporate auditor because he has experience at major financial institutions and continues to be involved in corporate management as a company representative, and the Company believes that he can utilize his extensive experience and high level of expert insights to perform a role in ensuring the adequacy and appropriateness of the Company's management.
4. If Tatsuki Nagano is elected as corporate auditor, the Company intends to conclude a contract for limitation of liability with him pursuant to the provisions of Article 427, paragraph 1 of the Companies Act for the liability for damages provided for in Article 423, paragraph 1 of the same, and to limit his liability to the amount provided by relevant laws and regulations.

**Proposal 5: Grant of Retirement Benefits to Retiring Corporate Auditor**

The Company proposes that retirement benefits be granted to Corporate Auditor Seiichiro Isoda, who will resign from the post at the conclusion of the Meeting, in appreciation of his service during his term of office within the due amount based upon certain standards stipulated by the Company, and that the determination of the actual amount, time and method of granting, etc. be entrusted to the consultation of corporate auditors.

A career summary of the corporate auditor to retire is as follows:

Name	Career summary
Seiichiro Isoda	Feb. 2009: Corporate Auditor of the Company (current position)