

To Shareholders:

Etsuroh Mori
President and Representative Director
INES Corporation
9-2, Ushikubo 3-chome
Tsuzuki-ku, Yokohama-city
Kanagawa Prefecture, Japan

Notice of Convocation of the 53rd Ordinary General Meeting of Shareholders

I would like to thank all of you for your continued support of our company.

You are hereby invited to the 53rd Ordinary General Meeting of Shareholders of INES Corporation (the Company), which will be held as stated below.

If attending in person, please present the enclosed Voting Rights Exercise Form at the meeting reception desk. If you are unable to attend the meeting in person, you can exercise your voting rights by either of the two methods stated below. Please review “Ordinary General Meeting of Shareholders Reference Documents” provided and exercise your voting rights by dates stated below.

[Exercising voting rights by mail]

Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and return it by mail so that it arrives by Thursday, June 25, 2015.

[Exercising voting rights via the Internet]

Please access the website (<http://www.evotep.jp/>) designated by the Company for the purpose of exercising voting rights, log in using the “login ID” and “password” provided in the Voting Rights Exercise Form enclosed herein and enter your approval or disapproval of the proposals following the instructions displayed on the screen by 5:20 p.m. on Thursday, June 25, 2015.

When exercising your voting rights via the Internet, please review the “Procedures for exercising your voting rights via the Internet” on page 15 of this Notice of Convocation.

Particulars

- 1. Date and Time:** 10:00 a.m. on June 26, 2015 (Friday)
(The reception desk is scheduled to open at 9:00 a.m.)
- 2. Place:** INES Corporation
4th Floor Hall of INES Corporation
9-2, Ushikubo 3-chome, Tsuzuki-ku,
Yokohama-city, Kanagawa Prefecture, Japan

3. Agenda:

Matters to be Reported:

- Item 1:** The Report on the Business Report, Consolidated Financial Statements and the Audit Results on the Consolidated Financial Statements by the

Accounting Auditors and the Board of Corporate Auditors for the 53rd fiscal year (from April 1, 2014, to March 31, 2015)

Item 2: The Report on the Non-Consolidated Financial Statements for the 53rd fiscal year (from April 1, 2014, to March 31, 2015)

Matters to be Resolved:

Item 1: Appropriation of Retained Earnings

Item 2: Capital Stock and Capital Reserve Reductions

Item 3: Election of Eight (8) Corporate Directors

Item 4: Election of Two (2) Corporate Auditors

Item 5: Election of One (1) Substitute Corporate Auditor

4. Matters Determined Relating to Convocation

(1) Exercise of Voting Rights by Proxy

In accordance with Article 20 of the Company's Articles of Incorporation, when exercising voting rights by proxy, the proxy is limited to one (1) shareholder of the Company who has voting rights. Moreover, in this case the proxy must present, in addition to the Voting Rights Exercise Form, a mandate form or other documents to prove power of attorney at the reception desk of the Ordinary General Meeting of Shareholders.

(2) Handling of the Voting Rights Exercise Form Submitted by Shareholders

Regarding the aforementioned Ordinary General Meeting of Shareholders, if a shareholder presents a Voting Rights Exercise Form on which approval or disapproval of all the items on the agenda has not been indicated, this will be taken as indication of intent to approve the Company's proposals.

(3) Method of Notification in the Event of Inconsistent Exercise of Voting Rights

In the event that shareholders exercise voting rights inconsistently, the parties must inform the Company in writing at least three days prior to the convening of the Ordinary General Meeting of Shareholders of the cause or reasons for the inconsistency.

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- In accordance with the provisions of laws and Article 17 of the Company's Articles of Incorporation, the following items are posted on the Company's website (<http://www.ines.co.jp>) and are therefore not included in the documents accompanying this Notice of Convocation. Furthermore, the documents accompanying this Notice of Convocation are a part of the target audited by the Corporate Auditors and the Accounting Auditors separately, when creating the Audit Report.
 - 1) Basic Policies related to the Company's Ownership Control in the Business Report
 - 2) Consolidated Notes to the Consolidated Financial Statements
 - 3) Individual Notes to the Non-Consolidated Financial Statements
 - In the event that the Ordinary General Meeting of Shareholders Reference Documents, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements need to be revised, the amendments will be publicized by posting on the Company's website.

