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(Securities Code 7747)
August 30, 2018

To Our Shareholders:

Masahiko Miyata
President & CEO
ASAHI INTECC CO., LTD.
1703 Wakita-cho, Moriyama-ku,
Nagoya-shi, Aichi, Japan

Notice of Convocation of the 42nd Annual General Meeting of Shareholders

You are cordially invited to attend the 42nd Annual General Meeting of Shareholders of ASAHI INTECC CO., LTD. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing, via the Internet, or by other means. Please review the attached Proposals and References and exercise your voting rights by the end of our business day (5:45 p.m.), Thursday, September 26, 2018.

1. Date and Time: Thursday, September 27, 2018 at 10:00 a.m.

2. Place: “Main Hall” at the 3rd floor of Nagoya Convention Hall located at Global Gate, 4-60-12 Hiraike-cho, Nakamura-ku, Nagoya-shi, Aichi, Japan
Please be advised that the venue for the General Meeting of Shareholders of this fiscal year has been changed.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 42nd Fiscal Year (from July 1, 2017 to June 30, 2018) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee
 2. Non-consolidated Financial Statements for the Company’s 42nd Fiscal Year (from July 1, 2017 to June 30, 2018)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendment to the Articles of Incorporation
Proposal 3: Election of Eleven (11) Directors (excluding Directors Who are Audit and Supervisory Committee Members)
Proposal 4: Election of Three (3) Directors Who are Audit and Supervisory Committee Members

4. Instructions for Exercising Voting Rights: There are three ways to exercise your voting rights as described below:

(1) Attending the Annual General Meeting of Shareholders

Present the enclosed voting rights exercise form to the receptionist at the meeting.

Date and Time: Thursday, September 27, 2018 at 10:00 a.m.

(2) Mailing the voting rights exercise form

Complete the enclosed voting rights exercise form by indicating your vote for or against each of the agenda items and return it.

Votes to be received by Wednesday, September 26, 2018 at 5:45 p.m.

(3) Exercising voting rights via the Internet

Access the Company's designated website for voting (<https://evote.tr.mufg.jp/>), enter the "Log-in ID" and the "Temporary Password," which are provided on the enclosed voting rights exercise form, and follow the instructions on the screen to vote on the agenda items.

Votes to be cast by Wednesday, September 26, 2018 at 5:45 p.m.

Note: The website above is only available for registered shareholders in Japan with Japanese language only.

To Our Institutional Shareholders:

The ICJ platform, an electronic voting platform for institutional investors via the ProxyEdge® system of Broadridge, is available. For further details, please contact your custodians, nominees and/or brokers.

Note 1: If you exercise your voting right both by mail and the internet, the vote by the Internet shall be treated as valid and the voting by mail shall not count.

Note 2: You can vote more than once (revote) through the Internet. In this case, however, only the last vote shall be treated as valid. Only the last vote shall be treated as valid if a voting right is exercised more than once by personal computer, smartphone, and or mobile phone. All prior votes shall not count.

Note 3: Any revisions to the reference material for the Annual General Meeting of Shareholders will be published on the Company's website (<http://asahi.irbridge.com/en/Top.html>)

Please present the enclosed voting rights exercise form to the receptionist at the meeting when attending the Annual General Meeting of Shareholders.

Copies of the Business Report, Consolidated Financial Statements, financial documents and results of audits by the Accounting Auditor and the Audit Committee to be submitted to shareholders with the notice of convocation of the Annual General Meeting of Shareholders are as indicated in the document attached to the Notice of Convocation of the 42nd Annual General Meeting of Shareholders. Notes to consolidated financial statements and notes to non-consolidated financial statements are not indicated in the document attached to the Notice of Convocation of the 42nd Annual General Meeting of Shareholders as they are posted on our website (<http://www.asahi-intecc.co.jp/>) based on laws and regulations and Article 14 of the Articles of Incorporation. Accordingly, the document attached to the Notice of Convocation of the 42nd Annual General Meeting of Shareholders is part of the consolidated financial statements or financial statements audited by the Accounting Auditor and the Audit Committee when creating accounting audit report and audit report. Moreover, we will post the reference material for the Annual General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements on our website (<http://www.asahi-intecc.co.jp/>) when they are amended.

