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(Securities Code 1417)

June 8, 2016

To Our Shareholders:

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

**MIRAIT Holdings Corporation**

President and Chief Executive Officer **Masatoshi Suzuki**

## NOTICE OF THE 6TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 6th 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 Monday, June 27, 2016 Japan time.

1. Time and Date: 10 a.m., Tuesday, June 28, 2016 (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 6th Fiscal Term (April 1, 2015 - March 31, 2016) 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 6th Fiscal Term (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

- Proposal No. 1: Appropriation of Surplus
- Proposal No. 2: Election of 8 Directors
- Proposal No. 3: Election of 2 Auditors
- Proposal No. 4: Introduction of a Performance-linked Stock-based Remuneration System for Directors

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 corporate auditors include the documents listed in the appendix of this Notice, 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.

Based on such a policy, the appropriation of surplus shall be as follows.

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 ¥1,219,967,550.

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

June 29, 2016

Proposal No. 2: Election of Eight Directors

The terms of office of all eleven Directors will end upon the completion of the General Meeting.

Therefore, the Company proposes to elect eight Directors.

The candidates for Directors are as follows.

No.	Name (Date of Birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(1)	Masatoshi Suzuki (October 30, 1951)	<p>July 2002      General Manager of Miyagi Branch, Nippon Telegraph and Telephone East Corporation</p> <p>June 2004      Managing Director of Public Relations Department, NTT Docomo, Inc.</p> <p>July 2007      Executive Vice President and Managing Director of Human Resources Management Department, NTT Docomo, Inc.</p> <p>June 2008      Senior Executive Vice President and General Manager of Global Business Division, NTT Docomo, Inc.</p> <p>July 2008      Senior Executive Vice President for Global and Corporate Business, NTT Docomo, Inc.</p> <p>June 2012      Senior Executive Vice President, MIRAITS Holdings Corporation</p> <p>Senior Executive Vice President, Daimei Telecom Engineering Corporation (currently MIRAITS Corporation)</p> <p>October 2012    President and Chief Executive Officer, MIRAITS Holdings Corporation (to present)</p> <p>President and Chief Executive Officer, MIRAITS Corporation (to present)</p> <p>[Status of Key Positions Held Concurrently]</p> <p>President and Chief Executive Officer, MIRAITS Corporation</p>	24,812 shares
<p>[Reason for Nomination as a Candidate for Director]</p> <p>Masatoshi Suzuki leads the Group's business through active comments and suggestions in various meetings, etc. in a position of overseeing the management of the Group as a whole as President of MIRAITS Holdings Corporation and MIRAITS Corporation based on his abundant management experience. He has been nominated as a candidate for re-election as Director to utilize his excellent personality and knowledge, along with his high level of management skills.</p>			

No.	Name (Date of Birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(2)	Koichi Takahatake (May 9, 1955)	<p>May 2002      General Manager of Kumamoto Branch, Nippon Telegraph and Telephone West Corporation</p> <p>June 2007      Senior Vice President and General Manager of the Service Management Department, Nippon Telegraph and Telephone West Corporation</p> <p>June 2008      Senior Vice President and General Manager of the Network Department, Nippon Telegraph and Telephone West Corporation</p> <p>June 2011      Executive Vice President and General Manager of the Network Department, Nippon Telegraph and Telephone West Corporation</p> <p>June 2012      Senior Executive Vice President and General Manager of Plant Headquarters, Nippon Telegraph and Telephone West Corporation</p> <p>June 2014      Senior Executive Vice President, MIRAII Holdings Corporation (to present) Director, MIRAII Corporation Director, MIRAII Technologies Corporation</p> <p>June 2015      President, MIRAII Technologies Corporation (to present)</p> <p>[Status of Key Positions Held Concurrently] President, MIRAII Technologies Corporation</p>	11,194 shares
<p>[Reason for Nomination as a Candidate for Director] Koichi Takahatake provides active comments and suggestions in various meetings, etc. in a position of overseeing the management of the Group as a whole, safety and quality, and the promotion of KAIZEN activities as Senior Executive Vice President of MIRAII Holdings Corporation and President of MIRAII Technologies Corporation based on his abundant management experience. He has been nominated as a candidate for re-election as Director to utilize his excellent personality and knowledge, along with his high level of management skills.</p>			