Disclaimer: This is the translation of the original notice of convocation in Japanese. In case of any discrepancy between the translation and the original Japanese, the Japanese version shall prevail.

Consolidated Balance Sheets
(As of March 31, 2015)

(¥ millions)

Item	Amount	Item	Amount
ASSETS		LIABILITIES	
Current Assets:	23,835	Current Liabilities:	8,068
Cash and deposits	8,459	Accounts payable	2,266
Notes and accounts receivable	12,402	Accrued expenses	948
Short-term securities	351	Income taxes payable	678
Work in process	1,454	Accrued consumption taxes	740
Raw materials and supplies	85	Advances received	143
Prepaid expenses	231	Provision for bonuses	1,127
Deferred tax assets	816	Provision for directors' bonuses	53
Others	44	Provision for loss on order received	668
Allowance for doubtful accounts	(12)	Others	1,441
Noncurrent Assets:	38,043	Noncurrent Liabilities:	10,565
Tangible Noncurrent Assets:	29,409	Provision for directors' retirement benefits	209
Buildings and structures	10,773	Net defined benefit liability	10,002
Tools, furniture and fixture	1,231	Assets retirement obligations	160
Land	17,404	Others	193
Intangible Noncurrent Assets:	2,909	Total Liabilities	18,634
Software	2,872	NET ASSETS	
Others	37	Shareholders' Equity:	43,528
Investments and Other Assets:	5,724	Capital stock	31,457
Investment securities	1,663	Capital surplus	7,864
Long-term prepaid expenses	305	Retained earnings	4,271
Deferred tax assets	3,232	Treasury stock	(65)
Others	522	Accumulated Other Comprehensive Income:	(312)
		Valuation difference on available-for-sale securities	474
		Remeasurements of defined benefit plans, net of tax	(787)
		Minority Interests:	29
		Total Net Assets	43,245
Total Assets	61,879	Total Liabilities and Net Assets	61,879

Consolidated Statements of Operations
(For the year from April 1, 2014 to March 31, 2015)

(¥ millions)

Item	Amount	
Revenue		38,855
Cost of Sales		31,573
Gross Profit		7,281
Selling, general and administrative expenses		5,332
Operating Income		1,949
Non-Operating Income:		81
Interest income	3	
Dividends income	17	
Real estate rent	41	
Dividend income on insurance	4	
Others	14	
Non-Operating Expenses:		44
Interest expenses	4	
Rent expenses on real estate	37	
Others	3	
Ordinary Income		1,986
Extraordinary Income:		38
Gain on sales of investment securities	1	
Gain on reversal of subscription rights to shares	36	
Extraordinary Losses:		18
Loss on retirement of noncurrent assets	17	
Others	0	
Income before Income Taxes		2,006
Income Taxes and Others		1,019
Adjustment of Corporate Taxes		139
Income before Minority Interest		847
Minority interests in loss		0
Net Income		847

Consolidated Statements of Changes in Shareholders' Equity
(For the year from April 1, 2014 to March 31, 2015)

(¥ millions)

	Shareholder's equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at April 1, 2014	31,457	17,548	6,045	(11,631)	43,420
Cumulative effects of changes in accounting policies			(67)		(67)
Restated balance	31,457	17,548	5,978	(11,631)	43,353
Changes during year					
Cash dividends from retained earnings			(672)		(672)
Net income			847		847
Purchase of treasury stock				(2)	(2)
Disposal of treasury stock		0		0	0
Retirement of treasury stock		(9,684)	(1,882)	11,567	-
Exercise of subscription rights to shares		0		1	1
Net changes of items other than shareholders' equity					
Total changes during year	-	(9,684)	(1,707)	11,566	174
Balance at March 31, 2015	31,457	7,864	4,271	(65)	43,528

	Accumulated other comprehensive income			Stock acquisition rights	Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at April 1, 2014	285	(628)	(343)	37	29	43,144
Cumulative effects of changes in accounting policies						(67)
Restated balance	285	(628)	(343)	37	29	43,076
Changes during year						
Cash dividends from retained earnings						(672)
Net income						847
Purchase of treasury stock						(2)
Disposal of treasury stock						0
Retirement of treasury stock						-
Exercise of subscription rights to shares				(0)		1
Net changes of items other than shareholders' equity	189	(158)	30	(36)	(0)	(6)
Total changes during year	189	(158)	30	(37)	(0)	168
Balance at March 31, 2015	474	(787)	(312)	-	29	43,245

