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(Securities Code: 8714)  
June 1, 2018

**To Shareholders with Voting Rights:**

Hirohisa Fujita  
Representative Director and  
President  
Senshu Ikeda Holdings, Inc.  
18-14, Chayamachi, Kita-ku,  
Osaka, Japan

**NOTICE OF CONVOCATION OF  
THE 9TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 9th Annual General Meeting of Shareholders of Senshu Ikeda Holdings, Inc. (the “Company”). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, please review the Reference Documents for the General Meeting of Shareholders described hereinafter. Then, mark and return the enclosed Voting Rights Exercise Form with your vote of approval or disapproval via mail, or read the “Procedures for Exercising Voting Rights via the Internet” (on pages 3 and 4) and exercise your voting rights through a computer or mobile phone at the Exercise of Voting Rights Website designated by the Company (<https://evote.tr.mufg.jp/>) by no later than 5:40 p.m. on Monday, June 25, 2018, Japan time.

- 1. Date and Time:** Tuesday, June 26, 2018, at 10:00 a.m. Japan time
- 2. Place:** 10F, Conference Room, Osaka International Convention Center (“Grand Cube Osaka”), 5-3-51, Nakanoshima, Kita-ku, Osaka, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 9th Fiscal Year (from April 1, 2017, to March 31, 2018) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
  2. Non-consolidated Financial Statements for the Company’s 9th Fiscal Year (from April 1, 2017, to March 31, 2018)

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Partial Amendments to the Articles of Incorporation  
**Proposal No. 3:** Election of Ten (10) Directors

End

## Guide to the Exercise of Voting Rights

### If you are attending the meeting:

Date and time of the meeting: 10 a.m., Tuesday, June 26, 2018

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the convention center on the day of the meeting for confirmation.

### Exercise of voting rights in writing

Deadline for exercising voting rights: Arrival until 5:40 p.m., Monday, June 25, 2018

You are kindly requested to mark and return the Voting Rights Exercise Form with your vote of approval or disapproval via mail by no later than the deadline above.

### Exercise of voting rights via the Internet, etc.

Deadline for exercising voting rights: Until 5:40 p.m., Monday, June 25, 2018

You are kindly requested to access the voting website (<https://evote.tr.mufg.jp/>) and follow the on-screen instructions to indicate your approval or disapproval of each proposal.

Refer to pages 3 and 4 for details.

◎ Of the documents needed to be attached to this notice of convocation, the following matters are, in accordance with laws and regulations as well as Article 23 of the Articles of Incorporation of the Company, posted on the Company's website (<http://www.senshuikeda-hd.co.jp/>) and are therefore not included with this document.

#### 1. Business Report

- (1) Matters concerning stock subscription rights, etc. of the Company
- (2) Matters concerning the accounting auditor
- (3) Basic policy regarding the party who controls decisions on the Company's financial and business policies
- (4) Structure to ensure the adequacy of business operation and its management status
- (5) Matters concerning specified wholly owned subsidiaries
- (6) Matters concerning transactions with the parent, etc.
- (7) Matters concerning accounting advisors
- (8) Other

#### 2. Financial Statements, etc.

- (1) Notes to the Non-consolidated Financial Statements
- (2) Non-consolidated Statements of Changes in Net Assets
- (3) Notes to the Consolidated Financial Statements
- (4) Consolidated Statements of Changes in Net Assets

The Attached Documents are part of the Non-consolidated Financial Statements and the Consolidated Financial Statements, which have been audited by Audit & Supervisory Board Members in preparing the Audit Report and by the Accounting Auditor in preparing the Accounting Audit Report.

◎ In the event that any revisions to the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements and/or the Reference Documents for the General Meeting of Shareholders are required, revised items will be posted on the Company's website (<http://www.senshuikeda-hd.co.jp/>).

## Procedures for Exercising Voting Rights via the Internet

### Exercise of Voting Rights Website

The exercise of voting rights via the Internet is possible only by accessing the Exercise of Voting Rights Website (<https://evote.tr.mufg.jp/>) designated by the Company either from a computer or a smartphone, or a mobile phone (i-mode, EZweb or Yahoo!Ketai).\* (However, this website is not available from 2 a.m. to 5 a.m. daily.)

