



February 13, 2014

For Immediate Release

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Notice of Renewal of Countermeasures (Takeover Defense) against Large-Scale Purchases of the Company's Shares

Tokyo, Japan – February 13, 2014 – FUJISOFT INCORPORATED (the “Company”) announces that a meeting of the Board of Directors held on February 13 resolved to revise and renew the Company’s countermeasures against large-scale purchases of its shares on the condition that shareholder approval be obtained at the 44th general meeting of shareholders (the “General Meeting of Shareholders”) to be held in March 2014.

At a meeting of the Board of Directors held on May 19, 2011, the Company decided on its basic policy concerning persons who control the financial and operational policies of the Company (the “Basic Policy”) to protect and enhance the corporate value of the Company and ultimately the common interests of the shareholders and decided to introduce countermeasures (takeover defense) against large-scale purchases of the Company’s shares (the “Existing Plan”) to prevent inappropriate persons from controlling the financial and operational policies of the Company and impairing the corporate value of the Company and ultimately the common interests of the shareholders under the Basic Policy. The Existing Plan was approved by the shareholders at the 41st general meeting of shareholders held on June 27, 2011 but will expire at the end of the General Meeting of Shareholders.

Prior to the expiration of the Existing Plan, on February 13, 2014, the Board of Directors decided to revise and renew the Existing Plan (the plan after this revision and renewal hereinafter shall be referred to as “the Plan”) as an initiative (as specified in Article 118, Item 3 (b) (2) of the Ordinance of Enforcement of the Companies Act) to prevent inappropriate persons from controlling the financial and operational policies of the Company and impairing the corporate value of the Company and ultimately the common interests of the shareholders under the Basic Policy as specified in Article 118, Item 3 of the Ordinance of Enforcement of the Companies Act.

Four Auditors of the Company, including three Outside Auditors, were present at the meeting of

the Board of Directors that decided to renew the Existing Plan and the content of the Plan, and all of the Auditors agreed on the renewal and the content.

At present, the Company has not received any notification of or offers for large-scale purchases of the Company's shares from any third party. Please refer to the Appendix "Status of Major Shareholders of the Company" for the status of major shareholders of the Company as of December 31, 2013.

I. Basic Policy

The Company believes that the parties who control decisions on the financial and operational policies of the Company need to understand the source of the Company's corporate value and to consistently enable the Company to preserve and enhance its corporate value and ultimately the common interests of shareholders. The Company considers that the judgment on an acquisition offer that will be accompanied by the transfer of the control of the Company should ultimately be determined by the Company's shareholders and does not rule out large-scale purchases of the Company's shares likely to benefit the Company's corporate value and ultimately the common interests of the shareholders.

However, large-scale purchases of shares do not always benefit the company's corporate value and ultimately the common interests of shareholders, such as those that obviously impair the corporate value and ultimately the common interests of shareholders, judging by their purpose and other factors, those that could effectively force shareholders to sell their shares, those that do not give enough time and information for the company's board of directors and shareholders to examine them and for the board of directors to offer an alternative proposal, and those that require negotiations or consultations with the purchaser to set conditions more favorable to the company than those originally proposed by the purchaser.

The Company considers those that attempt large-scale purchases of shares that do not contribute to the Company's corporate value and ultimately the common interests of the shareholders to be ill-suited to the control of the financial and operational policies of the Company and believes that the Company needs to take necessary and adequate countermeasures against those large-scale purchases to protect the Company's corporate value and ultimately the common interests of the shareholders.

II. Sources of the Group's corporate value and special activities that will contribute to the materialization of the Basic Policy

Since its founding in 1970, the FUJISOFT Group has sought to achieve customer satisfaction and to contribute to local communities, harnessing the advanced techniques and expertise that it has developed, through its software development business, which focuses on the construction of

its embedded systems and operation systems, outsourcing business, which centers on maintenance and operation, and solution business, which includes a consulting service. In executing these businesses, it is important for the Group as a socially responsible entity to consider harmony with local communities and the environment, and to give utmost consideration to the interests of a wide range of stakeholders, including customers, trading partners, shareholders, and employees.

(1) Sources of the Group's corporate value

We believe that in the management of the Group, we need to fully understand the following sources of the corporate value:

- (i) Technological development capabilities in the development of embedded systems and operation systems and advanced technologies, including cloud computing and mobile technologies and robot technologies
- (ii) A wide range of business lines from the upper process to outsourcing and expertise in them
- (iii) Group companies having a high degree of expertise in different markets
- (iv) The Group's own products and services resulting from the combination of items (i) to (iii) above
- (v) Employees who understand the Group's philosophy and maintain and develop advanced technologies and expertise
- (vi) Strong relations of trust with customers that the Group has developed since its foundation

The Company believes that persons who control its financial and operational policies need to fully understand the Group's corporate value, maintain the Group's relationship of trust with stakeholders, including customers, trading partners, shareholders, and employees, live up to their expectations, and maintain and enhance the Company's corporate value and ultimately the common interests of the shareholders from a medium- to long-term perspective.

If a large-scale purchase of the Company's shares is offered, to make the best decision, the shareholders need to obtain information about the attributes of the purchaser, the purpose of the large-scale purchase, the purchaser's ideas for the Company's businesses and management, ways to avoid conflicts of interest with the existing shareholders, and the purchaser's policy on the employees and other stakeholders and determine the effects of the large-scale purchase on the Company's corporate value and ultimately the common interests of shareholders. If the purchaser

proceeds with the large-scale purchase without providing the information described above, the Company's corporate value and ultimately the common interests of the shareholders could be impaired.

The Company considers those who carry out large-scale purchases that will not contribute to its corporate value and ultimately the common interests of shareholders to be ill-suited to the control of the financial and operational policies of the Company and believes that the Company needs to take necessary countermeasures to protect its corporate value and ultimately the common interests of the shareholders.

(2) Activities that will enhance the corporate value

The Group's philosophy is "aiming to become a corporate group that contributes to society, provides satisfaction to customers, initiates eco-friendly activities and believes in a 'comfortable and rewarding environment'." The Group will protect and enhance its corporate value and the common interests of the shareholders through initiatives described below.

The Group has set "creating a high value-added structure" as a priority management issue. The Group aims to become an innovative corporate group linking ICT development to the enhancement of value for customers by enhancing onsite strength, increasing profitability, creating added value, and improving operating efficiency.

With rapid innovation in the business environment, the Group aims to maximize shareholder value by enhancing its existing businesses, while promoting innovations in its business structure and adding value through the following strategies:

1) Strengthening and expanding prime businesses

We aim to become a prime vendor by developing operations in cutting-edge ICT fields, allocating management resources to growth fields and fields where demand is expanding, and aim for expansion through direct transactions by enhancing our price competitiveness, productivity, and ability to make proposals to customers.