Non-Consolidated Balance Sheets
(As of March 31, 2015)

(¥ millions)

Item	Amount	Item	Amount
ASSETS		LIABILITIES	
Current Assets:	20,188	Current Liabilities:	7,437
Cash and deposits	5,691	Accounts payable	2,311
Accounts receivable	11,847	Accrued payable	251
Short-term securities	151	Accrued expenses	800
Work in process	1,422	Income taxes payable	548
Raw materials and supplies	85	Accrued consumption taxes	581
Prepaid expenses	210	Advances received	143
Deferred tax assets	746	Deposits received	353
Others	44	Provision for bonuses	994
Allowance for doubtful accounts	(12)	Provision for directors' bonuses	43
		Provision for loss on order received	668
Noncurrent Assets:	37,858	Others	743
Tangible Noncurrent Assets:	28,112	Noncurrent Liabilities:	8,670
Buildings	10,289	Provision for retirement benefits	8,252
Structures	45	Provision for directors' retirement benefits	122
Tools, furniture and fixture	1,037	Assets retirement obligations	146
Land	16,739	Others	149
Intangible Noncurrent Assets:	2,864	Total Liabilities	16,108
Telephone rights	22	NET ASSETS	
Software	2,840	Shareholders' Equity:	41,463
Others	1	Capital Stock:	31,457
Investments and Other Assets:	6,881	Capital Surplus:	7,864
Investments securities	1,447	Capital reserve	7,864
Shares in affiliates	1,278	Retained earnings:	2,206
Investments in capital of subsidiaries and affiliates	13	Other retained earnings	2,206
Long-term prepaid expenses	305	Retained earnings carried forward	2,206
Deferred tax assets	2,627	Treasury stock:	(65)
Guarantee deposited	1,023	Valuation, Translation Adjustment and Others:	474
Long-term loans	13	Valuation difference on available-for-sale securities	474
Utility membership	103	Total Net Assets	41,938
Others	69	Total Liabilities and Net Assets	58,046
Total Assets	58,046		

Non-Consolidated Statements of Operations
(For the year from April 1, 2014 to March 31, 2015)

(¥ millions)

Item	Amount	
Revenue		35,288
Cost of Sales		28,952
Gross Profit		6,336
Selling, general and administrative expenses		4,832
Operating Income		1,503
Non-Operating Income:		220
Interest income	0	
Dividend income on securities	1	
Dividends income	38	
Real estate rent	163	
Others	17	
Non-Operating Expenses:		169
Interest expenses	2	
Rent expenses on real estate	163	
Others	3	
Ordinary Income		1,554
Extraordinary Income:		36
Gain on reversal of subscription rights to shares	36	
Extraordinary Losses:		15
Loss on retirement of noncurrent assets	15	
Income before Income Taxes		1,575
Income Taxes and Others		826
Adjustment of Corporate Taxes		141
Net Income		607

Non-Consolidated Statements of Changes in Shareholders' Equity
(For the year from April 1, 2014 to March 31, 2015)

(¥ millions)

	Shareholders' equity					
	Capital stock	Capital surplus			Retained earnings	
		Capital reserve	Other capital surplus	Total capital surplus	Other retained earnings	Total retained earnings
				Retained earnings carried forward		
Balance at April 1, 2014	31,457	7,864	9,684	17,548	4,221	4,221
Cumulative effects of changes in accounting policies					(67)	(67)
Restated balance	31,457	7,864	9,684	17,548	4,154	4,154
Changes during year						
Cash dividends from retained earnings					(672)	(672)
Net income					607	607
Purchase of treasury stock						
Disposal of treasury stock			0	0		
Retirement of treasury stock			(9,684)	(9,684)	(1,882)	(1,882)
Exercise of subscription rights to shares			0	0		
Net changes of items other than shareholders' equity						
Total changes during year	-	-	(9,684)	(9,684)	(1,947)	(1,947)
Balance at March 31, 2015	31,457	7,864	-	7,864	2,206	2,206