There are two ways to accept votes on the Exercise of Voting Rights Website, and the shareholder's vote shall be automatically sorted depending on the operating environment of the shareholder's communication equipment.

\*i-mode, EZweb and Yahoo! are trademarks or registered trademarks of NTT DoCoMo Inc., KDDI CORPORATION and Yahoo! Inc., respectively.

### When using computers or smartphones:

The exercise of voting rights on the voting website for computers or smartphones might be disabled by operating environments, including the use of a firewall when accessing the Internet, the use of antivirus software, the use of a proxy server and/or the type/specifications of the OS or browser software.

At the voting website (<https://evote.tr.mufg.jp/>), use the log-in ID and temporary password given on the enclosed Voting Rights Exercise Form and follow the on-screen instructions to indicate your approval or disapproval of each proposal.

### When using mobile phones:

For your exercise of voting rights on the voting website for mobile phones, make sure to use the i-mode, EZweb or Yahoo! mobile service. To preserve security, you cannot vote through a model of phone that does not allow encrypted transmission (SSL transmission) or transmission of the phone ID information.

### 2-dimensional code for mobile phones

### Cautionary Statement:

- To protect against illegal access by persons other than qualified shareholders ("spoofing") and the manipulation of voting details, please be aware that shareholders using the Exercise of Voting Rights Website will be asked to change their temporary password.
- Whenever the next general meeting of shareholders is convoked, new temporary passwords will be issued.
- If you have exercised your voting rights both by mail and via the Internet, those exercised via the Internet will be taken as valid.
- If you have exercised your voting rights multiple times on the Internet, the final vote will be considered as valid. If you have exercised your voting rights both on the website for computers and/or smartphones and on the website for mobile phones, the final vote cast will be considered as valid.
- The costs incurred when accessing the Exercise of Voting Rights Website, including Internet access fees and telephone rates, will be the responsibility of the shareholder. Similarly, fees required to use mobile phones, such as packet transmission fees, will also be the responsibility of the shareholder.

## Access Procedures for the Exercise of Voting Rights Website:

議決権行使ウェブサイト(Exercise of Voting Rights Website) 検索 (SEARCH)

### STEP 1 Access the Exercise of Voting Rights Website

<https://evote.tr.mufg.jp/>

1 Click .

### STEP 2 Log in

2 Enter the ログインID (log-in ID) and 仮パスワード(temporary password) given at the right bottom of the Voting Rights Exercise Form, and

3 Click .

Hereinafter, please follow the on-screen input guidance and indicate your approval or disapproval.

Although the exercise of voting rights via the Internet will be acceptable until 5:40 p.m., Monday, June 25, 2018, your early exercise is recommended.

If you are unclear as to the operation of your PC and other devices regarding the exercise of voting rights via the Internet, please contact the “Help Desk” by calling the following number.

### For inquiries about the system or other matters, contact:

Securities Business Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Phone: (0120) 173-027 (Toll Free) (available from 9 a.m. to 9 p.m.)

#### ● To institutional investors:

Nominee Shareholders (including standing proxies) may apply in advance to ICJ to exercise their voting rights electronically through the “Electronic Voting Platform,” which is operated by ICJ Inc., established by Tokyo Stock Exchange, Inc., and other entities, as a means via the Internet to participate in the general meeting of shareholders of the Company.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

In view of its public position as a banking holding company, to ensure the health of its financial standing by appropriately enhancing internal reserves while maintaining a policy of stable dividends of 15 yen per ordinary share, the Company determines dividends in comprehensive consideration of the condition of business results and the management environment, etc. Additionally, concerning funds held as internal reserves, the Company plans to utilize these funds for measures such as investment in future business expansion and strengthening of its financial standing.

Based on the above policy, in comprehensive consideration of the condition of business results and the management environment, etc., the Company proposes that the dividends of surplus for the fiscal year ended March 31, 2018 be as described below.