Proposals and References

Proposal 1: Appropriation of Surplus

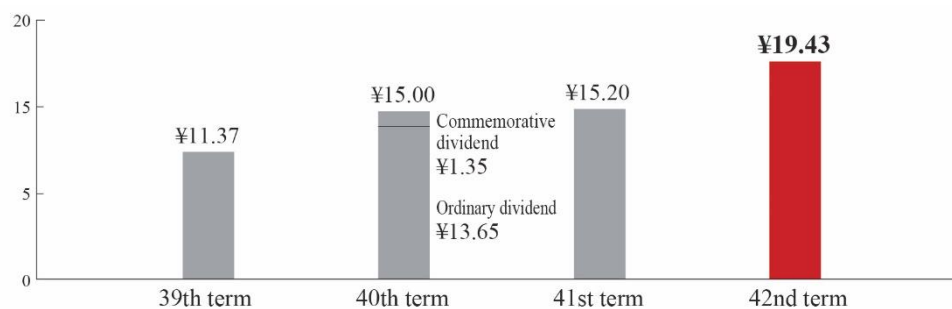
Regarding the distribution of earnings, the Company considers the return of earnings to shareholders to be one of the most important management issues. Therefore, it is our basic policy to consistently pay out stable dividends over the long-term by constantly aiming to increase our corporate value. Regarding the year-end dividends for the fiscal year under review, the Company proposes a dividend of ¥19.43 per common share to be paid based on a long-term perspective and in comprehensive consideration of consolidated financial results for the fiscal year under review, future outlooks, the level of internal reserves, etc.

Matters regarding year-end dividends

1. Type of dividend property
Cash
2. Matters regarding allotment of dividend property to shareholders and its total amount
¥19.43 per common share of the Company
Total amount: ¥2,511,089,657
3. Effective date of distribution of surplus
Friday, September 28, 2018

Trends of dividends

	39th term	40th term	41st term	42nd term
Dividend	¥45.45	¥30.00	¥30.40	¥19.43
After retrospective application	¥11.37	¥15.00	¥15.20	¥19.43



(Note) The Company conducted a two-for-one split of its common shares on August 1, 2015 and also conducted a two-for-one split of its common shares on January 1, 2018. Accordingly, the dividend per share is calculated on the assumption that such splits of shares were conducted at the beginning of the 39th term (from July 1, 2014 to June 30, 2015).

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reason for the Amendment

- (1) We will partially amend the purpose of business defined in Article 2 of the current Articles of Incorporation to clarify the content of business in line with the current status of our business.
- (2) We will relocate our head office to Seto City, Aichi Prefecture to strengthen business collaboration and streamline our operations. As a result, necessary changes will be made to the location of head office defined in Article 3 of the current Articles of Incorporation.

We will establish supplementary provisions stating that the Amendment will take effect as of the relocation date of the head office which will be determined at the board of directors meeting scheduled to be held by January 31, 2019 and delete the said supplementary provisions after the effective date of the relocation of head office.

2. Content of the Amendment

The content of the Amendment is as follows.

(Amendments are shown with underline)

Current Provisions	Proposed Amendments
Chapter 1. General Provisions ~ Chapter 7. Calculation Article 1 (Omitted) (Purpose) Article 2 The Company aims to be engaged in the following businesses 1. Entrustment of business concerning manufacturing, sales, import and export of medical equipment as well as technical guidance 2.~10. (Omitted) (Location of head office) Article 3 The head office of the Company will be located in <u>Moriyama-ku, Nagoya City</u> Article 4 ~ 44 (Omitted)	Chapter 1. General Provisions ~ Chapter 7. Calculation Article 1 (No amendment) (Purpose) Article 2 The Company aims to be engaged in the following businesses 1. Entrustment of business concerning manufacturing, <u>development</u> , sales, import and export of medical equipment as well as technical guidance 2.~10. (No amendment) (Location of head office) Article 3 The head office of the Company will be located in <u>Seto City, Aichi Prefecture</u> Article 4 ~ 44 (No amendment)
Supplementary Provisions (Transitional measures concerning liability limitation contract for auditors) The contract for limiting the compensation liability in Paragraph 1, Article 423 of the Companies Act regarding the acts of auditors (including former auditors) before the conclusion of the 40th Ordinary General Meeting of Shareholders shall be defined in Article 41 of the Articles of Incorporation before the Amendment resolved at the 40th Ordinary General Meeting of Shareholders. (Newly established)	Supplementary Provisions (Transitional measures concerning liability limitation contract for auditors) <u>Article 1</u> The contract for limiting the compensation liability in Paragraph 1, Article 423 of the Companies Act regarding the acts of auditors (including former auditors) before the conclusion of the 40th Ordinary General Meeting of Shareholders shall be defined in Article 41 of the Articles of Incorporation before the Amendment resolved at the 40th Ordinary General Meeting of Shareholders. <u>(Effective date of provisions pertaining to the location of head office)</u> <u>Article 2</u> <u>The Amendment to Article 3 will take effect as of the relocation date of head office which will be determined at the board of directors meeting scheduled to be held by January 31, 2019. Furthermore, Article 2 of the said supplementary provisions will be deleted after the effective date of the relocation of head office.</u>