	Shareholders' equity		Valuation, translation adjustment and others		Stock acquisition rights	Total net assets
	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation, translation, adjustment and others		
Balance at April 1, 2014	(11,631)	41,596	285	285	37	41,919
Cumulative effects of changes in accounting policies		(67)				(67)
Restated balance	(11,631)	41,528	285	285	37	41,851
Changes during year						
Cash dividends from retained earnings		(672)				(672)
Net income		607				607
Purchase of treasury stock	(2)	(2)				(2)
Disposal of treasury stock	0	0				0
Retirement of treasury stock	11,567	-				-
Exercise of subscription rights to shares	1	1			(0)	1
Net changes of items other than shareholders' equity			188	188	(36)	151
Total changes during year	11,566	(65)	188	188	(37)	86
Balance at March 31, 2015	(65)	41,463	474	474	-	41,938

Ordinary General Meeting of Shareholders Reference Documents

Item 1: Appropriation of Retained Earnings

Based on comprehensive consideration of various factors, including its performance in the year under review, appropriation of profit, and future business strategies, the Company plans to declare a year-end dividend as follows.

For the year, we plan to pay total annual dividends of ¥21.00 per share. This includes an interim dividend of ¥8.00 per share, paid on December 8, 2014, and a commemorative dividend of ¥5.00 per share.

Year-end dividend matters

(1) Type of dividend

Cash dividend

(2) Financial assets to be distributed as dividends and total dividend amount

¥8.00 per share of common stock

¥256,083,264 total dividend payment

(3) Effective date of appropriation of retained earnings as cash dividends

June 29, 2015

Item 2: Capital Stock and Capital Reserve Reductions

To enhance the flexibility and maneuverability of medium- to long-term capital policies going forward, in accordance with Article 447(1) and Article 448(1) of the Companies Act, the Company plans to reduce capital stock and capital reserve amounts and transfer the entire reduction amount to other capital surplus.

Furthermore, this resolution will not change the total number of outstanding common shares. It only involves a reduction in the amount of capital stock and capital reserves and will not affect the number of shares held by our shareholders. Also, as the transfer is between line items under the net assets category; there is no change to net asset amount

(1) Reduction in capital stock and capital reserve amounts

Capital stock of 31,457,891,250 yen, reduced by 16,457,891,250 yen
to capital stock of 15,000,000,000 yen

Capital reserves of 7,864,472,813 yen, reduced by 4,114,472,813 yen,
to capital reserves of 3,750,000,000 yen

(2) Method of reducing capital stock and capital reserve amounts

The entire capital stock and capital reserve reduction amount will be transferred to other capital surplus.

(3) Effective date of capital stock and capital reserves reduction

June 26, 2015

Item 3: Election of Eight (8) Corporate Directors

The term of office for all nine (9) directors of the Company expires at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, we propose to decrease the number of directors by one (1) to streamline our management structure so that eight (8) directors are elected.

The candidates for the position of director are as follows:

Nominee Number	Name (Date of Birth)	Brief Personal History and Important Concurrent Role	Company Shares Owned
1	Etsuroh Mori (November 24 1952)	Apr. 1975 Joined Hitachi, Ltd. Apr. 2006 General Manager, Project Management Division, Hitachi Software Engineering Co., Ltd. (now Hitachi Solutions, Ltd.) Apr. 2007 Corporate Officer, Hitachi Software Engineering Co., Ltd. Apr. 2011 Vice President and Executive Officer, Hitachi Software Engineering Co., Ltd. Apr. 2012 President, Hitachi East Japan Solutions, Ltd. (now Hitachi Solutions East Japan, Ltd.) Apr. 2014 Vice President Jun. 2014 President and Representative Director (Current position)	22,300
2	Minoru Toyama (May 1, 1952)	Apr. 1971 Joined Hitachi Software Engineering Co., Ltd. (now Hitachi Solutions, Ltd.) Sep. 2003 Manager, Kyushu Branch, Solution 2nd Sales Division, Sales Operations, Hitachi Software Engineering Co., Ltd. Mar. 2006 Joined the Company Oct. 2008 General Manager, Corporate Sales Division, Public Service Systems Group Apr. 2011 Executive Officer and General Manager, Sales Administration Division Jun. 2013 Director and Executive Officer; General Manager, Sales Administration Division Apr. 2015 Director, Managing Executive Officer (Current position) Manages: Sales Administration Division, Regional Office Division, Business Planning Division, Human Resources and General Affairs Division and Procurement Department	8,600
3	Koichi Yoshimura (October 25, 1965)	Apr. 1988 Joined the Company Aug. 2010 General Manager, Life Insurance Institution Systems Division, Finance Systems Group Apr. 2013 Executive Officer and Group Executive, Finance Systems Group Jun. 2014 Director and Executive Officer, General Manager, Financial Systems Group Apr. 2015 Director, Managing Executive Officer, General Manager, Public Service Systems Group (Current position) Manages: Industrial Systems Group, Quality Assurance Department	4,500
4	[New Appointee] Eijiro Suzuki (March 21, 1957)	Apr. 1980 Joined The Sanwa Bank, Limited (now The Bank of Tokyo-Mitsubishi UFJ) Feb. 2008 Europe General Manager, Europe Division, Tokyo-Mitsubishi UFJ May 2010 General Manager, Overseas Business	2,900