#### Matters concerning year-end dividends

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property and the total amount  
For each share of Class 3 Preferred Shares, the Company proposes a dividend of 35 yen (thereby making the annual dividend including the interim dividend 70 yen per share), pursuant to the Articles of Incorporation.  
For each share of the First Series of Class 7 Preferred Shares, the Company proposes a dividend of 15 yen (thereby making the annual dividend including the interim dividend 30 yen per share), pursuant to the Articles of Incorporation.  
For ordinary shares, the Company proposes a dividend of 7.5 yen per share (thereby making the annual dividend including the interim dividend 15 yen per share).  
The total amount of dividends in this case will be 2,743,828,365 yen.
- (3) Effective date of distribution of surplus  
June 27, 2018

**Proposal No. 2:** Partial Amendments to the Articles of Incorporation

To enhance management transparency from the perspective of reinforcing the corporate governance structure, the Company proposes to delete the provision regarding the appointment of Advisor in the Articles of Incorporation.

(Content of changes to the Articles of Incorporation)

(Underlines indicate changed sections.)

Present Articles of Incorporation	Proposal to Amend the Articles of Incorporation
<u>(Advisor)</u> Article 38 <u>The Board of Directors shall by its resolution appoint an advisor.</u>	Article 38 <u>Deleted</u>

**Proposal No. 3:** Election of Ten (10) Directors

The terms of office of all twelve (12) Directors: Hirohisa Fujita, Kazuyuki Kataoka, Atsushi Ukawa, Akira Tahara, Takayuki Ota, Motoshi Inoue, Hiroo Maeno, Yasuki Hosomi, Taro Ohashi, Kazuo Hiramatsu, Minoru Furukawa and Takao Koyama will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, to further deepen discussions and more flexibly make decisions at the Board of Directors meetings, the Company proposes to decrease the number of Directors by two (2) and the election of ten (10) Directors is proposed.

The candidates for Directors are as follows:

No.	Name	Current position within the Company
1	Atsushi Ukawa (Reappointment)	Director
2	Takayuki Ota (Reappointment)	Director
3	Motoshi Inoue (Reappointment)	Director
4	Hiroo Maeno (Reappointment)	Director
5	Yasuki Hosomi (Reappointment)	Director
6	Shinji Inoue (New Appointment)	
7	Kazuo Hiramatsu (Reappointment) (Outside Director)	Director
8	Minoru Furukawa (Reappointment) (Outside Director)	Director
9	Takao Koyama (Reappointment) (Outside Director)	Director
10	Tomokazu Yamazawa (New Appointment) (Outside Director)	

No.	Reappointment	Date of birth	July 19, 1956
1	Atsushi Ukawa	Years as a Director	6 years
		Number and class of the Company's shares held	Ordinary shares 19,300 shares
Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1980	Joined the Bank of Ikeda, Ltd. (currently the Senshu Ikeda Bank, Ltd.)	
Aug.	2006	General Manager, Corporate Planning Division, the Bank of Ikeda, Ltd.	
Nov.	2006	Executive Officer, the Bank of Ikeda, Ltd.	
May	2010	Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2011	Director, the Senshu Ikeda Bank, Ltd.	
Jun.	2012	Director, the Company	
Jun.	2014	Managing Director, the Senshu Ikeda Bank, Ltd.	
Jun.	2016	Director and Senior Managing Executive Officer, the Senshu Ikeda Bank, Ltd. (current position)	
Jun.	2017	Director, Secretary; in charge of Personnel and General Affairs Division; and General Manager, Personnel and General Affairs Division, the Company (current position) (Significant concurrent position) Director and Senior Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
< Reason for appointing Mr. Atsushi Ukawa as a candidate for Director > Mr. Atsushi Ukawa assumed the position of a Director of the Senshu Ikeda Bank, Ltd., a Group company, after having served in the Corporate Planning, operation & system and several other departments. After assuming the position of Director of the Senshu Ikeda Bank, Ltd., he successively held the positions of General Manager of the Operation Management Division and the Corporate Planning Division, Director in charge of Regional Headquarters and Director in charge of the Loan, personnel affairs and several other departments. He is especially well versed in the Corporate Planning and operation & system departments. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the overall business of the Group and sufficiently high social credibility.			