No.	Name (Date of Birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(3)	Manabu Kiriya (November 26, 1956)	<p>June 2007      General Manager of Accounts and Finance Department, Nippon Telegraph and Telephone East Corporation</p> <p>July 2009      General Manager of Corporate Management Headquarters Corporate Planning Department and General Manager of Risk Management Headquarters Compliance Promotion Office, Daimei Telecom Engineering Corporation (currently MIRAITS Corporation)</p> <p>June 2010      Vice President, General Manager of Corporate Management Headquarters Corporate Planning Department and General Manager of Risk Management Headquarters Compliance Promotion Office, Daimei Telecom Engineering Corporation</p> <p>October 2010    General Manager of Finance Division, MIRAITS Holdings Corporation</p> <p>October 2011    Vice President, General Manager of Finance Division and General Manager of M's Brain Center Finance and Accounting Division, MIRAITS Holdings Corporation</p> <p>June 2012      Executive Vice President, General Manager of Finance Division and General Manager of M's Brain Center Finance and Accounting Division, MIRAITS Holdings Corporation</p> <p>October 2012    Executive Vice President, General Manager of Finance and Accounting Department, General Manager of M's Brain Center and General Manager of Finance and Accounting Division, MIRAITS Holdings Corporation (to present)</p>	13,251 shares
<p>[Reason for Nomination as a Candidate for Director]</p> <p>Manabu Kiriya provides active comments and suggestions in various meetings, etc. from the perspective of the financial strategy of the entire group as the officer responsible for finance based on his abundant management experience. He has been nominated as a candidate for re-election as Director to utilize his excellent personality and knowledge, along with his high level of management skills.</p>			

No.	Name (Date of Birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(4)	Keisuke Sakashita (February 4, 1956)	<p>July 2010 Director and General Manager of Network Division, NTT Neomeit Corporation</p> <p>June 2013 Executive Officer and Assistant General Manager of the Network Business Unit, MIRAIT Technologies Corporation</p> <p>February 2014 Executive Officer and General Manager of Solution Promotion Department, Solution Business Headquarters, MIRAIT Technologies Corporation</p> <p>June 2014 Managing Director, Executive Officer and General Manager of Project Management Office, Solution Business Unit, MIRAIT Technologies Corporation</p> <p>July 2014 Managing Director, Executive Officer and General Manager of Technical Innovation Business Unit, MIRAIT Technologies Corporation</p> <p>June 2015 Executive Vice President, General Manager of Emerging Business Office, MIRAIT Corporation (to present)</p> <p>October 2015 Director, Executive Vice President and General Manager of Project Management Office, Solution Business Unit, MIRAIT Technologies Corporation</p> <p>January 2015 Director, Executive Vice President and General Manager of Alliance Promotion Department, Alliance Promotion Unit, MIRAIT Technologies Corporation</p>	2,596 shares
<p>[Reason for Nomination as a Candidate for Director]  Keisuke Sakashita provides active comments and suggestions in various meetings, etc. from the perspective of marketing and business development strategy of the entire group as the officer responsible for new business based on his abundant management experience. He has been nominated as a candidate for re-election as Director to utilize his excellent personality and knowledge, along with his high level of management skills.</p>			

