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Stock Exchange Code 7994  
June 6, 2016

**To Shareholders with Voting Rights:**

Masayuki Nakamura  
President & Representative Director  
Okamura Corporation  
7-18, Kitasaiwai 2-chome, Nishi-Ku,  
Yokohama

**NOTICE OF  
THE 81ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.  
First, we would like to express our sincere condolences to the victims of the 2016 Kumamoto Earthquake.

You are cordially invited to attend the 81st Annual General Meeting of Shareholders of Okamura 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 or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it to us, or input your vote for or against the proposal at the website for exercising voting rights (<http://www.evotep.jp>) designated by the Company. In either case, please exercise your voting rights by 5:20 p.m. on Monday, June 27, 2016, Japan time.

- 1. Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m. Japan time
- 2. Place:** Banquet Room "Jubilee" on the 5th floor of HOTEL YOKOHAMA CAMELOT Japan located at 11-3, Kitasaiwai 1-chome, Nishi-Ku, Yokohama, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2015 - March 31, 2016)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Partial Amendments to the Articles of Incorporation
    - Proposal 3:** Election of 20 Directors
    - Proposal 4:** Election of 1 Corporate Auditor
    - Proposal 5:** Election of 2 Substitute Corporate Auditors

**4. Remarks on exercising voting right**

Please note that any voting right exercised without indicating for or against a proposal will be counted as a vote for approval of the proposal.

© When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

- ◎ Should the Reference Documents for the General Meeting of Shareholders and the Appendix require revisions, the revised versions will be posted on the Company's website (<http://www.okamura.co.jp/>).
- ◎ This notice of the General Meeting of Shareholders and the Appendix, as well as their English translation can be viewed at the Company's website.

## **Guidance on exercise of voting rights**

Exercise of voting rights at Shareholders' Meeting is one of the important rights of the shareholders. You can exercise your voting rights following either of the procedures as follows. Please review the attached Reference Documents for the General Meeting of Shareholders (from page 5 to 23) and exercise your voting rights.

### **If you attend the meeting**

Please submit the enclosed Voting Rights Exercise Form at the reception desk. Also, please bring this notice of convocation with you.

### **If you are unable to attend the meeting**

#### **When exercising voting rights in writing**

Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:20 p.m. on Monday, June 27, 2016, Japan time.

#### **When exercising voting rights via the Internet**

Please access the website for exercise of voting rights and exercise your voting rights by 5:20 p.m. on Monday, June 27, 2016, Japan time.

For the actual procedure, please refer to the following page.

The Company participates in an electronic voting rights exercise platform for institutional investors operated by Investor Communications Japan.

### Procedure to exercise voting rights via the Internet

You can exercise your voting rights via the Internet only by using the website for exercise of voting rights (<http://www.evotep.jp/>) designated by the Company. (You cannot access the website from 2:00 a.m. to 5:00 a.m. daily. You may not be able to use the website depending on your Internet environment.) If you attend the meeting in person, you will not need to exercise your voting rights by mailing Voting Rights Exercise Form or via the Internet.

### How to use the website for exercise of voting rights

<p>Access the website for exercise of voting rights (<a href="http://www.evotep.jp/">http://www.evotep.jp/</a>)</p> <ol style="list-style-type: none"><li>1) Click “to the next page.”</li></ol> <p>Log into the website</p> <ol style="list-style-type: none"><li>2) Enter the log-in ID and “temporary password” printed on your Voting Rights Exercise Form.</li><li>3) Click “log-in.”</li></ol> <p>Register a new password</p> <ol style="list-style-type: none"><li>4) Enter a new password both in the fields of “New password” and “New password (for confirmation).” Please make sure not to forget your new password.</li><li>5) Click “send.”</li></ol> <p>When a message asking you to confirm is displayed, click “confirmed.” Then, follow the instructions on the screen and enter your vote for or against the proposal.</p>	<p>Remarks</p> <ul style="list-style-type: none"><li>■ If you exercise your voting rights both by mailing Voting Rights Exercise Form and via the Internet, your vote via the Internet shall be deemed valid. If you exercise your voting rights via the Internet multiple times, the vote cast last shall be deemed valid.</li><li>■ Any fees (connection fees to the Internet providers or telecommunication costs, etc.) incurred when using the website for exercise of voting rights shall be borne by the shareholders.</li><li>■ Exercise of voting rights via the Internet shall be accepted by 5:20 p.m. on Monday, June 27, 2016, Japan time, but it is advisable to exercise voting rights at your earliest convenience and contact the help desk should any questions arise.</li><li>■ Handling of password<ol style="list-style-type: none"><li>1. Log-in ID and temporary password will be newly issued each time Shareholders’ Meeting is convened.</li><li>2. As the password is the mean to identify a person exercising voting rights as the shareholder, please make sure to keep your password safe. Please be advised that the Company will not respond to the inquiries on the phone regarding password.</li></ol></li></ul>
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### For Inquiries with Respect to the Exercise of Voting Rights via the Internet (Help Desk)

Stock Transfer Agency Department of Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll-free)

Operating hours: 9:00 a.m. to 9:00 p.m.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Distribution of Surplus

The Company considers an adequate return of profits to shareholders to be one of its most important management priorities.

The Company intends to distribute an appropriate share of profits in accordance with its business performance, and will endeavor to maintain a stable dividend payout while taking into consideration its financial position, future business developments and retained earnings.

The distribution of year-end dividends for the fiscal year under review is proposed as follows. As a result, including the interim dividends (¥10.00 per share) already paid, the annual dividends will be ¥24 per share.

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof  
14 yen per share of the Company's common shares (ordinary dividends of ¥10 and commemorative dividends for the Company's 70th anniversary of ¥4)  
Total amount: ¥1,544,589,984
- (3) Effective date of distribution of surplus  
June 29, 2016

**Proposal 2:** Partial Amendments to the Articles of Incorporation

(1) Reasons for amendments

It is proposed to add a business purpose in Article 2 (Purposes) of the current Articles of Incorporation, in order to prepare for the future expansion of the healthcare furniture business, etc.

(2) Detail of the amendments

The detail of the amendments is as follows.