2) Promoting our product business

We aim to enhance our existing products and create new products and services. Meanwhile, we will conduct aggressive promotions to expand market share and earnings power.

3) Promoting global business

We position Asia, particularly China, as our key area and will expand offshore activities and step up support for Japanese companies seeking to advance overseas. We will also create local businesses.

4) Bolstering Group synergies

We will provide the best services for customers by enhancing cooperation among Group companies in sales of products and in terms

of human resources and expertise in development. We will improve business efficiency across the entire Group, optimizing human resources and other management resources.

5) Curbing administrative expenses continuously

We will strive to continuously curb administrative expenses primarily by improving business efficiency.

(3) Enhancement of corporate governance

Under its basic policy on corporate governance, the Company has established a system to ensure proper operations. The Company has enhanced governance and compliance by establishing a Risk & Compliance Committee, an Internal Control Committee, and a CSR Promotion Committee and appointing outside directors to ensure management transparency and objectivity.

The Company will maintain these initiatives to enhance corporate governance and will thereby protect and enhance the Group's corporate value and ultimately the common interests of the shareholders.

III. Measures to prevent inappropriate parties from controlling the financial and operational policies of the Company in light of the Basic Policy

1. Purpose of introducing the Plan

The Plan will be introduced to protect and enhance the Company's corporate value and ultimately the common interests of the shareholders in accordance with the Basic Policy described in I. above.

As described in the Basic Policy, the Company's Board of Directors regards those who will carry out large-scale purchases of shares in the Company that will not contribute to the Company's corporate value and ultimately the common interests of the shareholders as inappropriate parties for controlling the Company's financial and operational policies. To block large-scale purchases that will act counter to the Company's corporate value and ultimately the common interests of the shareholders and to prevent inappropriate parties from controlling the Company's financial and operational policies, the Company has determined that when a large-scale purchase of the Company's shares is attempted, the Company needs to have a framework to secure the time and information necessary for shareholders to decide whether they should accept the large-scale purchase and for the Board of Directors to make an alternative proposal to the shareholders and to enable the Board of Directors to consult and negotiate with the purchaser on behalf of the shareholders.

The Board of Directors has thus decided to introduce the Plan as part of its initiatives to

block inappropriate parties from controlling the Company's financial and operational policies under the Basic Policy.

2. Description of the Plan

(1) Outline of the Plan

(a) Procedure for the Plan

The Plan prescribes a procedure for requesting a party that attempts a purchase or acquire in other forms the Company's shares and other securities or similar acts, or offers these acts¹ (excluding acts that the Board of Directors has separately decided not to apply the Plan to; hereinafter "Purchase"; the party that conducts the Purchase hereinafter shall be referred to as the "Purchaser") to provide information on the Purchase in advance, to secure time to gather information on and examine the Purchase, for the management to present its plans, including an alternative plan, to the shareholders, and to negotiate with the Purchaser (please refer to (2) Procedure for launching the Plan below). The Company will request the Purchaser to follow the procedure for the Plan and will prevent the Purchaser from going ahead with the Purchase during the period from the beginning of the procedure for the Plan to the time when the Board of Directors will decide whether to conduct a free allotment of stock subscription rights.

(b) Free allotment of stock acquisition rights

If the Company's corporate value and ultimately the common interests of the shareholders are considered at risk of being impaired, for example if the Purchaser goes ahead with the Purchase without following the procedure prescribed in the Plan (for the detailed requirements, please refer to (3) Requirements for the free allotment of the Stock Subscription Rights below), the Company will allot stock subscription rights with an exercise condition that does not allow the Purchaser to exercise them and an acquisition provision to the effect that the Company will acquire stock subscription rights from shareholders other than the Purchaser in exchange for shares in the Company (hereinafter "Stock Subscription Rights"; for the main points of the Stock Subscription Rights, please refer to (4) Outline of the free allotment of the Stock Subscription Rights below) to all shareholders in accordance with the method of the free allotment of stock subscription rights (as stipulated in Article 277 and subsequent articles of the Companies Act).

¹ Soliciting a third party to conduct a purchase or other acts is included.

- (c) Use of an Independent Committee to prevent the directors from making arbitrary decisions.

The Plan stipulates that in principle, an Independent Committee shall make decisions on whether to conduct a free allotment of the Stock Subscription Rights or not and on the acquisition of the Stock Subscription Rights to prevent the directors from making arbitrary decisions. The Independent Committee shall also make decisions on timely disclosure to the shareholders for transparency. The Independent Committee will consist only of persons who are independent of management and have expert knowledge about business management under Independent Committee Rules (for an outline of the rules, please refer to Appendix 1).

The Independent Committee is to consist of three independent members, an Outside Auditor and outside experts. The members' names and career summaries are described in Appendix 2. (Revised committee member selection criteria, requirements for decisions, and matters to be decided are described in Appendix 1.)

- (d) Exercise of the Stock Subscription Rights and the Company's acquisition of the Stock Subscription Rights

If a free allotment of the Stock Subscription Rights takes place under the Plan and shareholders other than the Purchaser exercise their Stock Subscription Rights, or if shares in the Company are delivered to shareholders other than the Purchaser in exchange for the Company's acquisition of the Stock Subscription Rights, the ratio of voting rights for shares in the Company held by the Purchaser may be diluted by a maximum of 50%.

(2) Procedure for launching the Plan

- (a) Procedure for the Plan

The Purchase described in (i) or (ii) below is subject to the Plan. The Company will request the Purchaser to follow the procedure prescribed by the Plan:

- (i) A purchase or other form of acquisition of share certificates etc.² issued by the Company that will result in the holder's³ holding ratio of share

² Share certificates etc. as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this document unless otherwise provided for.

³ Persons included in the holders under Article 27-23, Paragraph 3 of the Financial Instruments and Exchange Act are included (including persons that are deemed to be holders by the Board of Directors); the same shall apply hereinafter in this document.

certificates etc.⁴ totaling 20% or more of the share certificates etc. issued by the Company

- (ii) A tender offer⁵ that will result in the sum of the share certificates etc. holding rate⁶ of the party conducting the tender offer and the share certificates etc. holding of the party's specific interested parties⁷ totaling 20% or more of the share certificates etc.⁸ issued by the Company.

(b) Request for provision of information from the Purchaser

The Purchaser that will conduct the Purchase specified in (a) above will be requested to submit before the Purchase information described in each item below (“Necessary Information”) and documents including a pledge that the Purchaser will follow the procedure for the Purchase prescribed by the Plan in a form prescribed by the Company (collectively the “Purchase Documents”) to the Board of Directors.