No.	Reappointment	Date of birth	January 29, 1958
2	Takayuki Ota	Years as a Director	2 years
		Number and class of the Company's shares held	Ordinary shares 17,780 shares
Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1981	Joined the Senshu Bank, Ltd. (currently the Senshu Ikeda Bank, Ltd.)	
Jun.	2009	General Manager, Credit Analysis Division, the Senshu Bank, Ltd.	
May	2010	Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2011	Administration Officer, General Manager, Credit Division I, the Senshu Ikeda Bank, Ltd.	
Jun.	2013	Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2014	Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2016	Director and Senior Managing Executive Officer, the Senshu Ikeda Bank, Ltd. (current position)	
Jun.	2016	Director, the Company (current position) (Significant concurrent position) Director and Senior Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
< Reason for appointing Mr. Takayuki Ota as a candidate for Director > Mr. Takayuki Ota successively held the positions of General Manager of divisions and headquarters mainly in the Loan and CS departments of the Senshu Ikeda Bank, Ltd., a Group company. He also has considerable achievements in administering branch management as Director in charge of Regional Headquarters. Accordingly, the Company believes that he has the abundant knowledge and experience to ensure precise, fair and efficient execution of the business of the Group and sufficiently high social credibility.			



No.	Reappointment	Date of birth	May 31, 1960
3	Motoshi Inoue	Years as a Director	4 years
		Number and class of the Company's shares held	Ordinary shares 16,786 shares
Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1983	Joined the Bank of Ikeda, Ltd. (currently the Senshu Ikeda Bank, Ltd.)	
Nov.	2006	General Manager, Ashiya Branch, the Bank of Ikeda, Ltd.	
Apr.	2008	Executive Officer, the Bank of Ikeda, Ltd.	
May	2010	Executive Officer, the Senshu Ikeda Bank, Ltd.	
Apr.	2013	Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2014	Director, the Company (current position)	
Jun.	2014	Managing Director, the Senshu Ikeda Bank, Ltd.	
Jun.	2016	Director and Senior Managing Executive Officer, the Senshu Ikeda Bank, Ltd. (current position) (Significant concurrent position) Director and Senior Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
< Reason for appointing Mr. Motoshi Inoue as a candidate for Director > Mr. Motoshi Inoue has long experience in the CS department of the Senshu Ikeda Bank, Ltd., a Group company. After having served as General Manager of the Tokyo Branch, Director in charge of Regional Headquarters and Director in charge of the Private Banking and several other departments, he assumed the position of Director of the Company. He successively held the positions of Director in charge of Regional Headquarters, and Director in charge of the CS, Loan and several other departments. He is especially well versed in the CS department and has considerable achievements in administering branch management as Director in charge of Regional Headquarters. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the business of the Group and sufficiently high social credibility.			

No.	Reappointment	Date of birth	January 30, 1962
4	Hiroo Maeno	Years as a Director	4 years
		Number and class of the Company's shares held	Ordinary shares 17,400 shares
Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1985	Joined the Senshu Bank, Ltd. (currently the Senshu Ikeda Bank, Ltd.)	
Jun.	2012	General Manager, Risk Management Division, the Senshu Ikeda Bank, Ltd.	
Jun.	2012	General Manager, General Risk Management Division, the Company	
Jun.	2013	Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2014	Director, the Company	
Jun.	2014	Director, the Senshu Ikeda Bank, Ltd.	
Jun.	2016	Director and Managing Executive Officer, the Senshu Ikeda Bank, Ltd. (current position)	
Jun.	2017	Director in charge of Corporate Planning Division and Secretary Office, the Company (current position) (Significant concurrent position) Director and Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
< Reason for appointing Mr. Hiroo Maeno as a candidate for Director > Mr. Hiroo Maeno has long experience in the Corporate Planning Headquarters of the Senshu Ikeda Bank, Ltd., a Group company. After having served in the Loan department, the Risk Management and several other Headquarters, he assumed the position of Director of the Company. He successively held the positions of Director in charge of the Risk Management Headquarters and General Manager of the Personnel Division. He is especially well versed in the Corporate Planning and Risk Management Headquarters. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the business of the Group and sufficiently high social credibility.			