(Underlined parts are amended.)

Current	Proposed amendments
(Purposes) Article 2. The purposes of the Company shall be to engage in the following businesses: 1.-9. (Omitted) 10. Design, manufacture and sales of automatic controllers for machinery and appliances  11.-13. (Omitted)	(Purposes) Article 2. (Unchanged)  1.-9. (Unchanged) 10. Design, manufacture and sales of automatic controllers for machinery and appliances, <u>and medical equipment and other machinery, and appliances</u>  11.-13. (Unchanged)

**Proposal 3: Election of 20 Directors**

The terms of office of all the Directors (18 Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of 20 Directors is proposed.

The candidates are as follows:

No.	Name		Current positions and responsibilities at the Company
1	Kikuo Nakamura	<u>Reelection</u>	Chairman & CEO
2	Masayuki Nakamura	<u>Reelection</u>	President & Representative Director
3	Kiyoshi Sato	<u>Reelection</u>	Senior Managing Director
4	Hiroki Iwashita	<u>Reelection</u>	Senior Managing Director
5	Shigeji Kikuchi	<u>Reelection</u>	Managing Director
6	Toshikazu Iwata	<u>Reelection</u>	Managing Director
7	Teiichi Toshida	<u>Reelection</u>	Managing Director
8	Fumio Yamamoto	<u>Reelection</u>	Director
9	Nobuyuki Iizuka	<u>Reelection</u>	<u>Outside Director</u> <u>Independent Director</u> Director
10	Kanji Nishiura	<u>New election</u>	<u>Outside Director</u>
11	Hiromi Asano	<u>New election</u>	<u>Outside Director</u> <u>Independent Director</u>
12	Seiji Koguma	<u>Reelection</u>	Director
13	Akio Nakajima	<u>Reelection</u>	Director
14	Hajime Kaneko	<u>Reelection</u>	Director
15	Kenichi Yamaki	<u>Reelection</u>	Director
16	Ken Inoue	<u>Reelection</u>	Director
17	Makoto Tajiri	<u>Reelection</u>	Director
18	Hiroshi Makino	<u>New election</u>	
19	Shinji Sakatoku	<u>New election</u>	
20	Naoki Kono	<u>New election</u>	

No.1	<u>Reelection</u>												
Kikuo Nakamura	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td>April 1957</td> <td>Joined the Company</td> <td>June 1992</td> <td>Senior Managing Director of the Company</td> </tr> <tr> <td>February 1973</td> <td>Director of the Company</td> <td>November 1993</td> <td>President &amp; Representative Director of the Company</td> </tr> <tr> <td>February 1981</td> <td>Managing Director of the Company</td> <td>April 2004</td> <td>Chairman &amp; CEO of the Company (current position)</td> </tr> </table>	April 1957	Joined the Company	June 1992	Senior Managing Director of the Company	February 1973	Director of the Company	November 1993	President & Representative Director of the Company	February 1981	Managing Director of the Company	April 2004	Chairman & CEO of the Company (current position)
April 1957	Joined the Company	June 1992	Senior Managing Director of the Company										
February 1973	Director of the Company	November 1993	President & Representative Director of the Company										
February 1981	Managing Director of the Company	April 2004	Chairman & CEO of the Company (current position)										
Date of birth: October 25, 1933	<p>■ Significant concurrent positions</p> <p>Chairman, Japan Office and Institutional Furniture Association, and Vice Chairman, New Office Promotion Association</p>												
Number of shares of the Company held: 243,418	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1957, Mr. Kikuo Nakamura has been engaged mainly in the Office Furniture business. After assuming the office of Director in 1973, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming key positions including Senior Sales General Manager, Senior General Manager of Store Displays Division, as well as the post of President from 1993 to 2004. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Chairman &amp; CEO, with his extensive knowledge and broad perspective.</p>												

No. 2		Reelection												
Masayuki Nakamura  Date of birth: March 19, 1951  Number of shares of the Company held: 72,340	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td>April 1973</td> <td>Joined the Company</td> <td>June 2007</td> <td>Senior Managing Director of the Company</td> </tr> <tr> <td>June 1996</td> <td>Director of the Company</td> <td>June 2012</td> <td>President &amp; Representative Director of the Company (current position)</td> </tr> <tr> <td>June 2001</td> <td>Managing Director of the Company</td> <td></td> <td></td> </tr> </table>		April 1973	Joined the Company	June 2007	Senior Managing Director of the Company	June 1996	Director of the Company	June 2012	President & Representative Director of the Company (current position)	June 2001	Managing Director of the Company		
	April 1973	Joined the Company	June 2007	Senior Managing Director of the Company										
	June 1996	Director of the Company	June 2012	President & Representative Director of the Company (current position)										
June 2001	Managing Director of the Company													
<p>■ Significant concurrent positions</p> <p>President &amp; Representative Director of Kansai Okamura Manufacturing Co., Ltd.</p>														
<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1973, Mr. Masayuki Nakamura has been engaged mainly in the office-related business. After assuming the office of Director in 1996, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming key positions including Senior General Manager of Planning Division and Senior General Manager of Production Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as President &amp; Representative Director, with his extensive knowledge and broad perspective.</p>														