When the procedure under the Plan starts, the Company will disclose information to that effect.

If the Board of Directors receives the Purchase Documents, it shall promptly provide them for the Independent Committee, which will consist of Outside Auditors of the Company and outside experts who are independent of the management that executes the Company's business. The Independent Committee will receive advice as needed from independent third parties (such as financial advisors, certified public accountants, lawyers, consultants, among other experts) and will examine the Purchase. If the Independent Committee determines that the Purchase Documents are inadequate, it may request, directly or indirectly, the Purchaser to submit additional information, including Necessary Information, setting a deadline for response. In this case, the Purchaser is supposed to provide additional information, including Necessary Information, by the deadline for response.

⁴ The holding ratio of share certificates etc. as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this document.

⁵ The tender offer as defined in Article 27-2, Paragraph 6 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this document.

⁶ The share certificates etc. holding rate as defined in Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in this document.

⁷ The specific interested party as defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act (including persons that are deemed to be specific interested parties by the Board of Directors); persons specified in Item 1 of the same paragraph excludes persons specified in Article 3, Paragraph 2 of the Cabinet Office Ordinance Concerning Disclosure of Tender Offers for Share Certificates Etc. by Entities Other Than Issuers; the same shall apply hereinafter in this document.

⁸ Share certificates etc. as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply in (ii).

Necessary Information

- (i) Details of the Purchaser and its group (including joint holders⁹, specific interested parties, and partners (of funds), and other members) (including the name, capital structure, financial position, details of illegal acts and administrative directives from competent authorities, if any, experience of transactions similar to the Purchase, the results of the transactions, and the effects of the transactions on the corporate value of the target companies)
- (ii) Past business relationships and competitive relationships between the Purchaser and its group, and the Company's major trading partners
- (iii) Purpose, method, and details of the Purchase (including the amount and type of consideration of the Purchase, the timing of the Purchase, the scheme of related transactions, legality of the Purchase method, and information on the feasibility of the Purchase)
- (iv) Value of the Purchase and the basis for calculation of the value (including facts and assumptions as the basis for the calculation, the calculation method, quantitative information used for the calculation, the details of any synergy expected to arise as a result of a series of transactions related to the Purchase, and the details of synergy, of the abovementioned synergy, to be distributed to minority shareholders and the basis for calculation of the synergy)
- (v) Information about the funds to be used for the Purchase (including the name of the fund provider (including any substantial provider), the financing method, and the details of related transactions)
- (vi) Management policy, business plan, capital policy, dividend policy, asset management policy, and initiatives to enhance the corporate value of the Company and the Group after the Purchase
- (vii) Policy for treatment of the Company and the Group's employees, trading partners, customers, and other stakeholders
- (viii) Agreements between the Purchaser and third parties on sales of share certificates etc. of the Company and the exercise of voting rights (including the dates of the agreements, counterparties, and details of the agreements) and information on the Purchaser's acquisition and disposal of share certificates etc. of the Company in the past
- (ix) Concrete measures to avoid conflicts of interest between the Purchaser and other shareholders of the Company

⁹ The joint holder as specified in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, including persons deemed to be joint holders under Paragraph 6 of the same article (including persons that are deemed to be joint holders by the Board of Directors); the same shall apply hereinafter in this document.

- (x) Information on relationships with antisocial forces
- (xi) Other information that the Independent Committee will reasonably consider necessary

If the Purchaser is considered to have started the Purchase without following the procedure prescribed in the Plan, the Independent Committee, in principle, will recommend to the Board of Directors that a free allotment of the Stock Subscription Rights should be conducted as described in (d) (i) below unless the Company should continue to consult and negotiate with the Purchaser, requesting the Purchaser to submit Purchase Documents and Necessary Information, under exceptional circumstances.

- (c) Examination of the Purchase, negotiations with the Purchaser, and consideration of an alternative proposal
 - (i) Request for provision of information from the Board of Directors

If the Purchaser submits Purchase Documents and additional Necessary Information (if any), the Independent Committee may request the Board of Directors to present its opinion on the Purchase by the Purchaser (including opinions to the effect that it reserves judgment; the same shall apply hereinafter), materials supporting the opinion, an alternative proposal (if any), and other information and materials that the Independent Committee considers necessary, setting a deadline for response (in principle, the deadline shall be 60 days maximum. The maximum period has been set as a period that the Board of Directors need to prepare its opinion, materials supporting the opinion, and other information and materials that the Independent Committee will consider necessary, taking the results of studies of outside experts into consideration, but the Board of Directors is expected to conduct its study as soon as possible) in consideration of the time necessary for the Board of Directors' information gathering and study, including corporate evaluation (including studies by outside experts) so that the Independent Committee will compare the Purchase Documents and additional Necessary Information, and the Board of Directors' business plan, corporate evaluation, and other information to protect and enhance the Company's corporate value and ultimately the common interests of the shareholders.

(ii) Consideration by the Independent Committee

If the Independent Committee believes that it has received sufficient information and materials (including additional information and materials that it has requested) from the Purchaser and (if it has requested the Board of Directors to present information and materials as describe in (i) above) the Board of Directors, the Independent Committee shall, in principle, set a maximum of 60 days as a period for consideration (the “Independent Committee Consideration Period”; in the case described in (d) (iii) below, among other cases, the Independent Committee may extend and re-extend the period by a resolution, in principle by a maximum of 30 days). In the Independent Committee Consideration Period, the Independent Committee shall examine the Purchase by the Purchaser, shall gather information on the business plans etc. of the Purchaser and the Board of Directors and compare them, and shall examine the Board of Director’s alternative proposal. The Independent Committee shall consult and negotiate with the Purchaser directly or indirectly, through the Board of Directors, and shall present the Board of Directors’ alternative proposal to the shareholders if these activities are necessary to improve the Purchase to protect and enhance the Company’s corporate value and ultimately the common interests of the shareholders.

To ensure that the Independent Committee’s judgment will contribute to the Company’s corporate value and ultimately the common interests of the shareholders, the Independent Committee may receive advice from independent third parties (such as financial advisors, certified public accountants, lawyers, consultants, among other experts) at the expense of the Company.

If the Independent Committee requests the Purchaser directly or indirectly, through the Board of Directors, to provide materials for consideration or other information or to consult or negotiate, the Purchaser shall respond to the request promptly.

(iii) Disclosure

The Company shall disclose the fact that a Purchaser has emerged, the fact that the Purchaser has submitted Purchase Documents, the fact that the Independent Committee Consideration Period has begun, the fact that the Board of Directors has presented an alternative proposal, an outline of the Necessary Information, and pieces of other information that the

Independent Committee has decided that it is appropriate to disclose at a time that the Independent Committee considers appropriate.