Proposal 3: Election of Eleven (11) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all the nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the number of Directors will be increased by two (2) in order to enhance the management system and governance system and the election of eleven (11) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Current position and main responsibilities in the Company		Status of attendance at the Board of Directors
1	Masahiko Miyata	President & CEO	Reappointment	100% (13/13)
2	Kenji Miyata	Executive Vice President and COO	Reappointment	100% (13/13)
3	Tadakazu Kato	Executive Director, General Manager of Medical Division	Reappointment	100% (13/13)
4	Ippei Yugawa	Director	Reappointment	100% (13/13)
5	Yoshinori Terai	Director, Supervisor of Sales and Marketing of Medical Division	Reappointment	100% (13/13)
6	Munehika Matsumoto	Director, General Manager of Device Division and GMA Division	Reappointment	100% (13/13)
7	Mizuho Ito	Director, General Manager of Administration Division, General Manager of Corporate Strategic Office	Reappointment	100% (13/13)
8	Makoto Nishiuchi	Director, Chief Research and Development Officer of Medical Division	New appointment	—
9	Kiyomichi Ito	Outside Director	Reappointment Outside Independent	100% (13/13)
10	Akinori Shibasaki	Outside Director	Reappointment Outside Independent	100% (13/13)
11	Masami Sato	Outside Director (Audit and Supervisory Committee Member)	New appointment Outside Independent	100% (13/13)