No. 3		Reelection																				
Kiyoshi Sato  Date of birth: August 10, 1950  Number of shares of the Company held: 44,000	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td>April 1973</td> <td>Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</td> <td>June 2002</td> <td>General Manager, Accounting and Finance Department, Accounting and Finance Division of the Company</td> </tr> <tr> <td>February 2001</td> <td>General Manager, Marunouchi Branch Office of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</td> <td>April 2004</td> <td>General Manager, Accounting and Finance Department, Administration Division of the Company</td> </tr> <tr> <td>May 2002</td> <td>Joined the Company</td> <td>June 2007</td> <td>Managing Director of the Company</td> </tr> <tr> <td>June 2002</td> <td>Director of the Company</td> <td>June 2007</td> <td>Senior General Manager, Administration Division of the Company (current position)</td> </tr> <tr> <td></td> <td></td> <td>June 2012</td> <td>Senior Managing Director of the Company (current position)</td> </tr> </table>		April 1973	Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	June 2002	General Manager, Accounting and Finance Department, Accounting and Finance Division of the Company	February 2001	General Manager, Marunouchi Branch Office of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	April 2004	General Manager, Accounting and Finance Department, Administration Division of the Company	May 2002	Joined the Company	June 2007	Managing Director of the Company	June 2002	Director of the Company	June 2007	Senior General Manager, Administration Division of the Company (current position)			June 2012	Senior Managing Director of the Company (current position)
	April 1973	Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	June 2002	General Manager, Accounting and Finance Department, Accounting and Finance Division of the Company																		
	February 2001	General Manager, Marunouchi Branch Office of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	April 2004	General Manager, Accounting and Finance Department, Administration Division of the Company																		
May 2002	Joined the Company	June 2007	Managing Director of the Company																			
June 2002	Director of the Company	June 2007	Senior General Manager, Administration Division of the Company (current position)																			
		June 2012	Senior Managing Director of the Company (current position)																			
<p>■ Significant concurrent positions</p> <p>President &amp; Representative Director of Okamura Estate Corporation, President &amp; Representative Director of Okamura Business Support Corporation</p>																						
<p>■ Reasons for nomination as a candidate for Director</p> <p>Mr. Kiyoshi Sato joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.) in 1973. Since then, he has accumulated a wealth of experience at a bank, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including General Manager, Marunouchi Branch Office of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.) in 2001, Director of the Company in 2002 after joining the Company in the same year, General Manager of Accounting and Finance Department, and Senior General Manager of Administration Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Senior Managing Director, with his extensive knowledge and broad perspective.</p>																						

No.4		Reelection																
<p>Hiroki Iwashita</p> <p>Date of birth: July 21, 1949</p> <p>Number of shares of the Company held: 39,969</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td>April 1973</td> <td>Joined the Company</td> <td>June 2004</td> <td>Director of the Company</td> </tr> <tr> <td>February 1994</td> <td>Senior Marketing General Manager of the Company</td> <td>June 2008</td> <td>Managing Director of the Company</td> </tr> <tr> <td>September 1995</td> <td>General Manager, Procurement Department, Administration Division of the Company</td> <td>June 2012</td> <td>Senior Managing Director of the Company (current position)</td> </tr> <tr> <td>December 2000</td> <td>Senior Marketing General Manager of the Company (current position)</td> <td></td> <td></td> </tr> </table>		April 1973	Joined the Company	June 2004	Director of the Company	February 1994	Senior Marketing General Manager of the Company	June 2008	Managing Director of the Company	September 1995	General Manager, Procurement Department, Administration Division of the Company	June 2012	Senior Managing Director of the Company (current position)	December 2000	Senior Marketing General Manager of the Company (current position)		
April 1973	Joined the Company	June 2004	Director of the Company															
February 1994	Senior Marketing General Manager of the Company	June 2008	Managing Director of the Company															
September 1995	General Manager, Procurement Department, Administration Division of the Company	June 2012	Senior Managing Director of the Company (current position)															
December 2000	Senior Marketing General Manager of the Company (current position)																	
	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1973, Mr. Hiroki Iwashita has been engaged mainly in the production, procurement and development-related businesses. After assuming the office of Director in 2004, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Senior Marketing General Manager. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Senior Managing Director, with his extensive knowledge and broad perspective.</p>																	

No. 5		Reelection																
<p>Shigeji Kikuchi</p> <p>Date of birth: March 21, 1955</p> <p>Number of shares of the Company held: 17,100</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td>April 1977</td> <td>Joined the Company</td> <td>April 2008</td> <td>General Manager, East Tokyo Regional Sales Office, Office Sales Division of the Company</td> </tr> <tr> <td>February 2000</td> <td>Fukuoka Branch Manager, Kyushu and Chugoku Regional Sales Office, Sales Division of the Company</td> <td>June 2009</td> <td>Director of the Company</td> </tr> <tr> <td>April 2003</td> <td>Shinjuku Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company</td> <td>June 2012</td> <td>Managing Director of the Company (current position)</td> </tr> <tr> <td>June 2005</td> <td>General Manager, West Tokyo Regional Sales Office, Sales Division of the Company</td> <td>April 2015</td> <td>Senior General Manager, Tokyo Regional Sales Office, Office Sales Division of the Company (current position)</td> </tr> </table>		April 1977	Joined the Company	April 2008	General Manager, East Tokyo Regional Sales Office, Office Sales Division of the Company	February 2000	Fukuoka Branch Manager, Kyushu and Chugoku Regional Sales Office, Sales Division of the Company	June 2009	Director of the Company	April 2003	Shinjuku Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company	June 2012	Managing Director of the Company (current position)	June 2005	General Manager, West Tokyo Regional Sales Office, Sales Division of the Company	April 2015	Senior General Manager, Tokyo Regional Sales Office, Office Sales Division of the Company (current position)
April 1977	Joined the Company	April 2008	General Manager, East Tokyo Regional Sales Office, Office Sales Division of the Company															
February 2000	Fukuoka Branch Manager, Kyushu and Chugoku Regional Sales Office, Sales Division of the Company	June 2009	Director of the Company															
April 2003	Shinjuku Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company	June 2012	Managing Director of the Company (current position)															
June 2005	General Manager, West Tokyo Regional Sales Office, Sales Division of the Company	April 2015	Senior General Manager, Tokyo Regional Sales Office, Office Sales Division of the Company (current position)															
	<p>■ Significant concurrent positions</p> <p>President &amp; Representative Director of Td Japan Ltd.</p>																	
	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1977, Mr. Shigeji Kikuchi has been engaged mainly in the office furniture-related business. After assuming the office of Director in 2009, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including General Manager of East Tokyo Regional Sales Office and Senior General Manager, Tokyo Regional Sales Office. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Managing Director, with his extensive knowledge and broad perspective.</p>																	