No.	Name (Date of Birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(5)	*Ryuichi Hara (October 1, 1956)	<p>June 2010 Director and General Manager of Business Network Services Division, NTT Communications Corporation</p> <p>August 2011 Director and General Manager of Network Services Division, NTT Communications Corporation</p> <p>June 2014 Executive Vice President and Assistant General Manager of Solution Business Headquarters, MIRAITS Corporation</p> <p>July 2014 Executive Vice President, Assistant General Manager of Solution Business Headquarters, General Manager of Social Infrastructure Sales and Marketing Group, and General Manager of Wi-Fi Solution Business Promotion Office, MIRAITS Corporation</p> <p>June 2015 Director, Executive Vice President, General Manager of Mobile Communication Business Headquarters and General Manager of Wi-Fi Solution Business Promotion Office of Solution Business Headquarters, MIRAITS Corporation (to present)</p>	2,423 shares
		<p>[Reason for Nomination as a Candidate for Director] Ryuichi Hara contributes to the promotion of business as the person responsible for mobile and solutions in MIRAITS Corporation based on his abundant management experience. He has been nominated as a candidate for election as Director to utilize his excellent personality and knowledge, along with his high level of management skills in the future.</p>	
(6)	*Yasuhiro Yamamoto (January 9, 1959)	<p>July 2002 General Manager of 5th Division, Nippon Telegraph and Telephone Corporation</p> <p>August 2008 General Manager of Hokkaido Branch, Nippon Telegraph and Telephone East Corporation</p> <p>June 2011 General Manager of Private Sector Sales Division, Corporate Business Promotion Headquarters, Nippon Telegraph and Telephone East Corporation</p> <p>June 2012 Director and Assistant General Manager of Corporate Business Promotion Headquarters, Nippon Telegraph and Telephone East Corporation</p> <p>July 2013 Director and Assistant General Manager of Corporate Sales Promotion Headquarters, Nippon Telegraph and Telephone East Corporation (to present)</p>	2,000 shares
		<p>[Reason for Nomination as a Candidate for Director] Yasuhiro Yamamoto has abundant experience in various fields in the business management of Nippon Telegraph and Telephone Corporation and Nippon Telegraph and Telephone East Corporation, and is expected to utilize his insight and knowledge. He has been nominated as a candidate for election as Director to utilize his excellent personality and knowledge, along with his high level of management skills.</p>	



No.	Name (Date of Birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(7)	Masaharu Kimura (January 5, 1948)	<p>April 2000      Managing Director for and Asia Pacific e-Business Solutions, IBM Japan, Ltd.</p> <p>January 2001    Managing Director and Vice President of Asia Pacific Distribution Business, IBM Japan, Ltd.</p> <p>October 2002    President and CEO, IBM Business Consulting Services (currently IBM Japan, Ltd.)</p> <p>June 2004        Managing Director and General Manager of Sony Enterprise Division, IBM Japan, Ltd.</p> <p>July 2007        President and CEO, ACCA Networks (currently Softbank Corp.)</p> <p>April 2010        Director, National Center for Child Health and Development (to present)</p> <p>June 2014        Director of MIRAIT Holdings Corporation (to present)</p>	- shares
<p>[Reason for Nomination as a Candidate for Outside Director]  Masaharu Kimura possesses abundant experience as a manager of IT firms such as IBM Japan, and provides active comments and suggestions in meetings such as the Board of Directors from an objective perspective. His insight and knowledge are suitable for the supervision of management, and he has been nominated as a candidate for re-election as Outside Director to improve transparency of the Board of Directors and strengthen its supervisory functions.</p>			

No.	Name (Date of Birth)	Career Summary, Status, Responsibilities and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(8)	Eiji Ebinuma (July 3, 1957)	<p>April 2002      Assistant Manager of Human Resources Division Planning Team, Mizuho Bank, Ltd.</p> <p>April 2003      Manager of President's Office and Manager of General Planning Office, Olympic Co., Ltd.</p> <p>December 2008    Registered as attorney at Law</p> <p>April 2010      Part-time teacher at Sophia Law School (to present)</p> <p>January 2013     Partner of Tanabe &amp; Partners (to present)</p> <p>April 2014      Member of Toranomon Hospital Clinical Review Board (to present)</p> <p>June 2014      Director of MIRAIT Holdings Corporation (to present)</p>	- shares
<p>[Reason for Nomination as a Candidate for Outside Director] Eiji Ebinuma has served in key positions such as at Mizuho Bank, and utilizes his abundant experience as an attorney at law to provide active comments and suggestions in meetings such as the Board of Directors from an objective perspective based on a legal standpoint. His insight and knowledge are suitable for the supervision of management, and he has been nominated as a candidate for re-election as Outside Director to improve transparency of the Board of Directors and strengthen its supervisory functions.</p>			