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors
1	Masahiko Miyata (March 15, 1967) [Reappointment]	<p>November 1994 Joined the Company, General Manager of Planning Office, Supervisory Division</p> <p>December 1995 Director, General Manager of Corporate Planning Department</p> <p>March 1999 Executive Director, Assistant to General Manager of Medical Division and General Manager of Production Engineering Department</p> <p>July 2000 General Manager of Medical Division</p> <p>September 2001 Senior Managing Director</p> <p>September 2003 Director of ASAHI INTECC THAILAND CO., LTD. (current position)</p> <p>March 2004 Executive Vice President and Representative Director of the Company</p> <p>March 2006 President & CEO of CompassMed Integration Co., Ltd.</p> <p>August 2006 Director of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>June 2007 CEO of ASAHI INTECC THAILAND CO., LTD.</p> <p>September 2009 President & CEO of the Company (current position) President & CEO of Filmecc Co., Ltd.</p> <p>July 2016 Director of Filmecc Co., Ltd. (current position)</p>	3,348,200	13/13 (100%)
[Reason for nomination as candidate for Director]				
Having served as President & CEO since 2009, Mr. Masahiko Miyata has driven the Company's group management and appropriately fulfilled the role of enhancing the Company's corporate value with his global management perspective, speedy decision-making, and good relationships built with medical professionals, partners, and other stakeholders. He is deemed essential to the further development of the Company as the leader of the Group and has been renominated as Director.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors
2	Kenji Miyata (July 16, 1970) [Reappointment]	<p>April 1993 Joined the Company</p> <p>January 1997 Executive Vice President and Director of ASAHI INTECC THAILAND CO., LTD.</p> <p>July 1997 Director of the Company</p> <p>June 1999 General Manager of Production Management Department, Industrial Device Division</p> <p>July 2000 Executive Officer, General Manager of Control Office, Industrial Device Division</p> <p>July 2001 General Manager of Medical Device Department, Device Division</p> <p>August 2002 Deputy General Manager of Device Division</p> <p> General Manager of Quality Assurance Department</p> <p>September 2003 Director</p> <p>October 2004 Director of ASAHI INTECC THAILAND CO., LTD.</p> <p>July 2006 General Manager of Device Division of the Company</p> <p>July 2009 Director of GMA Co., Ltd.</p> <p>July 2010 General Manager of Improvement Promotion Office</p> <p>September 2010 Executive Director</p> <p>July 2011 President & CEO of ASAHI INTECC GMA Co., Ltd.</p> <p>July 2013 General Manager of Technological Improvement Office of the Company</p> <p>September 2013 President & CEO of Toyoflex Corporation (current position), President & CEO of TOYOFLEX CEBU CORPORATION</p> <p>January 2015 Director of ASAHI INTECC THAILAND CO., LTD. (current position)</p> <p> Director of ASAHI INTECC HANOI CO., LTD.</p> <p>July 2015 President and Director of ASAHI INTECC HANOI CO., LTD.</p> <p>September 2015 Executive Vice President and Director of the Company</p> <p>July 2016 General Manager of Quality Assurance Division</p> <p> Chairperson and Director of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2016 Executive Vice President and COO of the Company (current position)</p> <p>July 2017 Director of TOYOFLEX CEBU CORPORATION (current position)</p> <p>July 2018 Director of FICUS Co., Ltd. (current position)</p>	3,126,100	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Kenji Miyata is well versed in production technology for stainless steel processing, the source of the Company's technology, as General Manager of the Device Division for many years, and has assisted the President & CEO in overall management as Executive Vice President and COO as well as promoted the reconstruction of buyout proposals and leadership in the Medical Division in recent years. He has been renominated as Director in expectation of his further contribution going forward.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors
3	Tadakazu Kato (July 25, 1954) [Reappointment]	<p>June 1992 Joined the Company</p> <p>May 2003 Deputy General Manager of Quality Assurance Department, Medical Division</p> <p>February 2004 Group Manager of Quality Assurance Group, Medical Division</p> <p>October 2004 Group Manager of Research and Development Group, Medical Division</p> <p>January 2005 Deputy General Manager of Medical Division</p> <p>March 2006 Executive Officer</p> <p>September 2007 Director of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2008 Director of the Company</p> <p>July 2009 General Manager of Medical Division (current position)</p> <p>April 2012 Director of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd.</p> <p>October 2013 Director of ASAHI INTECC THAILAND CO., LTD. (current position)</p> <p>September 2014 Executive Director of the Company (current position)</p> <p>July 2016 Director of Filmecc Co., Ltd. (current position)</p>	122,400	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>Since joining the Company, Mr. Tadakazu Kato has consistently been engaged in the Medical Division and contributed to the development of medical devices. Currently he works as General Manager of the Medical Division and is well versed not only in development but also in a variety of fields including production and sales and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.</p>				
4	Ippei Yugawa (December 20, 1956) [Reappointment]	<p>February 1982 Joined the Company</p> <p>July 1999 Executive Officer, General Manager of Sales Department, Industrial Device Division</p> <p> General Manager of International Affairs Department</p> <p> General Manager of Sales Department II, Medical Division</p> <p>October 2000 General Manager in charge of Technological Development and Marketing</p> <p>July 2001 General Manager of the Company, seconded to Filmecc Co., Ltd.</p> <p>April 2002 Director of Filmecc Co., Ltd. (current position)</p> <p>September 2003 Director of the Company (current position), in charge of an affiliate (Filmecc Co., Ltd.) (current position)</p> <p>July 2009 Director of CompassMed Integration Co., Ltd.</p> <p>July 2015 President & CEO of ASAHI INTECC J-sales, INC.</p> <p>July 2018 Director of ASAHI INTECC J-sales, INC.(current position) Director of FICUS Co., Ltd. (current position)</p>	169,280	13/13 (100%)
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Ippei Yugawa has been engaged in sales and technology development and marketing for many years and currently serves as Director of ASAHI INTECC J-sales, INC., a consolidated subsidiary, which carries out domestic sales of the Company's medical devices, and is in charge of the Company's second brand in the Group, Filmecc Co., Ltd., a consolidated subsidiary. He is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.</p>				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions		Number of Company shares held	Status of attendance at the Board of Directors
5	Yoshinori Terai (September 13, 1963) [Reappointment]	October 1998	Joined the Company, Assistant Section Manager of Research and Development Department, Medical Division	47,900	13/13 (100%)
		January 2000	Assistant Section Manager belonging to Medical Division		
		July 2000	General Manager of U.S. Representative Office, Medical Division		
		July 2004	President & CEO of ASAHI INTECC USA, INC. (current position)		
		November 2006	Director of RetroVascular, INC. (current position)		
		September 2008	Executive Officer of the Company, in charge of Overseas Business		
		July 2009	Overseas Sales Supervisor of Medical Division		
		January 2010	Marketing Supervisor of Medical Division		
		April 2012	Director of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd (current position)		
		September 2013	Director (current position)		
July 2014	Supervisor of Sales and Marketing, Medical Division (current position)				
March 2016	General Manager of Global Business Development Office, Medical Division				
July 2016	Director of ASAHI INTECC J-sales, INC. (current position)				
[Reason for nomination as candidate for Director]					
Mr. Yoshinori Terai has been engaged in the Overseas Sales unit for medical devices for many years and currently serves as President of ASAHI INTECC USA, INC, a sales subsidiary in the U.S. He has contributed to the Company's global development and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been renominated as Director in expectation of his further contribution going forward.					
6	Munehika Matsumoto (November 16, 1954) [Reappointment]	June 1979	Joined the Company	22,000	13/13 (100%)
		July 2000	Head of Takaishi Factory, Industrial Device Division		
		May 2003	Group Head of Development Group III supervising Osaka area, Device Division		
		July 2006	Group Manager of Development Group, Device Division		
		July 2009	Deputy General Manager of Device Division		
		July 2011	Executive Officer		
		July 2013	General Manager of Device Division (current position)		
		July 2015	Senior Executive Officer		
		July 2016	Director of ASAHI INTECC THAILAND CO., LTD. (current position)		
		September 2016	Director of the Company (current position)		
July 2017	General Manager of GMA Division of the Company (current position)				
[Reason for nomination as candidate for Director]					
Since joining the Company, Mr. Munehika Matsumoto has consistently been engaged in the Device Division and contributed to development of stainless steel components, the Company's core technology. He is currently serving as General Manager of the Device Division, well versed not only in development but also in a variety of fields including production and sales, and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been nominated as candidate for Director in expectation of his further contribution going forward.					