No.	Reappointment	Date of birth	February 15, 1963
5	Yasuki Hosomi	Years as a Director	2 years
		Number and class of the Company's shares held	Ordinary shares 26,188 shares
Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1985	Joined the Bank of Ikeda, Ltd. (currently the Senshu Ikeda Bank, Ltd.)	
Apr.	2012	General Manager, Sakai Branch, the Senshu Ikeda Bank, Ltd.	
Jun.	2013	Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2015	Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2016	Director and Managing Executive Officer, the Senshu Ikeda Bank, Ltd. (current position)	
Jun.	2016	Director, the Company (current position) (Significant concurrent position) Director and Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
<p>&lt; Reason for appointing Mr. Yasuki Hosomi as a candidate for Director &gt;  Mr. Yasuki Hosomi has long experience in the business offices of the Senshu Ikeda Bank, Ltd., a Group company, successively serving as General Manager of four branches and General Manager of three divisions centering on the CS department. He also has considerable achievements in administering branch management as Director in charge of Regional Headquarters. Accordingly, the Company believes that he has abundant knowledge and experience to ensure precise, fair and efficient execution of the business of the Group and sufficiently high social credibility.</p>			

No.	New Appointment	Date of birth	July 26, 1961
6	Shinji Inoue	Years as a Director	— years
		Number and class of the Company's shares held	Ordinary shares 14,862 shares
Past experience (Positions, responsibilities, and significant concurrent positions)			
Apr.	1985	Joined the Senshu Bank, Ltd. (currently the Senshu Ikeda Bank, Ltd.)	
Mar.	2014	General Manager, Abeno Harukas Branch, the Senshu Ikeda Bank, Ltd.	
Jun.	2014	Executive Officer, the Senshu Ikeda Bank, Ltd.	
Jun.	2016	Managing Executive Officer, the Senshu Ikeda Bank, Ltd. (Significant concurrent position) Managing Executive Officer, the Senshu Ikeda Bank, Ltd.	
<p>&lt; Reason for appointing Mr. Shinji Inoue as a candidate for Director &gt;  Mr. Shinji Inoue successively held the positions of General Manager of the Risk Management, Loan and CS departments. He also has considerable achievements in his current position of Director in charge of the operation &amp; system department. Accordingly, the Company believes that he has the abundant knowledge and experience to ensure precise, fair and efficient execution of the business of the Group and sufficiently high social credibility.</p>			

No.	Reappointment/Outside Director	Date of birth	August 10, 1947	
		Years as a Director	7 years	
		Number and class of the Company's shares held	Ordinary shares 1,600 shares	
7	<b>Kazuo Hiramatsu</b>			
Past experience (Positions, responsibilities, and significant concurrent positions)				
Apr.	1979	Assistant Professor, School of Business Administration, Kwansei Gakuin University		
Apr.	1985	Professor, School of Business Administration, Kwansei Gakuin University		
Apr.	2001	Trustee, Kwansei Gakuin		
Apr.	2002	President, Kwansei Gakuin University		
Jun.	2008	Outside Director, Sumitomo Electric Industries, Ltd. (current position)		
Jun.	2010	Outside Audit & Supervisory Board Member, Daido Life Insurance Company (current position)		
Jun.	2010	Outside Director, Member of the Board, ShinMaywa Industries, Ltd. (current position)		
Jun.	2011	Outside Director, the Company (current position)		
Jun.	2011	Outside Director, the Senshu Ikeda Bank, Ltd.		
Apr.	2016	Councilor, Kwansei Gakuin (current position)		
Apr.	2016	Professor Emeritus, Kwansei Gakuin University (current position)		
(Significant concurrent positions)				
Outside Director, Member of the Board, ShinMaywa Industries, Ltd.				
Councilor, Kwansei Gakuin				
< Reason for appointing Mr. Kazuo Hiramatsu as a candidate for Outside Director >				
Mr. Kazuo Hiramatsu has a wide range of experience and a high level of views from his past experience as President of Kwansei Gakuin University, as well as the current positions of Outside Director of Sumitomo Electric Industries, Ltd. and ShinMaywa Industries, Ltd., and Outside Audit & Supervisory Board Member of Daido Life Insurance Company. As he also has sufficiently high social credibility, the Company believes that he will be able to fulfill the role of Outside Director.				