- (Notes) 1. \* indicates a new Director candidate.
2. No conflicts of interest exist between the candidates for Directors and the Company.
3. Ryuichi Hara will step down as Director of MIRAIT Corporation as of the conclusion of the Ordinary General Meeting of Shareholders of MIRAIT Corporation to be held on June 24, 2016.
4. Yasuhiro Yamamoto will step down as Director of Nippon Telegraph and Telephone East Corporation as of the conclusion of the Ordinary General Meeting of Shareholders of Nippon Telegraph and Telephone East Corporation to be held on June 17, 2016.
5. Masaharu Kimura and Eiji Ebinuma are Outside Directors, and have been registered as independent directors in accordance with the provisions of Tokyo Stock Exchange, Inc.
6. The terms of office of Masaharu Kimura and Eiji Ebinuma will be two years as of the completion of the General Meeting.
7. Article 28 of the current Articles of Incorporation stipulates that the Company may conclude agreements with Directors (excluding executive directors, etc.) to limit liability for compensation for damages arising from failure to perform their duties. The Company has concluded such agreements to limit liability with Masaharu Kimura and Eiji Ebinuma, and the agreements to limit liability will be renewed if they are re-elected.  
The content of the agreements are as follows.
- In the event a Director (excluding executive directors, etc.) is liable to the Company for failing in his/her duties, liability shall be to the extent of the minimum limit of liability under Article 425, Paragraph 1 of the Companies Act.
  - Recognition of the above limitation of liability is limited to the execution of duties causing the liability of the Director (excluding executive directors, etc.) being due to good intention and without gross negligence.

Proposal No. 3: Election of Three Corporate Auditors

The terms of office of Corporate Auditors Nobuyoshi Tanaka and Yusuke Kodama will end upon the completion of the General Meeting. Therefore, the Company proposes to elect two Corporate Auditors.

This proposal has received the approval of the Board of Corporate Auditors

The candidates for Corporate Auditors are as follows.

No.	Name (Date of Birth)	Career Summary, Status and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(1)	*Masashi Sogo (October 25, 1954)	<p>June 2006      General Manager of Shizuoka Branch, Nippon Telegraph and Telephone West Corporation</p> <p>June 2007      Vice President, General Manager of General Affairs Department and General Manager of Auditing Department, NTT Data Corporation</p> <p>July 2009      Vice President and General Manager of General Affairs Department, NTT Data Corporation</p> <p>June 2012      Senior Vice President, General Manager of Corporate Affairs Department, MIRAIT Holdings Corporation</p> <p>October 2012   Senior Vice President, General Manager of Corporate Affairs Department, General Manager of Human Resource Division, General Manager of M's Brain Center General Affairs Division, MIRAIT Holdings Corporation</p> <p>June 2013      Director, Senior Vice President, General Manager of Human Resource Development Division, MIRAIT Corporation</p> <p>Director, Senior Vice President, General Manager of Corporate Affairs Department, General Manager of M's Brain Center General Affairs Division, MIRAIT Holdings Corporation (to present)</p>	7,707 shares
<p>[Reason for Nomination as a Candidate for Corporate Auditor]  Masashi Sogo has abundant experience and insight as the person responsible for corporate management such as general affairs and human resources of MIRAIT Holdings Corporation and MIRAIT Corporation, and has been nominated as a candidate for election as Corporate Auditor because he is a suitable choice for supervising the execution of the duties of Directors.</p>			