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors
7	Mizuho Ito (September 8, 1973) [Reappointment]	<p>May 2003 Joined the Company</p> <p>May 2005 Deputy General Manager of Corporate Strategic Office</p> <p>April 2008 Auditor of ASAHI INTECC HANOI CO., LTD. (current position)</p> <p>September 2008 General Manager of Corporate Strategic Office of the Company (current position)</p> <p>September 2009 Auditor of GMA Co., Ltd.</p> <p>October 2010 Auditor of Filmecc Co., Ltd. (current position)</p> <p>April 2012 Auditor of ASAHI INTECC SCIENTIFIC (Beijing) Co., Ltd. (current position)</p> <p>September 2013 Director of Toyoflex Corporation</p> <p>December 2013 Group Manager of Accounting Group, Administration Division of the Company (current position)</p> <p>July 2015 Executive Officer</p> <p>July 2016 General Manager of Administration Division (current position), Auditor of ASAHI INTECC J-sales, INC. (current position)</p> <p>September 2016 Director of the Company (current position)</p> <p>July 2018 Director of RetroVascular, Inc. (current position)</p>	14,300	13/13 (100%)
[Reason for nomination as candidate for Director]				
As General Manager of Corporate Strategic Office, Ms. Mizuho Ito has been engaged in finance, accounting, IR, and M&A projects for many years. She is currently serving as Executive Officer and General Manager of Administration Division, leading efforts to strengthen the function of the Head Office as head of the Company's Corporate unit, and is appropriately fulfilling the role of enhancing the Company's corporate value. She has been nominated as candidate for Director in expectation of her further contribution going forward.				
8	Makoto Nishiuchi (August 15, 1964) [New appointment]	<p>October 2005 Joined the Company</p> <p>July 2008 Deputy Group Manager of Medical Research and Development Group, Medical Division</p> <p>May 2010 Group Manager of Medical Research and Development Group, Medical Division</p> <p>July 2015 Executive Officer</p> <p>July 2016 Director of ASAHI INTECC USA, INC. (current position)</p> <p>January 2017 Chief Research and Development Officer (current position)</p> <p>October 2017 Senior Executive Officer (current position)</p> <p>September 2018 Director of RetroVascular Inc. (current position)</p>	0	—
[Reason for nomination as candidate for Director]				
Since joining the Company, Mr. Makoto Nishiuchi has consistently been engaged in the Medical Division and contributed to the development of medical devices. With his abundant experience and track record in the R&D and technology-related fields, currently he works as Chief Research and Development Officer of Medical Division and is responsible for research and development of medical devices and is appropriately fulfilling the role of enhancing the Company's corporate value. He has been newly nominated as Director in expectation of his further contribution going forward.				

