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(Securities Code 1417)

June 8, 2015

To Our Shareholders:

5-6-36 Toyosu, Koto-ku, Tokyo, Japan

**MIRAIT Holdings Corporation**

President and  
Chief Executive Officer **Masatoshi Suzuki**

## NOTICE OF THE 5TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 5th Ordinary General Meeting of Shareholders of MIRAIT Holdings Corporation (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Right Exercise Form, or via the Internet website (<http://www.evotep.jp/>) after reviewing the Reference Documents for the General Meeting of Shareholders described hereinafter. Please cast your vote by 5:30 p.m. on Wednesday, June 24, 2015 Japan time.

1. Time and Date: 10 a.m., Thursday, June 25, 2015 (Japan time)
2. Place: 5-6-36 Toyosu, Koto-ku, Tokyo, Japan  
Seventh floor conference room, MIRAIT Holdings Corporation 5-6-36 Toyosu, Koto-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 5th Fiscal Term (April 1, 2014 - March 31, 2015) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-consolidated Financial Statements for the Company's 5th Fiscal Term (April 1, 2014 - March 31, 2015)

Proposals to be resolved:

- Proposal No. 1: Appropriation of Surplus
- Proposal No. 2: Partial Amendment of the Articles of Incorporation
- Proposal No. 3: Election of 1 Director

End

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- (Directions) - If you attend the Meeting in person, please submit the enclosed Voting Rights Exercise Form to the reception desk of the Meeting. You can delegate the exercise of your voting rights only to another shareholder of the Company, as a proxy, who also has voting rights. However, you must submit a written power of attorney to the Company.
- When you exercise your voting rights via the Internet, please review the “Procedure for the Exercise of Voting Rights via the Internet”.
  - Please note that we are planning to conserve energy on the day of the Meeting in terms of lighting and air conditioning. We apologize in advance for any inconvenience caused. We plan to hold the Meeting in light clothing (Cool Biz) and ask our shareholders to attend the Meeting in light clothing as well.
- (Information) - Subsequent amendments to the attached Documents and the Reference Documents for the General Meeting of Shareholders (if any) will be listed on the Company’s website (<http://www.mirait.co.jp/>).
- Of the documents to be provided with this Notice of Convocation, the Consolidated Statements of Changes in Net Assets, the Notes to Consolidated Financial Statements, the Statements of Changes in Net Assets and the Notes to Non-Consolidated Financial Statements are not included in the documents accompanying this Notice because they are provided on the Company’s website (<http://www.mirait.co.jp/>) in accordance with the provisions of laws, regulations, and Article 16 on the Company’s Articles of Incorporation. The consolidated financial statements and non-consolidated financial statements audited by the accounting auditor and our auditors include the documents listed in the appendix of this Notice of Convocation, and the Consolidated Statements of Changes in Net Assets, the Notes to Consolidated Financial Statements, the Statements of Changes in Net Assets and the Notes to Non-Consolidated Financial Statements shown on the Company’s website.
  - Following the conclusion of this General Meeting of Shareholders, you are invited to an informal get together for shareholders, where you will have an opportunity to exchange your views with the Company.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

The basic policy of the Company is to pay out stable dividends, while taking into account the Company's business performance and its payout ratio. Additionally, its internal reserve is used for reinforcing its financial position and for investing in business development to enhance its corporate value.

We intend to increase the year-end dividend by ¥5 per share to ¥15 per share in consideration of solid performance this fiscal year.

Accordingly, the annual dividend including the interim dividend of ¥15 per share is ¥30 per share.

### Term-End Dividends

#### (1) Type of dividend property

Cash

#### (2) Appropriation of dividend property to shareholders and total amount thereof

A dividend of ¥15 per share of common stock of the Company shall be paid.

In this case, the total dividend paid is ¥1,220,009,085.

#### (3) Effective date of distribution of surplus

June 26, 2015

Proposal No. 2: Partial Amendment of the Articles of Incorporation

1. Reason for Proposal

- (1) With the conclusion of agreements limiting liability with directors and auditors who are not executive directors, etc. in accordance with the Articles of Incorporation being allowed under the Amended Companies Act that came into effect on May 1, 2015, this partially amends Article 28, Paragraph 2 (Exemption of Liability of Directors) and Article 38, Paragraph 2 (Exemption of Liability of Auditors) of the Articles of Incorporation to enable these directors and auditors to sufficiently fulfill their expected roles. Consent of all statutory auditors has been obtained for the amendment of provisions pertaining to the exemption of liability of directors.
- (2) This establishes new provisions in the Articles of Incorporation to appoint several advisors and consultants in order to further strengthen the management structure.
- (3) With the establishment of the above provision, the necessary changes will be made to numbering of articles.