No.	Name (Date of Birth)	Career Summary, Status and Significant Positions Concurrently Held	Number of the Company's Shares Owned
(2)	Yusuke Kodama (August 9, 1951)	<p>June 2010 Senior Executive Vice President and General Manager of Corporate Planning Department, Business Access Center and Compliance Office, Commutere Corporation (currently MIRAIT Technologies Corporation)</p> <p>October 2010 Director, Executive Vice President, General Manager of Corporate Affairs Department and General Manager of Human Resources Management Division, MIRAIT Holdings Corporation</p> <p>October 2011 Director, Executive Vice President, General Manager of Corporate Affairs Department, General Manager of Human Resources Management Division, General Manager of M's Brain Center, MIRAIT Holdings Corporation</p> <p>October 2012 Senior Executive Vice President, General Manager of Corporate Management Unit and General Manager of Risk Management Department, MIRAIT Technologies Corporation</p> <p>June 2013 Senior Executive Vice President, General Manager of Corporate Planning Unit and General Manager of Risk Management Department, MIRAIT Technologies Corporation</p> <p>June 2014 Standing Corporate Auditor of MIRAIT Technologies Corporation (to present) Corporate Auditor of MIRAIT Holdings Corporation (to present)</p>	7,137 shares
<p>[Reason for Nomination as a Candidate for Corporate Auditor] Yusuke Kodama has abundant experience and insight as a corporate auditor and the person responsible for corporate management such as general affairs, human resources and risk management of MIRAIT Holdings Corporation and MIRAIT Technologies Corporation, and has been nominated as a candidate for re-election as Corporate Auditor because he is a suitable choice for supervising the execution of the duties of Directors.</p>			

(Notes) 1. \* indicates a new Corporate Auditor candidate.

2. No conflicts of interest exist between the Corporate Auditor candidates and the Company.

3. Article 39 of the current Articles of Incorporation stipulates that the Company may conclude agreements with Corporate Auditors to limit liability for compensation for damages arising from failure to perform their duties, and the Company has concluded such an agreement to limit liability with Yusuke Kodama. If Masashi Sogo is elected, the Company intends to conclude such an agreement to limit liability with him, and if Yusuke Kodama is re-elected the Company intends to renew such an agreement to limit liability with him.

The content of the agreements are as follows.

- In the event a Corporate Auditor is liable to the Company for failing in his/her duties, liability shall be to the extent of the minimum limit of liability under Article 425, Paragraph 1 of the Companies Act.
- Recognition of the above limitation of liability is limited to the execution of duties causing the liability of the Corporate Auditor being due to good intention and without gross negligence.

[Reference] Standard for Determining Independence

The Company believes that Outside Directors and Outside Corporate Auditors (hereinafter referred to as “Outside Officers”) must have adequate independence to ensure the objectivity and transparency required for appropriate governance.

The Company has stipulated the following standard for determining independence of Outside Officers in the Company, and an Outside Officer (including candidates therefor; the same applies below) is deemed to lack adequate independence if any of the following items apply.

1. Originally from the Company or a consolidated subsidiary of the Company (hereinafter referred to as “the Group”)
2. A major shareholder of the Company
3. An executive of a company that falls under any of the following:
  - (1) A major business partner of the Group
  - (2) A major lender to the Group
  - (3) A company holding 10% or more of shares in the Group on a voting basis, etc.
4. A Certified Public Accountant who belongs to the auditing firm serving as the Group’s Independent Auditor.
5. A consultant, accountant, tax accountant, attorney, judicial scrivener, patent attorney or other expert receiving a substantial amount of money or other property from the Group
6. A person who has received substantial donations from the Group
7. An executive of a company in a relationship mutually providing Outside Officers
8. A person whose close relative falls under any of items 1 through 7 above (limited to key personnel with the exception of items 4 and 5)
9. A person to whom any of items 2 through 8 have applied in the past three years
10. Notwithstanding the provisions of the preceding items, a person who is deemed to have another conflict of interest with the Company