No. 8	Reelection												
Fumio Yamamoto Date of birth: February 21, 1951	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td data-bbox="375 291 518 324">October 1977</td> <td data-bbox="534 291 869 324">Joined the Company</td> <td data-bbox="885 291 997 324">June 2008</td> <td data-bbox="1061 291 1452 358">Director of the Company (current position)</td> </tr> <tr> <td data-bbox="375 347 518 380">March 1998</td> <td data-bbox="534 347 869 436">Manager, Store Displays Research Center, Store Displays Division of the Company</td> <td data-bbox="885 347 997 380">July 2008</td> <td data-bbox="1061 347 1452 448">Senior Marketing General Manager, Store Displays Division of the Company</td> </tr> <tr> <td data-bbox="375 448 518 481">July 2000</td> <td data-bbox="534 448 869 537">General Manager, Marketing Department, Store Displays Division of the Company</td> <td data-bbox="885 448 997 481">June 2014</td> <td data-bbox="1061 448 1452 548">Senior General Manager, Store Displays Division of the Company (current position)</td> </tr> </table>	October 1977	Joined the Company	June 2008	Director of the Company (current position)	March 1998	Manager, Store Displays Research Center, Store Displays Division of the Company	July 2008	Senior Marketing General Manager, Store Displays Division of the Company	July 2000	General Manager, Marketing Department, Store Displays Division of the Company	June 2014	Senior General Manager, Store Displays Division of the Company (current position)
October 1977	Joined the Company	June 2008	Director of the Company (current position)										
March 1998	Manager, Store Displays Research Center, Store Displays Division of the Company	July 2008	Senior Marketing General Manager, Store Displays Division of the Company										
July 2000	General Manager, Marketing Department, Store Displays Division of the Company	June 2014	Senior General Manager, Store Displays Division of the Company (current position)										
Number of shares of the Company held: 22,500	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1977, Mr. Fumio Yamamoto has been engaged mainly in the store displays-related business. After assuming the office of Director in 2008, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Senior Marketing General Manager of Store Displays Division, and Senior General Manager of Store Displays Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.</p>												

No. 9	Reelection	Outside Director	Independent Director
<p>Nobuyuki Iizuka</p> <p>Date of birth: May 10, 1948</p> <p>Number of shares of the Company held: 1,300</p> <p>Attendance at the Board of Directors Meeting: 92% (11 meetings out of 12 meetings)</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1971    Joined MITSUBISHI ESTATE CO., LTD.</p> <p>April 1997    General Manager, Construction Business Department of MITSUBISHI ESTATE CO., LTD.</p> <p>June 2001    Director of MITSUBISHI ESTATE CO., LTD.</p> <p>June 2003    Executive Officer of MITSUBISHI ESTATE CO., LTD.</p> <p>April 2004    Senior Executive Officer, and Deputy General Manager of Planning and Administration Division of MITSUBISHI ESTATE CO., LTD.</p> <p>June 2005    Deputy President &amp; Representative Director, and General Manager of Planning and Administration Division of MITSUBISHI ESTATE CO., LTD.</p> <p>April 2006    Deputy President &amp; Representative Director of MITSUBISHI ESTATE CO., LTD.</p> <p>June 2013    Advisor of MITSUBISHI ESTATE CO., LTD. (current position)</p> <p>June 2013    President &amp; Representative Director of TOKYO KOTSU KAIKAN (current position)</p> <p>June 2014    Director of the Company (current position)</p>		
	<p>■ Significant concurrent positions</p> <p>Advisor of MITSUBISHI ESTATE CO., LTD., and President &amp; Representative Director of TOKYO KOTSU KAIKAN</p>		
	<p>■ Reasons for nomination as a candidate for Outside Director</p> <p>Mr. Nobuyuki Iizuka has held positions including Senior Executive Officer and Deputy President &amp; Representative Director at MITSUBISHI ESTATE CO., LTD. The Company nominated him as the candidate for the post of Outside Director in the hope that he would utilize his wealth of experience and broad knowledge accumulated through managing the real estate company that operates globally, from a practical point of view, in managing Okamura Corporation.</p>		
	<p>■ Matters related to the candidate for Outside Director</p> <p>(1) Mr. Nobuyuki Iizuka is a candidate for Outside Director. The Company has registered him as an independent officer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the Company plans to renew such registration.</p> <p>(2) Mr. Nobuyuki Iizuka will have served as Outside Director for a period of two years as of the conclusion of this General Meeting of Shareholders.</p> <p>(3) Pursuant to a provision in its articles of incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence. Subject to the approval of the reappointment of Mr. Nobuyuki Iizuka, the Company plans to continue such liability limitation agreement with him.</p> <p>(4) There are no special interests between the candidate and the Company.</p>		

No. 10	New election	Outside Director
Kanji Nishiura	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1980    Joined Mitsubishi Corporation</p> <p>April 2009    General Manager, Metals Group CEO Office of Mitsubishi Corporation</p> <p>April 2010    Senior Vice President of Mitsubishi Corporation</p> <p>April 2011    Senior Vice President and Division COO, Non-ferrous Metal Div. of Mitsubishi Corporation</p> <p>April 2013    Senior Vice President, Division COO, Mineral Resources Investment Div.1, and General Manager, MDP Dept., of Mitsubishi Corporation</p> <p>April 2014    Senior Vice President, Division COO, Mineral Resources Investment Div. and General Manager, MDP Dept., of Mitsubishi Corporation</p> <p>April 2015    Executive Vice President and Group COO, Metals Group of Mitsubishi Corporation</p> <p>April 2016    Executive Vice President and Group CEO, Metals Group of Mitsubishi Corporation (current position)</p>	
Date of birth: February 11, 1958	<p>■ Significant concurrent positions</p> <p>Executive Vice President and Group CEO, Metals Group of Mitsubishi Corporation</p>	
Number of shares of the Company held: 0	<p>■ Reasons for nomination as a candidate for Outside Director</p> <p>Mr. Kanji Nishiura has held position of Executive Vice President at Mitsubishi Corporation. The Company nominated him as the candidate for the post of Outside Director in the hope that he would utilize his wealth of experience and broad knowledge accumulated through managing the trading company that operates globally, from a practical point of view, in managing Okamura Corporation.</p>	
	<p>■ Matters related to the candidate for Outside Director</p> <p>(1) Mr. Kanji Nishiura is a candidate for Outside Director.</p> <p>(2) Pursuant to a provision in its articles of incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence.</p> <p>Subject to the approval of the appointment of Mr. Kanji Nishiura, the Company plans to conclude such liability limitation agreement with him.</p> <p>(3) There are no special interests between the candidate and the Company.</p>	