(d) Recommendations of the Independent Committee

If a Purchaser emerges, the Independent Committee shall make recommendations to the Board of Directors as described below. If the Independent Committee makes recommendations described in (i) to (iii) below to the Board of Directors or makes other resolutions or if the Independent Committee believes that disclosing certain information is appropriate, the Company shall promptly disclose the fact that the recommendations or resolutions have been made, outlines of them, or other information that the Independent Committee believes that should be disclosed (including extension periods if the Independent Committee Consideration Period is to be extended or re-extended and outlines of the reasons of the extension and re-extension).

(i) Recommendation of the launch of the Plan

If the Independent Committee determines that the Purchase by the Purchaser meets any of the requirements described in (3) Requirements for a free allotment of the Stock Subscription Rights after examining the Purchase of the Purchaser and consultation and negotiations with the Purchaser, the Independent Committee shall recommend to the Board of Directors that a free allotment of the Stock Subscription Rights should be conducted whether the Independent Committee Consideration Period has started, or ended, or not.

If the Independent Committee determines after its recommendation of a free allotment of the Stock Subscription Rights that either of the conditions below is met, it may make a new recommendation up to two business days before the ex-rights date for the free allotment that the free allotment should be cancelled or a new recommendation from the effective date of the free allotment of the Stock Subscription Rights to the day preceding the commencement date of the exercise period for the Stock Subscription Rights that the Stock Subscription Rights should be acquired for free.

1. After the recommendation, the Purchaser cancels the Purchase, or the Purchase ceases to exist.
2. The assumptions for the recommendation change, and the Purchase by the Purchaser ceases to meet any of the requirements described in (3) Requirements for a free allotment of the Stock Subscription Rights.

(ii) Recommendation not to launch the Plan

If the Independent Committee determines that the Purchase by the Purchaser does not meet any of the requirements described in (3) Requirements for a free allotment of the Stock Subscription Rights after examining the Purchase of the Purchaser and consultation and negotiations with the Purchaser, the Independent Committee shall recommend to the Board of Directors that a free allotment of the Stock Subscription Rights should not be conducted whether the Independent Committee Consideration Period has ended or not.

If the Independent Committee determines after its recommendation not to launch a free allotment of the Stock Subscription Rights that the Purchase of the Purchaser meets any of the requirements described in (3) Requirements for a free allotment of the Stock Subscription Rights due to changes in the assumptions for the recommendation, the Independent Committee may make a new recommendation that a free allotment of the Stock Subscription Rights should be conducted.

(iii) Extension of the Independent Committee Consideration Period

If the Independent Committee has not made a recommendation as to whether to conduct a free allotment of the Stock Subscription Rights before the Independent Committee Consideration Period expires, the Independent Committee shall adopt a resolution to extend the Independent Committee Consideration Period to the extent reasonably necessary for the examination of the Purchase by the Purchaser, consultation and negotiations with the Purchaser, and the examination of the alternative proposal. (The same procedure shall be required if the Independent Committee re-extends the extended Independent Committee Consideration Period.)

If the Independent Committee Consideration Period is extended by the resolution described above, the Independent Committee shall collect and examine information, which is the purpose of the extension, and shall make maximum efforts to make a recommendation within the extended period whether to conduct a free allotment of the Stock Subscription Rights.

(e) Resolution of the Board of Directors

As an organ under the Companies Act, the Board of Directors shall adopt a resolution promptly whether to conduct a free allotment of the Stock

Subscription Rights (and whether to cancel a free allotment of the Stock Subscription Rights), respecting the recommendations of the Independent Committee described above to the maximum extent.

The Purchaser shall not carry out the Purchase after the procedure for the Plan begins until the Board of Directors adopts a resolution whether to conduct a free allotment of the Stock Subscription Rights.

If the Board of Directors adopts a resolution on whether to conduct a free allotment of the Stock Subscription Rights, it will promptly disclose an outline of the resolution and other information that it believes it is appropriate to disclose.

(f) Disclosure

Under applicable laws and regulations and the regulations of the financial instruments exchange, the Company shall disclose in a timely manner the progress of each procedure for the Plan (including the fact that Purchase Documents has been submitted, the fact that the Independent Committee Consideration Period has begun, and the fact that the Independent Committee Consideration Period has been extended), outlines of recommendations by the Independent Committee, outlines of resolutions of the Board of Directors, and other information that the Independent Committee or the Board of Directors believe that it is appropriate to disclose.

(3) Requirements for a free allotment of the Stock Subscription Rights

The requirements for conducting a free allotment of the Stock Subscription Rights to launch the Plan are described below. As described in (d) of (2) Procedure for launching the Plan, whether the Purchaser meets any of the requirements below and a free allotment of the Stock Subscription Rights is appropriate shall be determined through a decision of the Independent Committee.

Cause 1 for launching the Plan

The Purchase does not follow the procedure specified in the Plan (e.g. the time and information that are reasonably considered to be necessary for making a decision on the Purchase have not been provided), and conducting a free allotment of the Stock Subscription Rights is appropriate.

Cause 2 for launching the Plan

The Purchase falls under any of the following types, and conducting a free allotment of the Stock Subscription Rights is appropriate.

- (a) The Purchase is an action falling under any of the following types or an action similar to them and could obviously impair the Company's corporate value and ultimately the common interests of the shareholders:
 - ① Buying up shares and requesting the Company to buy them at a high price
 - ② Temporarily controlling the management of the Company and realizing the Purchaser's interests at the sacrifice of the Company, for example by acquiring important assets of the Company at low prices
 - (iii) Diverting assets of the Company as collateral or a source for the repayment of debts of the Purchaser and its group companies
 - (iv) Temporarily controlling the management of the Company to pay high dividends in the short term, or to sell shares at a higher price, taking advantage of a sharp rise in the share price caused by a spike in dividends, using the proceeds from the sale of high-priced assets that are not presently related to the business of the Company
 - (v) Purchasing shares solely for the purpose of driving up the share price of the Company to force related parties of the Company to purchase the shares at a higher price, even though the Purchaser does not have a true intention of participating in the management of the Company

- (b) The Purchase is a purchase that could effectively force the shareholders to sell shares, such as a coercive two-tier takeover bid (meaning the purchase of shares such as takeover bids that coerce shareholders into selling their shares by setting disadvantageous purchase terms or without clarifying purchase terms in the second stage, without soliciting the purchase of all shares in the first stage).

- (c) The Purchase's economic conditions (including the amount and type of the consideration and the timing and method of the payment) are inadequate compared with the Company's intrinsic value.