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions		Number of Company shares held	Status of attendance at the Board of Directors (*)
9	Kiyomichi Ito (February 7, 1950) [Reappointment] [Outside] [Independent]	April 1974 August 1985 January 1994 January 1999 July 2000 July 2002 March 2008 September 2013 April 2015	Joined Toyota Motor Sales Co., Ltd. Section Chief of System Planning Section, Section Head of Engineering Section, Overseas Planning Department of TOYOTA MOTOR CORPORATION Secretary seconded to Toyota Motor Manufacturing Canada, Inc. Chief of Marine Business Division of TOYOTA MOTOR CORPORATION Chief of Americas Sales Department of TOYOTA MOTOR CORPORATION President of Toyota Kirloskar Auto Parts Pvt. Ltd. Professor of School of Management at Chukyo University Director of the Company (current position) Visiting Professor of School of World Englishes at Chukyo University (current position)	4,200	13/13 (100%)
[Matters regarding independence] The Company has registered Mr. Kiyomichi Ito as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Ito is approved, he will continue to be Independent Director.					
[Reason for nomination as candidate for Director] Mr. Kiyomichi Ito has been engaged in corporate management for many years, and reflects his experience and knowledge as a specialist cultivated from his career as a professor of business management at a university. He has been renominated as Outside Director in order for him to provide appropriate advice based on his expertise for strengthening corporate governance going forward. He will have served as Outside Director for five (5) years at the conclusion of this Annual General Meeting of Shareholders.					
10	Akinori Shibazaki (January 20, 1945) [Reappointment] [Outside] [Independent]	February 1980 August 1988 December 2005 October 2008 March 2010 August 2010 July 2011 March 2013 September 2016	President and Representative Director of CHU-O RITTAIZU Co., Ltd. (currently CDS Co., Ltd.) (current position) President and Representative Director of TPS Co., Ltd. Chairman of the Board of MMC Computer Research Co., Ltd. Chairman of the Board of BYNAS Co., Ltd. Executive Senior Adviser of BYNAS Co., Ltd. (current position) Chairman of the Board of Torindo Co., Ltd. (current position) Chairman and Director of PMC Co., Ltd. (current position) Director and Senior Adviser of MCOR Co., Ltd. (current position) Director of the Company (current position)	400	13/13 (100%)
[Matters regarding independence] The Company has registered Mr. Akinori Shibazaki as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Shibazaki is approved, he will continue to be Independent Director.					
[Reason for nomination as candidate for Director] Mr. Akinori Shibazaki has served as President and Representative Director of CDS Co., Ltd. (listed on the 1st section of the Tokyo Stock Exchange) for many years. He has been nominated as candidate for Outside Director to supervise the Company's overall management based on his ample experience and broad insight as a business manager, as well as to contribute to strengthening corporate governance through offering advice about the Company's overall management. He will have served as Outside Director for two (2) years at the conclusion of this Annual General Meeting of Shareholders.					

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of Company shares held	Status of attendance at the Board of Directors (*)
	Masami Sato (August 1, 1963) [New appointment] [Outside] [Independent]	<p>April 1989 Qualified as a lawyer in Japan, joined MATSUO & KOSUGI</p> <p>April 1993 Qualified as a lawyer in New York, U.S.A.</p> <p>December 1994 Joined Maekawa Law Office</p> <p>April 1998 Opened Sato Sogo Law Office</p> <p>September 1999 Auditor of the Company</p> <p>June 2005 Auditor of MINO CERAMIC CO., LTD.</p> <p>July 2008 Representative Director of Legal Support Co., Ltd.</p> <p>September 2016 Director who is an Audit and Supervisory Committee Member (current)</p>	100,600	13/13 (100%)
11	<p>[Matters regarding independence]</p> <p>The Company has registered Mr. Masami Sato as Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the election of Mr. Ito is approved, he will continue to be Independent Director.</p> <p>[Reason for nomination as candidate for Director]</p> <p>Mr. Masami Sato is qualified as a lawyer and has legal expertise and experience. In addition, he has worked as Outside Auditor and Director who is an Audit and Supervisory Committee Member at the Company for many years, well versed in the Company's business and has audited the Company appropriately from an objective viewpoint. Thus he is deemed to appropriately fulfill the duties of Outside Director such as providing advice for and check on the Company's business execution and has been nominated as candidate for Outside Director. He is currently serving as the Company's Director who is an Audit and Supervisory Committee Member, and he had served as Auditor for seventeen (17) years at the conclusion of the Annual General Meeting of Shareholders. He will have served as Outside Director for two (2) years at the conclusion of this Annual General Meeting of Shareholders.</p>			