No. 11	New election	Outside Director	Independent Director
<p>Hiromi Asano</p> <p>Date of birth: December 13, 1950</p> <p>Number of shares of the Company held: 0</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <p>April 1973     Joined The Sumitomo Marine and Fire Insurance Co., Ltd. (current Mitsui Sumitomo Insurance Company, Limited)</p> <p>June 2001     Director and Executive Officer, General Manager of Integration Promotion Office of The Sumitomo Marine and Fire Insurance Co., Ltd.</p> <p>October 2001   Director and Executive Officer, General Manager, Corporate Planning Dept. of Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2004     Director and Managing Executive Officer of Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2005     Director and Managing Executive Officer of Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2006     Director and Senior Executive Officer of Mitsui Sumitomo Insurance Company, Limited</p> <p>October 2006   Director and Senior Executive Officer, and General Manager, Underwriting Division of Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2008     Director and Senior Executive Officer of Mitsui Sumitomo Insurance Company, Limited Director of Mitsui Sumitomo Insurance Group Holdings, Inc.</p> <p>April 2009     Director, Vice President Executive Officer of Mitsui Sumitomo Insurance Company, Limited Director of Mitsui Sumitomo Insurance Group Holdings, Inc.</p> <p>April 2010     Vice President Executive Officer, General Manager of Tokyo Commercial Business Div. 2nd and General Manager for Claim Handling Service Innovation, Tokyo Commercial Business Div. 2nd of Mitsui Sumitomo Insurance Company, Limited</p> <p>April 2011     Advisor of Mitsui Sumitomo Insurance Company, Limited</p> <p>June 2011     Executive Director of The General Insurance Association of Japan</p> <p>June 2014     Director of The Toa Reinsurance Company, Limited (current position)</p> <p>July 2014     President of MS&amp;AD Business Support Company, Ltd.</p> <p>July 2014     Corporate Auditor of Midorifuji Corporation (current position)</p>		
<p>■ Significant concurrent positions</p> <p>Director of The Toa Reinsurance Company, Limited</p> <p>Corporate Auditor of Midorifuji Corporation</p>			
<p>■ Reasons for nomination as a candidate for Outside Director</p> <p>Mr. Hiromi Asano has held positions of Managing Executive Officer and Vice President Executive Officer of Mitsui Sumitomo Insurance Company, Limited. The Company nominated him as the candidate for the post of Outside Director in the hope that he would utilize his wealth of experience and broad knowledge accumulated through managing the insurance company that operates globally, from a practical point of view, in managing Okamura Corporation.</p>			
<p>■ Matters related to the candidate for Outside Director</p> <p>(1) Mr. Hiromi Asano is a candidate for Outside Director. Subject to the approval of this proposal, the Company plans to register him as an independent officer.</p> <p>(2) Pursuant to a provision in its articles of incorporation, the Company has entered into agreements with its Outside Directors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has performed his or her duties in good faith and without gross negligence. Subject to the approval of the appointment of Mr. Hiromi Asano, the Company plans to conclude such liability limitation agreement with him.</p> <p>(3) There are no special interests between the candidate and the Company.</p>			

No.12		Reelection				
<p>Seiji Koguma</p> <p>Date of birth: March 3, 1951</p> <p>Number of shares of the Company held: 51,400</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td style="vertical-align: top;"> <p>April 1974</p> <p>March 1993</p> <p>April 1996</p> </td> <td style="vertical-align: top;"> <p>Joined the Company</p> <p>General Manager, Office Marketing Department, Marketing Division of the Company</p> <p>General Manager, Office Marketing Department, Office Furniture Division of the Company</p> </td> <td style="vertical-align: top;"> <p>January 1999</p> <p>December 2000</p> <p>June 2008</p> </td> <td style="vertical-align: top;"> <p>General Manager, Office Marketing Department, Development Division of the Company</p> <p>Senior General Manager, Design Division of the Company (current position)</p> <p>Director of the Company (current position)</p> </td> </tr> </table>		<p>April 1974</p> <p>March 1993</p> <p>April 1996</p>	<p>Joined the Company</p> <p>General Manager, Office Marketing Department, Marketing Division of the Company</p> <p>General Manager, Office Marketing Department, Office Furniture Division of the Company</p>	<p>January 1999</p> <p>December 2000</p> <p>June 2008</p>	<p>General Manager, Office Marketing Department, Development Division of the Company</p> <p>Senior General Manager, Design Division of the Company (current position)</p> <p>Director of the Company (current position)</p>
<p>April 1974</p> <p>March 1993</p> <p>April 1996</p>	<p>Joined the Company</p> <p>General Manager, Office Marketing Department, Marketing Division of the Company</p> <p>General Manager, Office Marketing Department, Office Furniture Division of the Company</p>	<p>January 1999</p> <p>December 2000</p> <p>June 2008</p>	<p>General Manager, Office Marketing Department, Development Division of the Company</p> <p>Senior General Manager, Design Division of the Company (current position)</p> <p>Director of the Company (current position)</p>			
	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1974, Mr. Seiji Koguma has been engaged mainly in the development and office-related businesses. After assuming the office of Director in 2008, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Senior General Manager, Design Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.</p>					