- (d) The Purchaser's proposal (including, in addition to the Purchase's economic conditions, the Purchase's legality and feasibility, the management policy or business plan after the Purchase, the Company's shareholders (excluding the Purchaser) after the Purchase, and the policy for the treatment of the Company's stakeholders, such as employees, trading partners, and customers) could impair the Company's advanced and unique technical capabilities, wide range of business lines, business expertise, Group companies with a high degree of expertise, human resources, and strong relations of trust with customers, which

are all necessary for the Company to enhance its corporate value, and is thus at serious risk of acting counter to the Company's corporate value and ultimately the common interests of the shareholders.

(4) Overview of the free allotment of Stock Subscription Rights

The following is an outline of the free allotment of the Stock Subscription Rights under the Plan:

(a) Number of Stock Subscription Rights

The number of Stock Subscription Rights shall be the number of shares in the Company issued (minus the number of shares in the Company owned by the Company) at the closing of a certain day (the "Allotment Date") that will be specified in a resolution of the Board of Directors concerning the free allotment of the Stock Subscription Rights (the "Resolution for the Free Allotment of the Stock Subscription Rights").

(b) Eligibility for the free allotment of Stock Subscription Rights

Stock Subscription Rights will be allotted to those shareholders who are recorded on the final shareholders' register, excluding the Company, as of the Allotment Date. One Stock Subscription Right shall be allotted for each common share of the Company for free.

(c) Effective date of the free allotment of the Stock Subscription Rights

The effective date shall be specified in the Resolution for the Free Allotment of the Stock Subscription Rights.

(d) Number of shares issued on exercise of each Stock Subscription Right

The number of shares underlying each Stock Subscription Right¹⁰ (the "Number of Target Shares") shall be one unless adjusted separately.

(e) Value of the property to be contributed when Stock Subscription Rights are exercised

Monies will be the subject of the contribution when Stock Subscription Rights are exercised. The value of the property to be contributed per share in the Company when Stock Subscription Rights are exercised shall be specified

¹⁰ If the Company becomes a company with class shares (Article 2, Item 13 of the Companies Act), shares in the Company to be issued on exercise of Stock Subscription Rights and shares to be delivered in exchange for the acquisition of Stock Subscription Rights shall be both shares of the same class as shares issued (common shares) on the date of the General Meeting of Shareholders.

separately in the Resolution for the Free Allotment of the Stock Subscription Rights in the range from 1 yen to half of the market value of one share of the Company. The market value is the average of closing prices (including indicative prices) of the common stock of the Company in regular transactions on the Tokyo Stock Exchange during a period (from 30 days to 180 days, excluding days when no trading is reported, immediately before the Resolution for the Free Allotment of the Stock Subscription Rights) separately determined by the Board of Directors. The market value shall be rounded up to the nearest yen.

(f) Exercise period of the Stock Subscription Rights

The exercise period of the Stock Subscription Rights shall be a period of one to three months from the start date specified in the Resolution for the Free Allotment of the Stock Subscription Rights (the “Start Date of the Exercise Period”) that shall be specified in the Resolution for the Free Allotment of the Stock Subscription Rights. If the Company acquires Stock Subscription Rights under (i) (ii), the exercise period of the Stock Subscription Rights acquired shall be the business day immediately prior to the acquisition date. If the final day of the exercise period falls on a holiday at the place to handle payments for the exercise of Stock Acquisition Rights, the final day of the exercise period shall be the business day immediately prior to that day.

(g) Conditions for the exercise of stock acquisition rights

(I) Specific large volume holders¹¹, (II) joint holders of specific large volume holders, (III) specific large volume purchasers¹², (IV) persons in special relationships with specific large volume purchasers, (V) persons who accept or succeed to Stock Subscription Rights from persons falling under any of items (I) to (IV) without the approval of the Board of Directors, and (VI) persons related¹³

¹¹ The specific large volume holder is a holder of 20% or more of the Company’s shares (including persons that the Board of Directors deems to be a specific large volume holder). However, persons whose acquisition and holding of shares in the Company the Board of Directors considers not to act counter to the Company’s corporate value or the common interests of the shareholders and other persons that are specified by the Board of Directors in the Resolution for the Free Allotment of the Stock Subscription Rights shall not be specific large volume holders. The same shall apply hereinafter in this document.

¹² The specific large volume purchaser is a person who has given public notice to the effect that he/she will make a purchase etc. (as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in footnote 12) of share certificates etc. (as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act; the same shall apply hereinafter in footnote 12) issued by the Company by means of a tender offer and whose share certificates etc. holding rate of share certificates etc. in possession (including the case specified in Article 7, Paragraph 1 of the Ordinance of Enforcement of the Financial Instruments and Exchange Law as equivalent to possession of share certificates etc.) plus the share certificates etc. holding rate of persons in special relationship with that person accounts for 20% or more after the purchase (including persons that the Board of Directors considers to be equivalent to that person). Persons whose acquisition and holding of shares in the Company the Board of Directors considers not to act counter to the Company’s corporate value and the common interests of the shareholders and other persons that the Board of Directors specifies in the Resolution for the Free Allotment of the Stock Subscription Rights shall not be specific large volume purchasers. The same shall apply hereinafter in this document.

¹³ A person related to another person means one who effectively controls or is controlled by that person or one who is under common control with that person (including persons that the Board of Directors considers to be equivalent to these persons), or one who the Board of Directors considers to act in cooperation with that person. “Control” means to “control decisions over financial

to persons falling under any of items (I) to (V) (persons falling under any of items (I) to (VI) shall hereinafter be referred to as “Ineligible Persons”) may not exercise Stock Subscription Rights, with certain exceptions¹⁴. In principle, non-residents who need to perform specified procedures to exercise the Stock Subscription Rights under applicable foreign laws and regulations may not exercise the Stock Subscription Rights. (The Stock Subscription Rights that non-residents have may be acquired by the Company in exchange for shares in the Company as described in (i) below if it is confirmed that the acquisition does not violate applicable laws and regulations.) Persons who have not submitted a pledge form prescribed by the Company, which includes representations and warranties, a compensation clause, and other pledges concerning the fact that they satisfy the exercise conditions for the Stock Subscription Rights, may not exercise the Stock Subscription Rights.

(h) Restriction on the transfer of Stock Subscription Rights

The acquisition of Stock Subscription Rights by way of transfer shall require the approval of the Board of Directors.

(i) Acquisition of Stock Subscription Rights by the Company

- (i) The Company may acquire all the Stock Subscription Rights for no consideration on a day separately specified by the Board of Directors up to the day preceding the Start Date of the Exercise Period if the Board of Directors considers the acquisition of the Stock Subscription Rights by the Company to be appropriate.
- (ii) On a day separately specified by the Board of Directors, the Company may acquire all the Stock Subscription Rights held by persons other than Ineligible Persons that have not been exercised by the business day immediately preceding the day specified by the Board of Directors and may deliver shares in the Company underlying each Stock Subscription Right in

and business policies” of another company etc. (defined in Article 3, Paragraph 3 of the Ordinance of Enforcement of the Companies Act).