		<p>Promotion Division</p> <p>Oct. 2010 Concurrent General Manager, Financial Systems Division, Financial Systems Group and General Manager, Overseas Business Promotion Division</p> <p>Apr. 2013 Executive Officer and General Manager, Financial Systems Division</p> <p>Apr. 2015 Executive Officer and General Manager, Financial Systems Group (Current position)</p>	
5	[New Appointee] Katsushi Takano (January 6, 1960)	<p>Dec. 1985 Joined the Company</p> <p>Oct. 2009 General Manager, Public Service Management Division, Public Service Systems Group</p> <p>Apr. 2012 General Manager, Regional Office Division</p> <p>Apr. 2013 Executive Officer and General Manager, Management Services Group (Current position)</p> <p>Manages: Technology Division</p>	4,500
6	[New Appointee] Susumu Tsukahara (April 8, 1961)	<p>Apr. 1985 Joined The Mitsubishi Bank, Ltd. (now The Bank of Tokyo-Mitsubishi UFJ)</p> <p>Jun. 2005 Assistant Head of General Planning Office</p> <p>May 2008 Manager, Financial Accounting Office, Corporate Planning Division</p> <p>Apr. 2013 Concurrent Manager, Financial Accounting Office, Corporate Planning Division and Manager, IFRS Preparation Office, Planning Department</p> <p>Nov. 2014 Executive Director and General Manager, Financial Division (Current position)</p> <p>Manages: Corporate Planning Division, Internal Audit Office</p>	400
7	[Outside Director] Kazuhide Hamada (May 23, 1948)	<p>Apr. 1971 Joined Marubeni Electronics Co., Ltd.</p> <p>Sep. 1973 Joined Otsuka Corporation</p> <p>Mar. 1995 Managing Director and General Manager, Chubu Office, Otsuka Corporation</p> <p>Mar. 1998 Executive Director, Otsuka Corporation</p> <p>Mar. 2008 Concurrent Managing Director and Senior Executive Officer, Otsuka Corporation</p> <p>Mar. 2013 Advisor, Otsuka Corporation</p> <p>Mar. 2014 Resigned as Advisor, Otsuka Corporation</p> <p>Jun. 2014 Director (Current position)</p>	-
8	[New Appointee] [Outside Director] Shoji Nishimura (August 16, 1960)	<p>Apr. 1988 Tutor, Human Sciences Department, Waseda University</p> <p>Apr. 1997 Instructor, Human Sciences Department, Waseda Univ.</p> <p>Apr. 1999 Assistant Professor, Human Sciences Department, Waseda Univ.</p> <p>Apr. 2004 Assistant Professor, Faculty of Human Sciences Department, Waseda Univ.</p> <p>Apr. 2006 Professor, Faculty of Human Sciences Department, Waseda Univ. (Current position)</p> <p>Sep. 2014 Deputy Dean, Faculty of Human Sciences Department, Waseda Univ. (International Representative) (Current position)</p>	-

Notes:

1. None of the above appointees have special vested interests in the Company.
2. Kazuhide Hamada and Shoji Nishimura are candidates for outside director.
 - Both are candidates for independent director based on the provisions of the Tokyo Stock