No.13		Reelection				
<p>Akio Nakajima</p> <p>Date of birth: July 6, 1954</p> <p>Number of shares of the Company held: 10,100</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td style="vertical-align: top;"> <p>February 1979</p> <p>April 1998</p> <p>February 2008</p> </td> <td style="vertical-align: top;"> <p>Joined the Company</p> <p>North Osaka Branch Manager, Kansai Regional Sales Office, Office Furniture Division of the Company</p> <p>Central Branch Manager, East Tokyo Regional Sales Office, Sales Division of the Company</p> </td> <td style="vertical-align: top;"> <p>January 2012</p> <p>June 2012</p> <p>June 2012</p> </td> <td style="vertical-align: top;"> <p>Osaka Branch Manager, Kansai Regional Sales Office, Office Sales Division of the Company</p> <p>Director of the Company (current position)</p> <p>General Manager, Kansai Regional Sales Office, Office Sales Division of the Company (current position)</p> </td> </tr> </table>		<p>February 1979</p> <p>April 1998</p> <p>February 2008</p>	<p>Joined the Company</p> <p>North Osaka Branch Manager, Kansai Regional Sales Office, Office Furniture Division of the Company</p> <p>Central Branch Manager, East Tokyo Regional Sales Office, Sales Division of the Company</p>	<p>January 2012</p> <p>June 2012</p> <p>June 2012</p>	<p>Osaka Branch Manager, Kansai Regional Sales Office, Office Sales Division of the Company</p> <p>Director of the Company (current position)</p> <p>General Manager, Kansai Regional Sales Office, Office Sales Division of the Company (current position)</p>
<p>February 1979</p> <p>April 1998</p> <p>February 2008</p>	<p>Joined the Company</p> <p>North Osaka Branch Manager, Kansai Regional Sales Office, Office Furniture Division of the Company</p> <p>Central Branch Manager, East Tokyo Regional Sales Office, Sales Division of the Company</p>	<p>January 2012</p> <p>June 2012</p> <p>June 2012</p>	<p>Osaka Branch Manager, Kansai Regional Sales Office, Office Sales Division of the Company</p> <p>Director of the Company (current position)</p> <p>General Manager, Kansai Regional Sales Office, Office Sales Division of the Company (current position)</p>			
	<p>■ Reasons for nomination as a candidate for Director</p> <p>Since joining the Company in 1979, Mr. Akio Nakajima has been engaged mainly in the office furniture-related business. After assuming the office of Director in 2012, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including General Manager, Kansai Regional Sales Office. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.</p>					

<p>Hajime Kaneko</p> <p>Date of birth: October 29, 1956</p> <p>Number of shares of the Company held: 13,200</p>	<p>■ Past experience, positions and responsibilities at the Company</p> <table border="0"> <tr> <td data-bbox="375 293 502 322">April 1980</td> <td data-bbox="534 293 869 383">Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</td> <td data-bbox="885 293 1029 322">November 2009</td> <td data-bbox="1061 293 1284 322">Joined the Company</td> </tr> <tr> <td data-bbox="375 389 502 418">July 2000</td> <td data-bbox="534 389 869 510">Ichigaya Branch Manager of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</td> <td data-bbox="885 389 1029 418">April 2010</td> <td data-bbox="1061 389 1460 510">Manager, Overseas Business Strategies Office, International Sales &amp; Marketing Division of the Company</td> </tr> <tr> <td data-bbox="375 517 502 546">June 2006</td> <td data-bbox="534 517 869 638">General Manager, Central Shinjuku Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</td> <td data-bbox="885 517 1029 546">October 2011</td> <td data-bbox="1061 517 1460 638">General Manager, Sales Department, International Sales &amp; Marketing Division of the Company</td> </tr> <tr> <td data-bbox="375 645 502 674">February 2008</td> <td data-bbox="534 645 869 766">General Manager, Fukuoka Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</td> <td data-bbox="885 645 1029 674">June 2012</td> <td data-bbox="1061 645 1412 696">Director of the Company (current position)</td> </tr> <tr> <td></td> <td></td> <td data-bbox="885 772 1029 801">June 2012</td> <td data-bbox="1061 772 1460 862">Senior General Manager, International Sales &amp; Marketing Division of the Company (current position)</td> </tr> </table>	April 1980	Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	November 2009	Joined the Company	July 2000	Ichigaya Branch Manager of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	April 2010	Manager, Overseas Business Strategies Office, International Sales & Marketing Division of the Company	June 2006	General Manager, Central Shinjuku Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	October 2011	General Manager, Sales Department, International Sales & Marketing Division of the Company	February 2008	General Manager, Fukuoka Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	June 2012	Director of the Company (current position)			June 2012	Senior General Manager, International Sales & Marketing Division of the Company (current position)
April 1980	Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	November 2009	Joined the Company																		
July 2000	Ichigaya Branch Manager of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	April 2010	Manager, Overseas Business Strategies Office, International Sales & Marketing Division of the Company																		
June 2006	General Manager, Central Shinjuku Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	October 2011	General Manager, Sales Department, International Sales & Marketing Division of the Company																		
February 2008	General Manager, Fukuoka Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	June 2012	Director of the Company (current position)																		
		June 2012	Senior General Manager, International Sales & Marketing Division of the Company (current position)																		
	<p>■ Reasons for nomination as a candidate for Director</p> <p>Mr. Hajime Kaneko joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.) in 1980. Since then, he has accumulated a wealth of experience at a bank, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including General Manager, Fukuoka Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.) in 2008, Director of the Company in 2012 after joining the Company in 2009, and Senior General Manager of International Sales &amp; Marketing Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.</p>																				

No.15		Reelection		
Kenichi Yamaki  Date of birth: February 20, 1957  Number of shares of the Company held: 17,400	■ Past experience, positions and responsibilities at the Company			
	April 1980	Joined the Company	February 2005	General Manager, Tsukuba Plant, Plant Department I, Production Division of the Company
	March 1998	General Manager, Manufacturing Control Department, Fuji Plant, Plant Department II, Production Division of the Company	January 2006	General Manager, Oppama Plant, Plant Department I, Production Division of the Company
	May 2000	General Manager, Storage Manufacturing Department, Fuji Plant, Plant Department II, Production Division of the Company	June 2012	Director of the Company (current position)
	June 2001	General Manager, Information System Department, Planning Division of the Company	June 2012	Senior General Manager, Production Division of the Company (current position)
■ Reasons for nomination as a candidate for Director Since joining the Company in 1980, Mr. Kenichi Yamaki has been engaged mainly in the production and information system-related businesses. After assuming the office of Director in 2012, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Senior General Manager of Production Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.				