¹⁴ Specifically, (x) if the Purchaser cancels or withdraws the Purchase or pledges not to conduct the Purchase after the Resolution for the Free Allotment of the Stock Subscription Rights, and the Purchaser and other Ineligible Persons commission a securities company recognized by the Company to dispose of the Company’s shares, and (y) if the holding ratio of share certificates etc. of the Purchaser (in calculating the holding ratio of share certificates etc., Ineligible Persons other than the Purchaser and its joint holders shall be deemed to be joint holders of the Purchaser, and the Stock Subscription Rights held by Ineligible Persons that do not satisfy the exercise conditions shall be excluded) recognized by the Board of Directors (the “Holding Ratio of Share Certificates Etc. of Ineligible Persons”) is below whichever is lower of (i) the Holding Ratio of Share Certificates Etc. of Ineligible Persons before the Purchase or (ii) 20%, the Purchaser and other Ineligible Persons that have disposed of the Company’s shares may exercise Stock Subscription Rights for which the number of underlying shares is the same as the number of shares disposed of as far as the Holding Ratio of Share Certificates Etc. of Ineligible Persons is below whichever is lower of (i) the Holding Ratio of Share Certificates Etc. of Ineligible Persons before the Purchase or (ii) 20%. This will be one of the exceptions. The details of the conditions and procedures for the exercise of the Stock Subscription Rights by Ineligible Persons shall be determined by the Board of Directors in the Resolution for the Free Allotment of the Stock Subscription Rights.

exchange for Stock Subscription Rights. The Company may acquire all Stock Subscription Rights in this way more than once.

(iii) The Company may stipulate matters related to the acquisition of Stock Subscription Rights (such as matters related to the acquisition of Stock Subscription Rights from Ineligible Persons) in addition to (i) and (ii) based on recommendations of the Independent Committee if the Company believes that it is appropriate to stipulate these matters when adopting a Resolution for the Free Allotment of the Stock Subscription Rights. If the Company acquires Stock Subscription Rights held by Ineligible Persons, it shall not deliver any money as consideration.

(j) Delivery of Stock Subscription Rights in the case of merger, absorption-type company split, incorporation-type company split, share exchange, and share transfer

The delivery of Stock Subscription Rights shall be stipulated in the Resolution for the Free Allotment of the Stock Subscription Rights.

(k) Issuance of Stock Subscription Right certificates

The Company shall not issue any certificates of the Stock Subscription Rights.

(l) Other

The details of the Stock Subscription Rights, in addition to the above, shall be stipulated in the Resolution for the Free Allotment of the Stock Subscription Rights.

(4) Term of validity, abolishment, and revision of the Plan

The term of validity shall expire at the end of the general meeting of shareholders for the last fiscal year that will end within three years of the General Meeting of Shareholders.

Even if the term of validity has not expired, the Plan shall be abolished and withdrawn immediately if the shareholders' will to abolish the Plan is confirmed at a general meeting of shareholders of the Company or if the Board of Directors resolves to abolish the Plan.

Before the Plan expires, the Board of Directors may change the Plan with the approval of the Independent Committee if the change does not run counter to the spirit of the approval of the General Meeting of Shareholders (for example, if laws, regulations, or rules of financial instruments exchanges relevant to the Plan are established, revised, or abolished and if it is appropriate to change the Plan to reflect

such establishment, revision, or abolition, if it is appropriate to correct typographical errors or omissions, or if the change does not cause any disadvantages to the Company's shareholders).

If the Plan is abolished or changed, the Company will promptly publish the abolishment or change, (in the case of change) the details of the change, and other matters as needed.

(5) Amendments associated with changes in laws and regulations

The provisions of laws and regulations cited in the Plan are provisions as of February 13, 2014. If laws and regulations are established, revised, or abolished after that date and if the provisions or the meanings of the terms above need to be amended, the Company may replace provisions or the meanings of terms as needed to a reasonable extent, considering the spirit of the establishment, revision, and abolishment.

2. Impact on shareholders etc.

(1) Impact on shareholders and investors when the Plan is introduced

When the Plan is introduced, no free allotment of the Stock Acquisition Rights is conducted. There will be therefore no direct, concrete impact on shareholders and investors.

(2) Impact of the free allotment of the Stock Acquisition Rights on shareholders and investors

(a) Procedure for the free allotment of the Stock Acquisition Rights

If the Board of Directors adopts a Resolution for the Free Allotment of the Stock Subscription Rights, it specifies an Allotment Date in the resolution and provides public notice thereof. The free allotment of the Stock Subscription Rights will allot to the shareholders recorded in the final shareholder registry of the Company on the Allotment Date (the "Entitled Shareholders") a Stock Subscription Right per share held by them for no consideration. Since the Entitled Shareholders will automatically become holders of Stock Subscription Rights on the effective date of the Stock Subscription Rights, they do not need to perform any application procedure.

Even after the Allotment Date or the effective date of the free allotment of the Stock Subscription Rights, in the event of the withdrawal of the Purchase by the

Purchaser and other events, the Company may cancel the free allotment of the Stock Subscription Rights up to two business days before the ex-rights date for the free allotment of the Stock Subscription Rights or may acquire the Stock Subscription Rights for no consideration without delivering any shares in the Company to the holders of the Stock Subscription Rights after the effective date of the free allotment of the Stock Subscription Rights up to the day preceding the Start Date of the Exercise Period. In these cases, the value of a share in the Company will not be diluted, and the investors who have traded the Company's shares on the assumption that a free allotment of the Stock Subscription Rights will be conducted may experience an unexpected loss due to a fluctuation in the share price.

(b) Procedure for exercising the Stock Subscription Rights

The Company will send the Entitled Shareholders a form that they in principle will be required to submit to exercise their Stock Subscription Rights (a form prescribed by the Company that includes necessary information, such as the terms and number of Stock Subscription Rights to be exercised and the date that the Stock Subscription Rights will be exercised, representations and warranties, a compensation clause, and other pledges concerning the fact that the shareholder satisfies the exercise conditions for the Stock Subscription Rights, and information required to record the Company's shares for transfer to an account of the Entitled Shareholder) and other documents necessary for the exercise of Stock Subscription Rights. After the free allotment of the Stock Subscription Rights, Company shares underlying each Stock Subscription Right will be issued if during the exercise period, the stockholder submits these required documents and pays cash corresponding to the exercise price, which will be specified by the Board of Directors in the Resolution for the Free Allotment of the Stock Subscription Rights in the range from 1 yen per Stock Subscription Right to half of the market value of a share in the Company, in a prescribed way. The exercise of the Stock Subscription Rights by Ineligible Persons shall be specified separately by the Company pursuant to the purpose of (g) of 2. (4) Overview of the free allotment of Stock Subscription Rights.