## Proposal No. 4 Introduction of a Performance-linked Stock-based Remuneration System for Directors

### 1. Reason for Proposal

The Company asks for approval of the introduction of a performance-linked stock-based remuneration system of a “Board Benefit Trust” (hereinafter referred to as “the System”) for the purpose of clarifying the connection between the remuneration of the directors and executive officers (excluding outside directors and non-executive directors; hereinafter referred to as “Group officers”) of the Company and its subsidiaries MIRAIT Corporation and MIRAIT Technologies Corporation (hereinafter referred to as “the Group”) with the Company’s performance and share price to raise awareness of contributions to the improvement of medium- to long-term performance and corporate value.

The amount and content of the remuneration, etc. of the Company’s directors related to the System shall be established separately from the amount of remuneration of directors, etc. (no more than 300 million yen, not including employee wages) approved in the Ordinary General Meeting of Shareholders held on June 28, 2011, and the new stock-based remuneration shall be paid to the Company’s directors (excluding outside directors and non-executive directors). Furthermore, the details of the System shall be determined by the Board of Directors within the framework set forth in 2. below.

At present, seven directors are eligible for the System, but the number of eligible directors will be six if Proposal No. 2 “Election of Eight Directors” is approved.

### 2. Amount and Content of Remuneration, etc. under the System

#### (1) Overview of the System

The System is a performance-linked stock-based remuneration system in which shares of the Company are acquired using funds contributed by the Company, and provided to officers of the Group in principle through a trust in accordance with the Officer Stock Benefit Rules stipulated by the Boards of Directors of the Company and the Company’s subsidiaries MIRAIT Corporation and MIRAIT Technologies Corporation. In principle, the timing of receipt of the shares shall be when departing from the position of officer of the Group.

#### (2) Persons eligible for the System

The persons eligible for the System shall be the directors and executive officers of the Company, and the directors and executive officers of the Company’s subsidiaries MIRAIT Corporation and MIRAIT Technologies Corporation.

However, this excludes outside directors and non-executive directors of the Company and Group companies.

#### (3) Maximum amount to be contributed to the trust by the Group

The Group shall introduce the System for the three fiscal years from the fiscal year ending March 31, 2017 until the fiscal year ending March 31, 2019 (hereinafter the period of three fiscal years, and each period of three fiscal years beginning after the three fiscal years have elapsed shall be referred to as a “contribution period”), and contribute up to 389 million yen (including 74 million yen for the Company’s directors) as funds for the trust to acquire the necessary shares for the contribution period in advance.

After the contribution period has elapsed, the Company shall make additional contributions of up to 389 million yen (including 74 million yen for the Company’s directors) as funds for the above acquisition of shares in each contribution period.

However, when making additional contributions, if the trust property on the final day of the contribution period immediately prior to the contribution period in which additional contributions are being made contain residual shares of the Company (excluding unvested shares of the Company equivalent to the number of points granted to the officers of the Group) and funds (hereinafter referred to as “residual shares, etc.”), the sum of the value of the residual shares (the market value on the final day of the immediately preceding contribution period shall be used for shares) and the amount of the additional contribution shall be within the upper limit approved by this General Meeting of Shareholders.

(4) Method of acquisition of the Company's shares

The method of acquisition of the Company's shares by the trust shall be through the stock market or by receiving disposal of the Company's treasury stock.

Note that in the initial contribution period, up to 441,000 shall be acquired without delay after the trust is established (scheduled for August 2016).

(5) Specific content of the Company's shares provided to officers of the Group

The Group shall grant officers of the Group the number of points calculated in consideration of consolidated performance in each fiscal year based on the base points granted according to the position of each of the officers of the Group.

The total number of points granted for one fiscal year shall not exceed 147,000 points (equivalent to 147,000 Company's common shares (including 28,000 points equivalent to 28,000 of the Company's common shares for the Company's directors)).