No. 16		Reelection		
Ken Inoue  Date of birth: November 18, 1956  Number of shares of the Company held: 4,200	■ Past experience, positions and responsibilities at the Company			
	April 1979	Joined the Company	March 2009	General Manager, East Tokyo Sales Department, and General Manager, West Tokyo Sales Department, Sales Division, Store Displays Division of the Company
	April 1996	West Chiba Branch Manager, East Tokyo Sales Department, Store Displays Division of the Company	March 2010	General Manager, Tokyo Sales Department, Sales Division, Store Displays Division of the Company
	September 1999	West Branch Manager, West Tokyo Sales Department, Sales Division, Store Displays Division of the Company	June 2014	Director of the Company (current position)
	June 2006	General Manager, West Tokyo Sales Department, Sales Division I, Store Displays Division of the Company	June 2014	Senior Sales General Manager, Store Displays Division of the Company (current position)
	July 2008	General Manager, East Tokyo Sales Department, Sales Division, Store Displays Division of the Company		
■ Reasons for nomination as a candidate for Director Since joining the Company in 1979, Mr. Ken Inoue has been engaged mainly in the store displays-related business. After assuming the office of Director in 2014, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Senior Sales General Manager of Store Displays Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.				

Makoto Tajiri Date of birth: March 3, 1960 Number of shares of the Company held: 4,600	<b>■ Past experience, positions and responsibilities at the Company</b>			
	April 1982	Joined the Company	January 2009	Fukuoka Branch Manager, West Japan Regional Sales Office, Office Sales Division of the Company
	July 1997	Omiya Branch Manager, East Tokyo Regional Sales Office, Tokyo Sales Department, Sales Division of the Company	January 2012	General Manager, Material Handling Systems Sales Department, Material Handling Systems Division of the Company
	February 2000	Akasaka Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company	June 2015	Director of the Company (current position)
	June 2005	Shinjuku Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company	June 2015	Senior General Manager, Material Handling Systems Division, and General Manager, Material Handling Systems Sales Department of the Company (current position)
	<b>■ Reasons for nomination as a candidate for Director</b>			
	Since joining the Company in 1982, Mr. Makoto Tajiri has been engaged mainly in the office furniture and material handling-related businesses. After assuming the office of Director in 2015, he has accumulated a wealth of experience at Okamura Corporation, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner, through assuming positions including Senior General Manager of Material Handling Systems Division. Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director, with his extensive knowledge and broad perspective.			

Hiroshi Makino  Date of birth: June 23, 1958  Number of shares of the Company held: 3,000	■ Past experience, positions and responsibilities at the Company			
	April 1981	Joined Nippon Telegraph and Telephone Public Corporation (current NIPPON TELEGRAPH AND TELEPHONE CORPORATION)	July 2006	General Manager of Financial Sales Department, Corporate Sales Division 1 of NTT Communications Corporation
	April 1999	Manager of NI Sales Promotion Department, Business User Operation Department, Long Distance and International Communications Company Transition Division of NIPPON TELEGRAPH AND TELEPHONE CORPORATION	April 2010	General Manager of Financial Innovation Systems Department, Corporate Sales Division 1 of NTT Communications Corporation
	July 1999	Manager of NI Sales Promotion Department, Business User Operation Department of NTT Communications Corporation	June 2011	Director in charge of Sales Division, and General Manager of Financial Solution Sales Department 1 of NTT Solco Corporation
	July 2001	General Manager of Sales Department 1, Tokyo Area Branch Office, Business User Operation Department of NTT Communications Corporation	June 2015	Joined the Company
	April 2005	Manager of Financial Sales Department, Corporate Sales Division 1 of NTT Communications Corporation	June 2015	Senior General Manager, Telecom Sales Division, and General Manager, Telecom Sales Department of the Company (current position)
■ Reasons for nomination as a candidate for Director Since joining Nippon Telegraph and Telephone Public Corporation in 1981, Mr. Hiroshi Makino has accumulated a wealth of experience in its associated companies including NTT Communications Corporation in 2010, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner. After joining the Company in 2015, he has served as Senior General Manager of Telecom Sales Division and General Manager of Financial Innovation Systems Department, and the Company nominated him as the candidate for the post of Director based on the belief that, with his extensive knowledge and broad perspective, he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as Director.				



**Proposal 4:** Election of 1 Corporate Auditor

The terms of office of Corporate Auditor, namely Mr. Yuichi Suzuki, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 1 Corporate Auditor is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate is as follows:

Candidate	Reelection	Outside Corporate Auditor	Independent Auditor
<p>Yuichi Suzuki</p> <p>Date of birth: September 21, 1946</p> <p>Number of shares of the Company held: 18,400</p> <p>Attendance at the Board of Directors Meeting: 75% (9 meetings out of 12 meetings)</p> <p>Attendance at the Board of Corporate Auditors Meeting: 75% (9 meetings out of 12 meetings)</p>	<p>■ Past experience and positions at the Company</p> <p>April 1976 Certified as Prosecutor of the Tokyo District Public Prosecutors Office</p> <p>June 2004 Corporate Auditor of the Company (current position)</p> <p>April 1983 Registered as attorney-at-law (current position)</p> <p>April 1985 Established Tokyo Economic Law Office (current Yaesu Sogo Law Office) (current position)</p>		
	<p>■ Significant concurrent positions</p> <p>Outside Audit and Supervisory Board Member of KADOKAWA DWANGO CORPORATION</p> <p>Outside Audit and Supervisory Board Member of Gyosei Corporation</p> <p>Outside Director of Rock Paint Corporation</p>		
	<p>■ Reasons for nomination as a candidate for Outside Corporate Auditor</p> <p>Mr. Yuichi Suzuki has professional expertise, a wealth of experience and thorough knowledge of corporate legal affairs accumulated as Prosecutor of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the post of Outside Corporate Auditor in the hope that he would utilize these experiences in auditing of the Company.</p>		
	<p>■ Matters related to the candidate for Outside Corporate Auditor</p> <p>(1) Mr. Yuichi Suzuki is a candidate for Outside Corporate Auditor. The Company has registered him as an independent officer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the Company plans to renew such registration.</p> <p>(2) Mr. Yuichi Suzuki will have served as Outside Corporate Auditor for a period of 12 years as of the conclusion of this General Meeting of Shareholders.</p> <p>(3) Although Mr. Yuichi Suzuki has no direct experience in corporate management, the Company believes that he will be able to execute appropriately the duties of Outside Corporate Auditor due to the reasons mentioned in the above Reasons for nomination as a candidate for Outside Corporate Auditor.</p> <p>(4) Pursuant to a provision in its articles of incorporation, the Company has entered into agreements with its Outside Corporate Auditors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Corporate Auditor has performed his or her duties in good faith and without gross negligence. Subject to the approval of the appointment of Mr. Yuichi Suzuki, the Company plans to continue such liability limitation agreement with him.</p>		

(Note) There are no special interests between the candidate for Corporate Auditor and the Company.