If shareholders do not exercise Stock Subscription Rights, or if they do not pay cash corresponding to the exercise price, the shares they hold will be diluted with other shareholders exercising their Stock Subscription Rights.

As described in (c) below, the Company may acquire Stock Subscription Rights from shareholders other than the Ineligible Persons and deliver shares in

the Company in exchange for them. If the Company carries out that acquisition, the shareholders other than the Ineligible Persons will receive Company shares etc. without exercising their Stock Subscription Rights and paying cash corresponding to the exercise price, and the Company shares held by them will not, in principle, be diluted.

(c) Procedure for the Company's acquisition of Stock Subscription Rights

If the Board of Directors decides to proceed with the acquisition of Stock Subscription Rights by the Company, the Company may acquire Stock Subscription Rights from shareholders other than the Ineligible Persons and may deliver Company shares in exchange for the Stock Subscription Rights in a legal procedure on a day that will be separately specified by the Board of Directors. In this case, shareholders will receive Company shares underlying each Stock Subscription Right as consideration for the acquisition of Stock Subscription Rights by the Company without paying cash corresponding to the exercise price. Shareholders may be requested to submit a pledge form prescribed by the Company, which includes representations and warranties, a compensation clause, and other pledges concerning the fact that they are not Ineligible Persons.

If the Resolution for the Free Allotment of the Stock Subscription Rights sets out rules on the acquisition of Stock Subscription Rights from the Ineligible Persons and other matters related to acquisitions, the Company may take steps under those rules.

The Company will disclose to shareholders or notify them of the details of the method of the allotment of the Stock Subscription Rights, the method of the exercise of the Stock Subscription Rights, and the method of the Company's acquisition of Stock Subscription Rights after a Resolution for the Free Allotment of the Stock Subscription Rights is adopted

IV. Evaluation of the countermeasures above by the Board of Directors and reasons for same

1. The Plan complies with the Basic Policy

If the Purchase of the Company's share certificates etc. is attempted, the Plan will enable shareholders to decide whether to accept the Purchase and the Board of Directors to secure the information and time necessary to offer an alternative proposal to the shareholders and to consult and negotiate with the large volume purchaser on behalf of shareholders. The Plan is thus a framework for protecting the Company's corporate value and ultimately the common interests of the shareholders and is in line with the Basic Policy.

2. The countermeasures do not impair the common interests of the shareholders and do not aim to maintain the position of executives of the Company

The Company believes that the Plan does not impair the common interests of the Company's shareholders and does not aim to maintain the position of executives of the Company for the following reasons:

(1) Complete fulfillment of the requirements of the guidelines regarding takeover defense

The Plan completely fulfills the three principles ((i) principle of the protection and enhancement of corporate value and shareholders' common interests, (ii) principle of prior disclosure and shareholders' intention, and (iii) principle of necessity and appropriateness) stipulated in the "Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholders' Common Interests published by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005. The Plan also takes into consideration arguments about the "Takeover Defense Measures in Light of the Recent Environment Changes" published on June 30, 2008 by the Corporate Value Study Group. The Plan is consistent with the purpose of the Tokyo Stock Exchange's rules related to the introduction of a takeover defense.

(2) Emphasis on the intention of shareholders

The Company will renew the Plan only if the General Meeting of Shareholders resolves to approve it.

Moreover, as described in III. 2. (5) Term of validity, abolishment, and revision of the Plan, the term of validity of the Plan is three years, and even if the term of validity has not expired, the Plan shall be abolished immediately if the shareholders' intention to abolish the Plan is confirmed at a general meeting of shareholders of the Company or if the Board of Directors, which consists of directors elected by the general meeting of shareholders, resolves to abolish the Plan. The existence of the Plan therefore reflects the intention of the Company's shareholders.

(3) Emphasis on the judgment of highly independent outsiders, and disclosure

If the Plan is introduced, the Company will establish an Independent Committee to block the directors' arbitrary decisions and make effective, objective judgments on the operation of the Plan, including the launch and abolishment of the Plan, for the shareholders.

As described in III. 2. (2) Procedure for launching the Plan, if the Purchase is attempted, the Independent Committee shall make effective decisions, including a

decision as to whether the Purchase will impair the Company's corporate value and ultimately the common interests of the shareholders, under the Independent Committee Rules. The Board of Directors shall adopt resolutions as an organ under the Companies Act, respecting the Independent Committee's judgments to the maximum degree.

The Independent Committee shall strictly monitor the Board of Directors' arbitrary acts, and summaries of the committee's judgments shall be disclosed to the shareholders. It is thus ensured that the Plan is carried out in a transparent manner to protect the corporate value of the Company and ultimately the common interests of shareholders.

(4) Establishment of reasonable and objective requirements

As described in III. 2. (2) (d) Recommendations of the Independent Committee and III. 2. (3) Requirements for a free allotment of the Stock Subscription Rights, the Plan will be launched only once reasonable and detailed, objective requirements are fulfilled, and it can be said that measures to prevent the Board of Directors from making an arbitrary launch are in place.

(5) Obtaining outside experts' opinions

If the Purchaser emerges, the Independent Committee can obtain advice from independent third parties (including financial advisors, certified public accountants, lawyers, and consultants) at the Company's expenses. This system further enhances the fairness and objectivity of the Independent Committee's decisions.

(6) No dead-hand or slow-hand takeover defense

As described in III. 2. (5) Term of validity, abolishment, and revision of the Plan, the Plan can be abolished by the directors, who have been nominated by parties that have purchased large amounts of shares in the Company and have been elected at a general meeting of shareholders and is therefore not a dead-hand takeover defense (a takeover defense that cannot be blocked even if the majority of members of the Board of Directors are replaced). The Company has set the term of office for its directors at one year, and does not adopt staggered terms. The Plan is therefore not a slow-hand takeover defense (a takeover defense that takes a considerable amount of time to block because all Board of Directors' members cannot be replaced at the same time).