- Exchange, Inc.
3. Director candidate Kazuhide Hamada was employed by the Otsuka Corporation until March 2014. Transactions between the Otsuka Corporation and the Company in the fiscal year ended March 31, 2015, accounted for less than 0.01% of consolidated net sales and in terms of purchase amounts, less than 0.1% of consolidated cost of sales. Thus, the Company considers this candidate to be sufficiently independent.
 - At present, Mr. Hamada is an outside director of the Company, a position he will have held for one year as of the 53rd Ordinary General Meeting of Shareholders.
 - The reasons for nominating Mr. Hamada as an outside director include the Company's continued expectations of management audits and checks based on a wealth of experience and perspectives as a management specialist accumulated throughout his career and many long years engaged in information services corporate management
 4. Director candidate Shoji Nishimura is employed by Waseda University. As the Company has not engaged in any business transactions with nor provided any donations to Waseda University, this candidate is considered to be sufficiently independent.
 - Mr. Nishimura was a researcher at the INES Systems Research Center from April 1991 to September 1997. He was engaged in research focused on internet usage in the education sector, which was conducted jointly between the Company and Waseda University. He also conducted research at the University of Helsinki in Finland for one year from March 2007 to March 2008.
 - Despite having no past experience directly involved in corporate management, the reasons for nominating Mr. Nishimura as an outside director include the Company's expectation of management audits and checks based on specialized expertise and experience related to technologies and businesses that have successfully commercialized education using the internet and Mr. Nishimura's lengthy engagement in research on computer science trends and applications.
 5. The Company has signed an agreement with director candidate Kazuhide Hamada to limit the liability for his actions as provided for in Article 423(1) of the Companies Act, as long as Mr. Hamada executes his duties in good faith and without gross negligence, to the amount provided for in Article 427(1) of the Companies Act. If this candidate is approved, the Company plans to continue this agreement. Also, if director candidate Shoji Nishimura is approved, the Company plans to enter into an agreement having the same details with Mr. Nishimura.

Item 4: Election of Two (2) Corporate Auditors

The term of office for two (2) of the Company's three (3) corporate auditors, Masao Tadokoro and Kunitoshi Fuwa, expires at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, we propose the election of two (2) corporate auditors.

Approval for this proposal has been obtained in advance from the Board of Corporate Auditors.

The candidates for the position of corporate auditor are as follows:

Nominee Number	Name (Date of Birth)	Brief Personal History, Position in the Company and Important Concurrent Role	Company Shares Owned
1	Masao Tadokoro (December 17, 1949)	Apr. 1972 Joined The Mitsubishi Bank, Ltd. (now The Bank of Tokyo-Mitsubishi UFJ) Jan. 1998 Manager, Tokyo Business Center, Tokyo Mitsubishi Bank Jun. 2000 Corporate Advisor Jun. 2000 Director Jun. 2005 Managing Director Jun. 2007 Corporate Auditor (Current position)	18,500
2	[New Appointee] [Outside Director] Aiichiro Uchikomi (April 14, 1952)	Apr. 1976 Joined The Mitsubishi Bank, Ltd. (now The Bank of Tokyo-Mitsubishi UFJ) Apr. 2002 Manager, IT Business Division Tokyo Mitsubishi Bank Feb. 2006 Managing Executive Officer, Ricoh	10,000

		Leasing Company, Ltd. Jun. 2006 Managing Executive Officer Apr. 2014 Director Vice-President Executive Officer Jun. 2014 Director, Aurora Servicing Company Apr. 2015 Resigned as Director at Aurora Servicing Company	
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Notes:

1. The candidates for corporate auditor have no special vested interests with the Company.
2. Aiichiro Uchikomi is a candidate for outside auditor.
 - Mr. Uchikomi is a candidate for independent director based on the provisions of the Tokyo Stock Exchange, Inc.
 - Mr. Uchikomi was employed by Ricoh Leasing Company, Ltd., until June 2014. In terms of purchase amounts, the transactions between the Company and Ricoh Leasing Company, Ltd. in the fiscal year ended March 31, 2015, amounted to less than 0.01% of consolidated cost of sales. In addition, Mr. Uchikomi was on the Board of Directors at the Aurora Servicing Company until April 2015, which had no transactions with the Company. Thus, the Company considers this candidate to be sufficiently independent.
 - The reasons for nominating Mr. Uchikomi as an outside auditor include the Company's expectations of audits based on a wealth of experience and perspectives accumulated throughout his career as a corporate manager as well as his comprehensive expertise related to finance and accounting garnered through employment in financial institutions.
 - If approved, the Company plans to sign an agreement with Mr. Uchikomi to limit the liability for his actions as provided for in Article 423(1) of the Companies Act, as long as Mr. Uchikomi executes his duties in good faith and without gross negligence, to the amount provided for in Article 427(1) of the Companies Act.