**Proposal 5: Election of 2 Substitute Corporate Auditors**

The effective tenure of Substitute Corporate Auditors, namely, Messrs. Mutsuo Hayashi and Shouhachi Oki, who were elected at the 80th Annual General Meeting of Shareholders held on June 26, 2015, shall expire at the beginning of this General Meeting.

Accordingly, in preparation for the shortage of the number of Corporate Auditors stipulated by laws and regulations, the election of 2 Substitute Corporate Auditors is proposed. Of the candidates for Substitute Corporate Auditors, Mr. Mutsuo Hayashi is elected as a candidate for substituting Corporate Auditors other than Outside Corporate Auditors, while Mr. Shouhachi Oki is elected as a candidate for substituting Outside Corporate Auditors.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidates are as follows:

No. 1		Reelection
Mutsuo Hayashi  Date of birth: January 8, 1940  Number of shares of the Company held: 0	<p>■ Past experience and positions at the Company</p> <p>April 1962    Joined The Sumitomo Marine and Fire Insurance Co., Ltd. (current Mitsui Sumitomo Insurance Company, Limited)    June 2003    Advisor of Mitsui Sumitomo Insurance Company, Limited</p> <p>June 1989    Director of The Sumitomo Marine and Fire Insurance Co., Ltd.    June 2003    Director of the Company</p> <p>June 1997    Director, Vice President of The Sumitomo Marine and Fire Insurance Co., Ltd.    June 2011    Substitute Corporate Auditor of the Company (current position)</p>	
	<p>■ Reasons for nomination as a candidate for Substitute Corporate Auditor</p> <p>Mr. Mutsuo Hayashi has accumulated a wealth of experience as Vice President of the former The Sumitomo Marine and Fire Insurance Co., Ltd. and as Outside Director of the Company, as well as knowledge and experiences required to execute corporate management in an appropriate and fair manner. Accordingly, the Company nominated him for Substitute Corporate Auditor based on the belief that he would be capable of supervising business execution appropriately, and fulfilling his role and responsibilities as Corporate Auditor, with his extensive knowledge and broad perspective.</p>	
	<p>■ Matters related to the candidate for Substitute Corporate Auditor</p> <p>Mr. Mutsuo Hayashi is a candidate for Substitute Corporate Auditor.</p>	

No. 2		Reelection	Outside Corporate Auditor
Shouhachi Oki  Date of birth: March 7, 1935  Number of shares of the Company held: 63,314	<p>■ Past experience and positions at the Company</p> <p>April 1967    Registered as attorney-at-law (current position)    June 2015    Substitute Corporate Auditor of the Company (current position)</p> <p>February 1979    Corporate Auditor of the Company</p>		
	<p>■ Reasons for nomination as a candidate for Substitute Outside Corporate Auditor</p> <p>He has professional expertise and a wealth of experience as an attorney-at-law. The Company nominates him as a candidate for Outside Corporate Auditor in the hope that he would utilize these experiences in the audit system of the Company.</p>		
	<p>■ Matters related to the candidate for Substitute Corporate Auditor</p> <p>(1) Mr. Shouhachi Oki is a candidate for Substitute Outside Corporate Auditor. Although Mr. Mr. Shouhachi Oki has no direct experience in corporate management, the Company believes that he will be able to execute appropriately the duties of Outside Corporate Auditor due to the reasons stated above.</p> <p>(2) Pursuant to a provision in its articles of incorporation, the Company has entered into agreements with its Outside Corporate Auditors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Corporate Auditor has performed his or her duties in good faith and without gross negligence. If Mr. Shouhachi Oki assumes office of Corporate Auditor, the Company plans to conclude such liability limitation agreement with him.</p>		

(Note) There are no special interests between each candidate for Substitute Corporate Auditor and the Company.

(Reference)

Independence Standards for Outside Directors

Okamura Corporation (hereinafter “the Company”) has established independence standards for its Outside Directors as follows, and in the case that any of the following are applicable to an Outside Director (including candidates for Outside Director, same hereinafter), the Company will consider him or her as not possessing adequate independence.

1. An executive Director or employee (hereinafter “business executive”) of the Company or its subsidiaries (hereinafter “the Company Group”)
2. A major shareholder of the Company (Note 1) or that shareholder’s business executives
3. ① A major business partner (buyer) of the Company or that partner’s business executives (Note 2)  
② A major business partner (seller) of the Company or that partner’s business executives  
③ A major lender to the Company (Note 3) or that lender’s business executives
4. A consultant, accounting specialist, or legal specialist who receives a large amount (Note 4) of monetary or other assets from the Company other than board member compensation
5. An individual with a close relative (defined as spouse or relative within two degrees) who falls under any of the items listed above from 1 to 4 (however, in the case of business executives, this applies only to important individuals (Note 5))

Note 1: “Major shareholder” is defined here as a shareholder possessing 10% or more of the Company’s shares

Note 2: “Major business partner” is defined here as a buyer or seller of the Company’s products, etc. whose yearly sum of transactions in the most recent fiscal year exceeds 2% of the Company’s consolidated net sales or that business partner’s consolidated net sales

Note 3: “Major lender” is defined here as a financial institution with whom the Company’s balance of loans payable at the end the most recent fiscal year exceeds 2% of the Company’s consolidated net assets or that financial institution’s consolidated net assets

Note 4: “Large amount” is defined here as the following:

When “monetary or total assets” exceeds 10 million yen a year

Note 5: “Important” is defined here as Board Members, Senior General Managers, or General Manager-class individuals