No.	Reappointment/Outside Director	Date of birth	June 13, 1943	
		Years as a Director	1 year	
		Number and class of the Company's shares held	Ordinary shares 1,600 shares	
8	<b>Minoru Furukawa</b>			
Past experience (Positions, responsibilities, and significant concurrent positions)				
Apr.	1966	Joined Hitachi Zosen Corporation		
Jun.	1994	Chief Manager, Accounting Department, Hitachi Zosen Corporation		
Apr.	1998	Director, Hitachi Zosen Corporation		
Jun.	2001	Representative Director and Senior Managing Director, Hitachi Zosen Corporation		
Apr.	2005	Representative Director and President, Hitachi Zosen Corporation		
Jun.	2010	Representative Director, Chairman and President, Hitachi Zosen Corporation		
Apr.	2013	Representative Director, Chairman and CEO, Hitachi Zosen Corporation		
Apr.	2016	Representative Director and Chairman, Hitachi Zosen Corporation		
Jun.	2016	Outside Director, the Senshu Ikeda Bank, Ltd.		
Apr.	2017	Senior Corporate Advisor, Hitachi Zosen Corporation		
Jun.	2017	Senior Corporate Advisor, Hitachi Zosen Corporation (current position)		
Jun.	2017	Outside Director, UNITIKA LTD. (current position)		
Jun.	2017	Non-Executive Director (non-full time), the Senshu Ikeda Bank, Ltd. (current position)		
Jun.	2017	Outside Director, the Company (current position)		
(Significant concurrent positions)				
Non-Executive Director (non-full time), the Senshu Ikeda Bank, Ltd.				
Senior Corporate Advisor, Hitachi Zosen Corporation				
Outside Director, UNITIKA LTD.				
Outside Director, The Midori Kai Co., Ltd.				
Outside Director, Osaka International Convention Center Corporation				
Outside Audit & Supervisory Board Member, Osaka District Development Company, Incorporated				
Outside Director, OKK Corporation				
Vice Chairman, Osaka Chamber of Commerce and Industry				
Vice-Chairman, The Japan Machinery Federation				
Executive Director, Kansai Economic Federation				
< Reason for appointing Mr. Minoru Furukawa as a candidate for Outside Director >				
Mr. Minoru Furukawa has successively held such positions as Representative Director of Hitachi Zosen Corporation as well as key positions for Osaka Chamber of Commerce and Industry, The Japan Machinery Federation, and Kansai Economic Federation. With his wide range of experience and high level of views as well as his sufficiently high social credibility, the Company believes that he will be able to fulfill the role of Outside Director.				

No.	Reappointment/Outside Director	Date of birth	December 11, 1948	
9	Takao Koyama	Years as a Director	1 year	
		Number and class of the Company's shares held	Ordinary shares 1,600 shares	
Past experience (Positions, responsibilities, and significant concurrent positions)				
Apr.	1971	Joined Hitachi, Ltd.		
Apr.	2004	General Manager, Kanto Area Operation, Hitachi, Ltd.		
Apr.	2007	Vice President and Executive Officer; and General Manager of Kansai Area Operation, Hitachi, Ltd.		
Apr.	2011	Representative Director, Executive Vice President and Executive Officer, Hitachi Solutions, Ltd.		
Apr.	2012	Director, Executive Vice President and Executive Officer, Hitachi Solutions, Ltd.		
Jun.	2016	Outside Director, the Senshu Ikeda Bank, Ltd.		
Jun.	2017	Non-Executive Director (non-full time), the Senshu Ikeda Bank, Ltd. (current position)		
Jun.	2017	Outside Director, the Company (current position) (Significant concurrent position) Non-Executive Director (non-full time), the Senshu Ikeda Bank, Ltd.		
< Reason for appointing Mr. Takao Koyama as a candidate for Outside Director > As a Vice President, Executive Officer and Branch President of Kansai Branch Office, Hitachi, Ltd., Mr. Takao Koyama successively held such positions as Deputy General Manager of Corporate Sales & Marketing Group, followed by his position as a Representative Director and Executive Vice President of Hitachi Solutions, Ltd. With his wide range of experience and high level of views as well as his sufficiently high social credibility, the Company believes that he will be able to fulfill the role of Outside Director.				