Item 5: Election of One (1) Substitute Corporate Auditor

To ensure that the number of corporate auditors does not fall below the number stipulated in laws and regulations, we propose the election of one (1) substitute corporate auditor. Approval for this proposal has been obtained in advance from the Board of Corporate Auditors.

The candidate for the position of substitute corporate auditor is as follows:

Name (Date of Birth)	Brief Personal History and Important Concurrent Role	Company Shares Owned
Ryo Haga (February 9, 1966)	Apr. 1994 Lecturer of Faculty of Economics, at Yamaguchi University Aug. 1996 Assistant Professor of Faculty of Economics, at Yamaguchi University Apr. 2003 Professor of Faculty of Law, at Okayama University Apr. 2004 Professor of School of Law, at Okayama University Apr. 2007 Professor at Graduate School of Humanities and Social Sciences, Okayama University Apr. 2010 Professor at International Graduate School of Social Science (now Graduate School of International Social Sciences), Yokohama National University (Current position) Jun. 2010 Registered as attorney (Joined Daiichi Tokyo Bar Association) (Current) Apr. 2015 Director, Law School, Graduate School of International Social Studies, Yokohama National University (Current position)	-

Notes:

1. Ryo Haga, the candidate for a substitute corporate auditor, has no special vested interests with the Company.
2. Ryo Haga is a candidate for a substitute outside auditor.
3. Reasons for choosing Ryo Haga as a candidate for a substitute outside auditor include the fact that, although Mr. Haga has not been directly involved in company management, he spent many years handling the Financial Instruments and Exchange Act and Companies Act as a professor in graduate school, and has amassed a vast amount of knowledge throughout his career history. With this in mind, the Company concluded that Mr. Haga can be relied upon to audit the Company's financial statements.
4. If Ryo Haga takes a post as a corporate auditor, the Company plans to sign an agreement with him to limit the liability for his actions provided for in Article 423(1) of the Companies Act, assuming Mr. Haga performs his duties with good intentions and without serious mistakes, to the amount provided for in Article 427(1) of the Companies Act.

<Procedures for exercising your voting rights via the Internet>

When exercising your voting rights via the Internet, please refer to the procedures below. Please note that if attending in person, you do not need to follow the procedures for exercising your voting rights by mail (using the Voting Rights Exercise Form) or via the Internet.

Details

1. Website for exercising voting rights

- (1) You can only exercise your voting rights via the Internet by accessing and using the Company's designated website (<http://www.evotep.jp/>) from a personal computer, smartphone, or a cellular phone.
(The site will not be available from 2:00 a.m. to 5:00 a.m. due to daily maintenance)
- (2) Note that depending on your Internet environment, for example if you are running firewalls and other anti-virus measures when accessing the Internet, you may not be able to access the site.
- (3) Please exercise your voting rights via the Internet by 5:20 p.m. on Thursday, June 25, 2015.

2. Process of exercise of voting rights via the Internet

- (1) Please log in to the website (<http://www.evotep.jp/>) using the "login ID" and the "temporary password" provided in the Voting Rights Exercise Form and follow the instructions displayed on the screen.
- (2) To prevent unauthorized access by persons other than the Company's shareholders or alteration of votes, you are asked to change the "temporary password" to a new one on the website for exercising voting rights.

3. Handling when voting is exercised multiple times

- (1) Please note that if you exercise your voting rights both by mail and via the Internet, only the content of the vote made via the Internet shall be deemed valid.
- (2) If you exercise your voting rights multiple times via the Internet, the last time that you exercise your voting rights shall be deemed valid. Furthermore, if you exercise your voting rights in duplicate by accessing the voting website from a personal computer, a smart phone and a cellular phone, the last time that you exercise your voting rights shall be deemed valid.

4. Expenses incurred when accessing the website for exercising voting rights

Expenses incurred when using the website for exercising voting rights such as the Internet provider's connection fee and the telephone fee shall be borne by the shareholder.

Inquiries regarding the exercise of voting rights via the Internet
Mitsubishi UFJ Trust and Banking Corporation, Corporate Agency Division (Help Desk)
- Telephone 0120-173-027 (toll-free; Hours: 9:00-21:00)