2. Content of the Amendment

The content of the amendment is as follows.

(Changes are underlined.)

Current Articles	Proposed Amendment
<p>Article 1 - Article 27 (Omitted)</p> <p>Article 28 (Exemption of Liability of Directors)            1. The Company may exempt a director (including a person who has been a director) of liability for damages arising from neglect of duties pursuant to the provision of Article 426, Paragraph 1 of the Companies Act to the limit of the law by resolution of the Board of Directors.            2. The Company may conclude an agreement limiting liability for damages arising from neglect of duties with an <u>independent outside director</u> pursuant to the provision of Article 427, Paragraph 1 of the Companies Act. However, the limit of liability based on the agreement shall be the Minimum Liability Amount prescribed under Article 427, Paragraph 1 of the Companies Act</p> <p>(New)</p>	<p>Article 1 - Article 27 (Unchanged)</p> <p>Article 28 (Exemption of Liability of Directors)            1. The Company may exempt a director (including a person who has been a director) of liability for damages arising from neglect of duties pursuant to the provision of Article 426, Paragraph 1 of the Companies Act to the limit of the law by resolution of the Board of Directors.            2. The Company may conclude an agreement limiting liability for damages arising from neglect of duties with an <u>director (excluding a person who is an executive director, etc.)</u> pursuant to the provision of Article 427, Paragraph 1 of the Companies Act. However, the limit of liability based on the agreement shall be the Minimum Liability Amount prescribed under Article 427, Paragraph 1 of the Companies Act</p> <p><u>(Advisors and Consultants)</u>  <u>Article 29</u>  <u>The Company may appoint several advisors and consultants by resolution of the Board of Directors.</u></p>
<p>Article 29 - Article 37 (Omitted)</p> <p>Article 38 (Exemption of Liability of Auditors)            1. The Company may exempt an auditor (including a person who has been an auditor) of liability for damages arising from neglect of duties pursuant to the provision of Article 426, Paragraph 1 of the Companies Act to the limit of the law by resolution of the Board of Directors.            2. The Company may conclude an agreement limiting liability for damages arising from neglect of duties with an <u>outside statutory auditor</u> pursuant to the provision of Article 427, Paragraph 1 of the Companies Act. However, the limit of liability based on the agreement shall be the Minimum Liability Amount prescribed under Article 427, Paragraph 1 of the Companies Act</p>	<p>Article 30 - Article 38 (Unchanged)</p> <p>Article 39 (Exemption of Liability of Auditors)            1. The Company may exempt an auditor (including a person who has been an auditor) of liability for damages arising from neglect of duties pursuant to the provision of Article 426, Paragraph 1 of the Companies Act to the limit of the law by resolution of the Board of Directors.            2. The Company may conclude an agreement limiting liability for damages arising from neglect of duties with an <u>statutory auditor</u> pursuant to the provision of Article 427, Paragraph 1 of the Companies Act. However, the limit of liability based on the agreement shall be the Minimum Liability Amount prescribed under Article 427, Paragraph 1 of the Companies Act</p>
<p>Article 39 - Article 42 (Omitted)</p>	<p>Article 40 - Article 43 (Unchanged)</p>

Proposal No. 3: Election of One Director

We ask that you elect one new director because Director Yoshimasa Tokui will step down on June 11, 2015.

The candidate for Director is as follows.

Name (date of birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the company's shares owned
<p style="text-align: center;">Keisuke Sakashita (February 4, 1956)</p>	<p>July 2010 Director and General Manager, Network Division, NTT-Neomeit Corporation</p> <p>June 2013 Vice President, Deputy General Manager of Network Business Headquarters, MIRAIT Technologies Corporation</p> <p>February 2014 Vice President and General Manager of Solution Promotion Department, Solution Business Headquarters, MIRAIT Technologies Corporation</p> <p>June 2014 Director, Senior Vice President and General Manager of Solution Promotion Department, Solution Business Headquarters, MIRAIT Technologies Corporation</p> <p>July 2014 Director, Senior Vice President and General Manager of Technical Innovation Headquarters, MIRAIT Technologies Corporation (to present)</p>	<p style="text-align: center;">1,033 shares</p>

(Notes) 1. Keisuke Sakashita is a new director candidate.

2. No conflicts of interest exist between Keisuke Sakashita and the Company.

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