No.	New Appointment/Outside Director	Date of birth	November 26, 1947	
10	Tomokazu Yamazawa	Years as a Director	— years	
		Number and class of the Company's shares held	Ordinary shares 2,340 shares	
Past experience (Positions, responsibilities, and significant concurrent positions)				
Apr.	1971	Joined Keihanshin Electric Express Railway Co., Ltd. (currently Hankyu Hanshin Holdings, Inc.)		
Jun.	1999	Deputy General Manager of Corporate Control Division and Head of Public Relations Office, Hankyu Corporation		
Jun.	2000	Director and General Manager of Corporate Control Division, Hankyu Corporation		
Apr.	2002	Director, Hankyu Corporation		
Apr.	2002	President and Representative Director, Dai-ichi Hankyu Hotels Co., Ltd.		
Apr.	2005	President and Representative Director, Hankyu Hotel Management Co., Ltd.		
Jun.	2007	Director, Hankyu Hanshin Holdings, Inc.		
Apr.	2008	President and Representative Director, Hankyu Hanshin Hotels Co., Ltd.		
Apr.	2012	Chairman and Representative Director, Hankyu Hanshin Hotels Co., Ltd.		
Jun.	2012	Advisor, Hankyu Hanshin Hotels Co., Ltd.		
Jun.	2012	President and Representative Director, Hanshin Expressway Company Limited		
Apr.	2014	Special Advisor, Hankyu Hanshin Hotels Co., Ltd. (current position)		
Jun.	2016	Special Advisor, Hanshin Expressway Co., Ltd. (current position)		
Jun.	2017	Outside Director, the Senshu Ikeda Bank, Ltd. (current position)		
Sep.	2017	Outside Director, Charm Care Corporation (current position) (Significant concurrent positions) Non-Executive Director (non-full time), the Senshu Ikeda Bank, Ltd. Special Advisor, Hankyu Hanshin Hotels Co., Ltd. Special Advisor, Hanshin Expressway Company Limited Outside Director, Charm Care Corporation.		
< Reason for appointing Mr. Tomokazu Yamazawa as a candidate for Outside Director > Mr. Tomokazu Yamazawa has successively held numerous Representative Director positions in the Hankyu Hanshin Holdings Group. With his wide range of experience and high level of views as well as his sufficiently high social credibility, the Company believes that he will be able to fulfill the role of Outside Director.				