Summary of Independent Committee Rules

- The Independent Committee shall be established by a resolution of the Board of Directors of the Company.
- The number of the members of the Independent Committee shall be from three to five. The Board of Directors shall appoint them from (i) Outside Directors of the Company, (ii) Outside Auditors of the Company, or (iii) outside experts who are independent of the management that executes the business operations of the Company. Outside experts shall be experienced corporate managers, persons familiar with investment banking, lawyers, certified public accountants, researchers studying primarily the Companies Act, and others equivalent to those persons and shall conclude an agreement including a duty of care of a good manager provision specified by the Board of Directors.
- The term of office of the members of the Independent Committee shall expire at the end of the general meeting of shareholders for the last fiscal year that will end within three years of the end of the General Meeting of Shareholders unless otherwise specified by a resolution of the Board of Directors. If an Outside Director or an Outside Auditor who is an Independent Committee member ceases to be a Director or an Auditor (unless they are reappointed), their term of office as an Independent Committee member shall terminate at the same time.
- The Independent Committee shall discuss and make decisions on the items below and shall recommend the decisions with the reasons for the decisions attached. The Board of Directors shall adopt resolutions as to whether to conduct a free allotment of the Stock Subscription Rights or not as an organ under the Companies Act, respecting the Independent Committee's recommendations to the maximum degree. Each member of the Independent Committee and each Director of the Company shall make decisions from the perspective of whether the decisions will contribute to the corporate value of the Company and ultimately the common interests of the shareholders and shall not pursue their personal benefits or the benefits of the management of the Company.
 - (i) Whether to conduct a free allotment of the Stock Subscription Rights or not
 - (ii) Cancellation of the free allotment of the Stock Subscription Rights or the acquisition of the Stock Subscription Rights for no consideration
 - (iii) Other matters that the Board of Directors should make a decision about and that the Board of Directors has consulted with the Independent Committee about
- In addition to the above, the Independent Committee shall conduct the following:
 - (i) Making a decision as to whether the Purchase is subject to the Plan
 - (ii) Deciding on information that the Purchaser and the Board of Directors should provide for the Independent Committee and deadlines for responses

- (iii) Examining the Purchase by the Purchaser
 - (iv) Negotiating and consulting with the Purchaser
 - (v) Requesting the Board of Directors to submit an alternative proposal and examining the alternative proposal
 - (vi) Deciding to extend the Independent Committee Consideration Period
 - (vii) Approving amendments in the Plan
 - (viii) Matters that the Plan stipulates that the Independent Committee may conduct
 - (ix) Matters that the Board of Directors decides separately that the Independent Committee may conduct
- If the Independent Committee determines that the content of the Purchase Documents is insufficient as Necessary Information, it shall request the Purchaser to submit additional Necessary Information. If the Purchaser submits Purchase Documents and additional Necessary Information that the Purchaser has been requested to submit by the Independent Committee, the Independent Committee may request the Board of Directors to present its opinion about the Purchase by the Purchaser, materials supporting the opinion, an alternative proposal (if any), and other information and materials that the Independent Committee considers necessary within a prescribed period.
 - The Independent Committee shall consult or negotiate with the Purchaser directly or indirectly, through the Board of Directors if doing so is necessary to improve the Purchase by the Purchaser and to protect and enhance the Company's corporate value and ultimately the common interests of the shareholders.
 - To gather necessary information, the Independent Committee may ask Directors, Auditors, or employees of the Company and others that it considers need to appear before the Independent Committee to be present at the committee meeting and make explanations about matters that the committee specifies.
 - The Independent Committee may obtain advice from independent third parties (such as financial advisors, certified public accountants, lawyers, consultants, and other experts) at the expense of the Company.
 - Each member of the Independent Committee may call a meeting of the committee when the Purchase is attempted and at any other time.
 - In principle, the Independent Committee shall adopt resolutions with a majority vote with all members of the committee attending the meeting (including a video conference and a conference call). If any members are unable to attend the meeting due to an accident or other unavoidable circumstances, the committee shall adopt resolutions with a majority vote of the majority of the members.

Career Summaries of Independent Committee Members

Under the Plan, the three individuals below are expected to become members of the Independent Committee.

Eijiro Ishimura

Career summary

Born in September 1948

1972 Apr. Joined NHK (Japan Broadcasting Corporation)

1998 Jun. Executive Producer of *Ohayo Nippon* of NHK

1999 Jun. Head of Management & Public Relations Section of NHK

2002 Jun. Head of Public Relations Department of NHK

2003 Jun. Head of News Department of NHK

2005 Apr. Managing Director and Deputy Executive Director-General of General Broadcasting Administration of NHK

2008 Dec. Joined FUJISOFT INCORPORATED, Advisor

2009 Jun. Standing Auditor of FUJISOFT INCORPORATED

2013 Jun. Auditor of FUJISOFT INCORPORATED (present post)

Mr. Eijiro Ishimura is an outside auditor as specified in Article 2, Item 16 of the Companies Act.

Mr. Eijiro Ishimura does not have any special interest in the Company.

Yasuhiko Ikubo

Career summary

Born in February 1953

1975 Mar.	Graduated from Hitotsubashi University
1977 Apr.	Registered as a practicing attorney (Daiichi Tokyo Bar Association)
1977 Apr.	Joined Ginza Law Office
1991 Jan.	A partner at Abe, Ikubo & Katayama (present post)
1994 Apr.	A professor at the Legal Training and Research Institute of the Supreme Court
2007 Apr.	Vice President of Daiichi Tokyo Bar Association
2009 Apr.	Vice President of Kanto Federation of Bar Associations

Mr. Yasuhiko Ikubo does not have any special interest in the Company.

Shigeo Ishii

Career summary

Born in October 1949

1977 Feb.	Joined Nishikata Audit Corporation (currently Deloitte Touche Tohmatsu LLC)
1980 Aug.	Registered as a certified public accountant
1988 Feb.	Established Ishii Certified Public Accountant and becomes head of the company (present post)
1994 Jun.	Auditor of Konami Corporation
2007 Mar.	Auditor of Showa Information Systems
2011 Jun.	Auditor of FUJISOFT INCORPORATED (present post)

Mr. Shigeo Ishii is an outside auditor as specified in Article 2, Item 16 of the Companies Act.

Mr. Shigeo Ishii does not have any special interest in the Company.

Status of Major Shareholders of the Company

The table below shows major shareholders of the Company as of December 31, 2013.

Shareholder	Number of shares owned (thousand shares)	Ratio of the number of shares owned to the total number of shares issued (%)
Northern Trust Company (AVFC) Sub-Account American Client	3,503	10.40
NFC Corporation	3,228	9.58
Hiroshi Nozawa	2,342	6.95
Northern Trust Company (AVFC) Re U.S. Tax Exempted Pension Funds	1,414	4.20
Ryuji Arai	1,022	3.03
Japan Trustees Services Bank, Ltd. (trust account)	906	2.69
The Master Trust Bank of Japan, Ltd. (trust account)	686	2.04
Noriko Nozawa	629	1.87
FUJISOFT employee shareholding association	615	1.83
Tokyo Century Lease Co., Ltd.	588	1.75

(Note) The Company holds 2,560,000 shares of treasury stock as of December 31, 2013.