The points granted to the officers of the Group are converted at a ratio of one of the Company's common shares per point (However, if the shares are subject to a share split, allotment of shares without contribution or consolidation of shares after the approval of this proposal, the conversion ratio shall be rationally adjusted according to the ratio thereof).

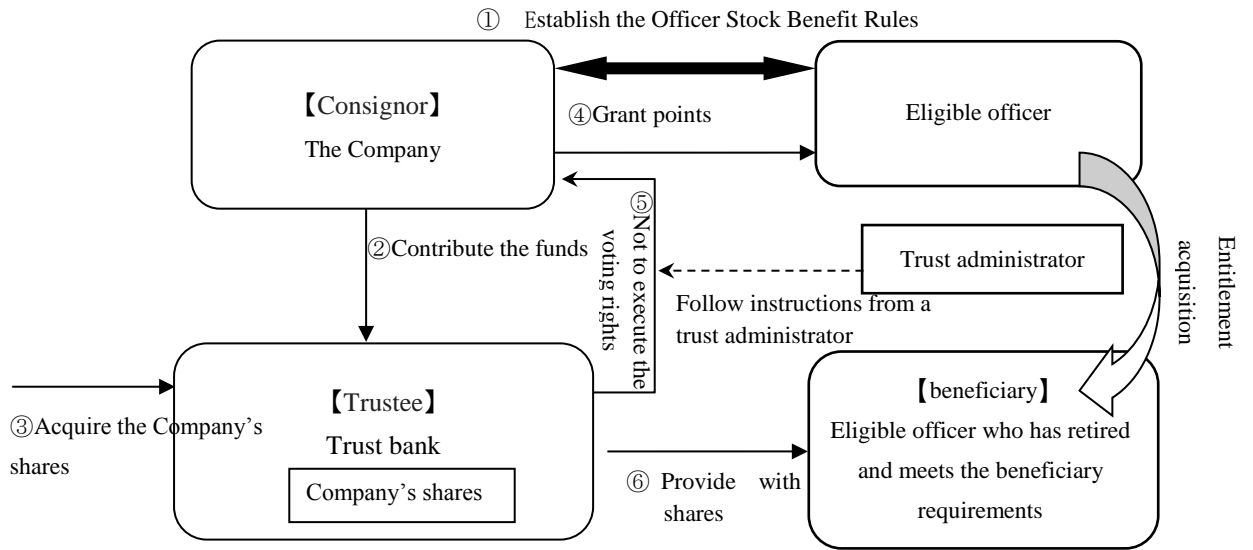
(6) Timing of provision to officers of the Group

If an officer of the Group retires and meets the beneficiary requirements stipulated in the Officer Stock Benefit Rules, the officer may receive the number of the Company's shares corresponding with the number of granted points that were accumulated until the time of retirement from the trust.

(7) Treatment after the expiration of the trust

The trust shall expire due to the occurrence of a reason such as the delisting of the Company's shares or the abolishment of the Officer Stock Benefit Rules. The Company's shares in the residual property of the trust at the time of the expiration of the trust will be acquired by the Company at no cost and retired by resolution of the Board of Directors.

<Mechanism of the System>



- (1) The Company will establish the Officer Stock Benefit Rules within the scope of the framework approved under this proposal.
- (2) The Company will contribute the funds within the range approved under this proposal to a trust.
- (3) The trust will acquire the Company's shares through the stock market or by receiving disposal of the Company's treasury stock using the funds entrusted under (2).
- (4) The Company will grant points to eligible officers based on the Officer Stock Benefit Rules.
- (5) The trust shall follow instructions from a trust administrator independent from the Company not to execute the voting rights of the Company's shares in the trust account.
- (6) The trust will provide an eligible officer who has retired and meets the beneficiary requirements stipulated in the Officer Stock Benefit Rules (hereinafter referred to as "beneficiary") with the number of shares corresponding to the number of points granted to the beneficiary.

End