(Notes)

- There is no special interest between any of the above candidates for Directors and the Company.
- Messrs. Kiyomichi Ito, Akinori Shibazaki and Masami Sato are candidates for Outside Directors.
- The Company has entered into an agreement with Mr. Kiyomichi Ito, Akinori Shibazaki, and Masami Sato to limit their liabilities for damages specified in Article 423, Paragraph 1 of the Companies Act pursuant to the provision of Article 427, Paragraph 1 of the said Act. The limit of the liability under such agreement shall be the amount prescribed by the laws and regulations. If the reelection of Mr. Ito and Shibazaki is approved, the Company will continue the agreement on the same terms and conditions. If the reelection of Mr. Masami Sato is approved, the Company will start the agreement on the same terms and conditions.
The overview of the content of the agreement is as follows.
 - If an Outside Director is liable to the Company for any damage attributable to the negligence of his/her duties, his/her liability shall be limited to the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.
 - The aforementioned liability limitation shall be applied only in cases where such an Outside Director executed his/her duties that caused the liability in good faith and without gross negligence.
- CompassMed Integration Co., Ltd changed its name to ASAHI INTECC J-sales, Inc. in January 2010.
- GMA Co., Ltd. changed its name to ASAHI INTECC GMA Co., Ltd. from July 2010. The Company acquired ASAHI INTECC GMA Co., Ltd. through an absorption-type merger on October 1, 2013.
- Toyota Motor Sales Co., Ltd. merged with Toyota Motor Co., Ltd. in 1982 and changed the name to Toyota Motor Corporation.
- CHU-O RITTAIZU Co., Ltd. merged with TPS Co., Ltd. and changed its name to CDS Co., Ltd. in January 2005.
- MMC Computer Research Co., Ltd. changed its trade name to MCOR Co., Ltd. in January 2006.

Proposal 4: Election of Three (3) Directors Who are Audit and Supervisory Committee Members

The term of office of the Directors who are Audit and Supervisory Committee Members (three (3) Directors) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three (3) Directors who are Audit and Supervisory Committee Members is proposed.

The Board of Auditors has previously given its consent to this Proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Current position and main responsibilities in the Company	
1	Hiroshi Ota	Head of Internal Audit Office	New appointment
2	Ryuji Tomida	Substitute Audit and Supervisory Committee Member	New appointment Outside Independent
3	Yasunari Hanano		New appointment Outside Independent