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Mr. Kazuo Hiramatsu, Mr. Minoru Furukawa, Mr. Takao Koyama and Mr. Tomokazu Yamazawa are candidates for Outside Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Japanese Companies Act.  
The Company has submitted to the Tokyo Stock Exchange a notification designating Mr. Kazuo Hiramatsu, Mr. Minoru Furukawa and Mr. Takao Koyama as Independent Officers pursuant to the regulations of the Tokyo Stock Exchange. If the election of Mr. Kazuo Hiramatsu, Mr. Minoru Furukawa and Mr. Takao Koyama is approved, they will continue to be Independent Officers. If the election of Mr. Tomokazu Yamazawa is approved, he will be newly appointed as Independent Officer.
  3. Mr. Minoru Furukawa is scheduled to be appointed as Outside Director of OKK Corporation at the 160th Annual General Meeting of Shareholders of the said company to be held on June 27, 2018.
  4. Mr. Kazuo Hiramatsu is to retire from the positions of Outside Audit & Supervisory Board Member, Daido Life Insurance Company and Outside Director, Sumitomo Electric Industries, Ltd. in June 2018.
  5. Although Mr. Kazuo Hiramatsu has never been involved in corporate management in ways other than assuming the positions as Outside Director and Outside Audit & Supervisory Board Member, due to the above reasons for appointing him as a candidate for Outside Director, the Company believes that he can appropriately fulfill the duties of Outside Director.
  6. Sumitomo Electric Industries, Ltd., where Mr. Kazuo Hiramatsu serves as Outside Director, received an order from the National Development and Reform Commission of the Republic of China to pay surcharge under Anti-Monopoly Act of the country in August 2014, in relation to the transactions of products related to automotive wiring harnesses. However, the violation is acknowledged to have stopped in 2009, before Mr. Kazuo Hiramatsu assumed office as an Outside Director. Although Mr. Kazuo Hiramatsu was unaware of the violating acts until such matters were identified, he has often confirmed and expressed his opinion on internal control systems and specific measures based on the changes in global regulations or the wrongdoing of other companies. After the matters were discovered, he has made comments regarding maintenance and enhancement as well as ensuring the effectiveness, etc., of the compliance structure against competition laws across the Group to eradicate and prevent from recurring any violating acts against Anti-Monopoly Act including competition law of other country.
  7. Although Mr. Kazuo Hiramatsu, Mr. Minoru Furukawa and Mr. Takao Koyama are currently Outside Directors of the Company, their terms of office as Outside Directors will be seven (7) years for Mr. Kazuo Hiramatsu and one (1) year for both Mr. Minoru Furukawa and Mr. Takao Koyama at the conclusion of this General Meeting of Shareholders.
  8. Although Mr. Tomokazu Yamazawa is currently Outside Director of the Senshu Ikeda Bank, Ltd., he is to become Non-Executive Director (non-full time) on June 26, 2018.
  9. Liability limitation agreements with Outside Directors  
In accordance with stipulations in the Articles of Incorporation, the Company has concluded liability limitation agreements with Outside Directors to limit the liabilities of Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, assuming that the duties of the Outside Directors are performed in good faith and without gross negligence.  
If Mr. Kazuo Hiramatsu, Mr. Minoru Furukawa, Mr. Takao Koyama and Mr. Tomokazu Yamazawa are elected as Outside Directors at this General Meeting of Shareholders, the Company plans to continue this agreement with the three (3) reappointed Directors and newly conclude the same with the one (1) newly appointed Director.

<Reference>

### **Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members**

The Senshu Ikeda Group judges the independence of the respective candidates for Outside Directors/Audit & Supervisory Board Members according to the following criteria.

<Standard for judging the independence>

At the Senshu Ikeda Group, as a general rule, Outside Directors/Audit & Supervisory Board Members shall be those who do not fall under any of the following requirements, at present or recently.<sup>1</sup>

1. A person who deems the Group to be a major<sup>2</sup> business partner, or in the case of a company, an executing person thereof.
2. A person who the Group deems to be a major business partner, or in the case of a company, an executing person thereof.
3. A business consultant, an accounting specialist or a legal specialist who has received a large sum<sup>3</sup> of money and other properties other than Officers' remuneration from the Group (or a quasi-executing person who has belonged to the payee's group).
4. A person who the Company deems to be a major shareholder<sup>4</sup> of the Company, or in the case of a company, an executing person thereof.
5. A payee of a large sum of donation from the Group, or a quasi-executing person of the payee's group, in the case where the receiver of the monies, etc., is an entity.
6. A former executing person of any of the Group companies in the past.<sup>5</sup>
7. A relative<sup>6</sup> of a person (excluding those who are not significant) mentioned below:
  - A. A person who is mentioned in the aforementioned items 1 through 6.
  - B. Directors, Audit & Supervisory Board Members, Executive Officers and important employees of any of the Group companies

Notes:

1. Definition of "recently": Refers to cases that might be regarded as almost "at present," for example, including the case where said person fell under any infringement requirement item since the content of a proposal for the selection as Outside Director or Outside Audit & Supervisory Board Member was determined.
2. Definition of "major": Refers to 2% or more of the consolidated net sales per annum (Consolidated ordinary income in case of the Company) for the nearest fiscal year, as a benchmark for judgment.
3. Definition of "a large sum": Refers to a three-year average amount of ¥10 million or more per annum for the past three years.
4. Definition of "major shareholder": Refers to a shareholder who held 10% or more of the total voting rights at the end of the nearest fiscal year.
5. Definition of "past": Refers to "within 10 years up to the present."
6. Definition of "relative": Refers to "within the second degree of kinship of a person."

End