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Ota (April 13, 1963) [New appointment]	<p>October 1996 Joined the Company</p> <p>May 1998 Deputy Team Leader of International Department</p> <p>May 2000 Section Manager of International Section</p> <p>September 2000 Section Manager of General Affairs Section, General Affairs Department, Administrative Division</p> <p>May 2001 Deputy Manager of General Affairs Department, Administrative Division</p> <p>June 2003 Deputy Manager of belonging to Administrative Division Group Manager of Intellectual Property and Law Group</p> <p>July 2004 Director of ASAHI INTECC USA, INC.</p> <p>January 2005 Deputy General Manager in charge of General Affairs Group and Intellectual Property and Law Group</p> <p>July 2005 Deputy General Manager of Device Division</p> <p>July 2006 Deputy General Manager of Medical Division</p> <p>December 2006 Deputy General Manager of Device Division</p> <p>July 2009 President and Director of ASAHI INTECC HANOI CO., LTD.</p> <p>May 2010 Deputy of General Manager of Business Administration</p> <p>October 2010 Director of ASAHI INTECC USA, INC.</p> <p>December 2012 Group Manager of Human Resource Development Department</p> <p>September 2013 Auditor of Toyoflex Corporation (current position)</p> <p>May 2015 Director of Office of the Chairman</p> <p>September 2016 Director of the Internal Audit</p>	24,000
[Reason for nomination as candidate for Director who is an Audit and Supervisory Committee Member]			
<p>Mr. Hiroshi Ota has legal expertise and had served as the Company's domestic and international organizational divisions with experience and knowledge. He is contributed to strengthen the corporate governance. Being well versed in the Company's business, he is deemed able to fulfill the role of supervising the Company's business execution and others using his ample experience and achievements and has been nominated as candidate for Director who is an Audit and Supervisory Committee Member.</p>			
2	Ryuji Tomida (April 3, 1975) [New appointment] [Outside] [Independent]	<p>October 2001 Registered Nagoya Bar Association (now Aichi Bar Association) Joined Higashi Sakura Law Firm</p> <p>April 2006 Part-time Lecturer of the Law Department, Nagoya University of Economics</p> <p>December 2006 Nagoya Municipal Advisor (current position)</p> <p>October 2007 Opened Tomida&Yamauchi Law Firm (now Tomida&Marutani Law Firm)</p> <p>April 2010 The Member of Research Office of Aichi Bar Association</p> <p>April 2011 Part-time Lecturer of Aichi Law School (current position)</p> <p>May 2011 The Japan Federation of Bar Associations Inquiry System Committee Member (current position)</p> <p>October 2011 The Japan Federation of Bar Associations' Judicial Reform Implementation Measures Working Group Committee</p> <p>April 2013 Committee Member of Kasugai City Information Disclosure & Personal Information Protection</p> <p>April 2016 The Vice President of Aichi Bar Association</p> <p>September 2016 Substitute Directors of Who is an Audit and Supervisory Committee Member (current position)</p>	0
[Matters regarding independence]			
<p>If the election of Ryuji Tomida is approved, he is scheduled to be registered as an Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange.</p>			
[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member]			
<p>Mr. Ryuji Tomida is qualified as a lawyer and has legal expertise and experience. Thus he is deemed to appropriately fulfill the duties of Outside Director such as providing advice for and check on the Company's business execution and has been nominated as candidate for Director (Outside Director) who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company and significant concurrent positions	Number of shares of the Company held	
3	Yasunari Hanano (April 28, 1964) [New appointment] [Outside] [Independent]	October 1988	Joined Tohmatsu Aoki & Sanwa (now Deloitte Touche Tohmatsu LLC)	100
		August 1993	Registered as a Certified Public Accountant	
		October 2001	Opened Business Inspire Opened Hanano C.P.A. Office	
		June 2004	The Secretary of Tokai Association, the Japanese Institute of Certified Public Accountants	
		March 2005	Registered as a Certified Tax Accountant	
		April 2006	Associate Professor of Graduate School of Accounting, Aichi University	
		August 2007	Member of the Special Training System Council, the Japanese Institute of Certified Public Accountants	
		April 2011	Part-time Lecturer of Aichi University	
		April 2012	Auditor of Green Association of Nagoya, Public Interest Incorporated Foundation	
		May 2013	Member of the Completion Inspection Management Committee, the Japanese Institute of Certified Public Accountants	
April 2014	Part-time Lecturer of Nanzan Business School			
June 2017	The Vice President of Tokai Association, the Japanese Institute of Certified Public Accountants (current position)			
[Matters regarding independence] If the election of Yasunari Hanano is approved, he is scheduled to be registered as an Independent Director as specified in the listing regulations established by the Tokyo Stock Exchange and Nagoya Stock Exchange.				
[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member] Mr. Yasunari Hanano has expertise and ample experience as a tax accountant. Since he is offering appropriate auditing from the viewpoint based on his experience and knowledge accumulated as a tax expert, he is deemed appropriate to fulfill the duties of Outside Director such as providing advice for and check on the Company's business execution. Thus he has been nominated as candidate for Director (Outside Director) who is an Audit and Supervisory Committee Member.				

(Notes)

1. There is no special interest between any of the above candidates for Directors and the Company.
2. Matters related to each of the above candidates for Directors are as follows:
 - (1) Messrs. Ryuji Tomida and Yasunari Hanano are candidates for Outside Directors.
 - (2) The Company has entered into an agreement with Messrs. Hiroshi Ota, Ryuji Tomida and Yasunari Hanano to limit their liabilities for damages specified in Article 423, Paragraph 1 of the Companies Act pursuant to the provision of Article 427, Paragraph 1 of the said Act. The limit of liability under such agreement shall be the amount prescribed by the laws and regulations. If the election of the respective candidates is approved, the Company will newly enter into an agreement with them on the same terms and conditions.
Details of the agreement are as follows:
 - If a Director who is an Audit and Supervisory Committee Member is liable to the Company for any damage attributable to the negligence of his/her duties, his/her liability shall be limited to the minimum liability amount specified in Article 425, Paragraph 1 of the Companies Act.
 - The aforementioned liability limitation shall be applied only in cases where such a Director who is Audit and Supervisory Committee Member executed his/her duties that caused the liability in good faith and without gross negligence.