

THE FOLLOWING IS AN ENGLISH TRANSLATION PREPARED FOR THE CONVENIENCE OF THE SHAREHOLDERS AND INVESTORS. THE OFFICIAL TEXT IN JAPANESE OF THE NOTICE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS HAS BEEN PREPARED IN ACCORDANCE WITH STATUTORY PROVISIONS AND MAILED TO THE RESPECTIVE SHAREHOLDERS SEPARATELY. SHOULD THERE BE ANY INCONSISTENCY BETWEEN THE TRANSLATION AND THE OFFICIAL TEXT IN TERMS OF THE CONTENTS OF THE NOTICE, THE LATTER SHALL PREVAIL. THE COMPANY ACCEPTS NO LIABILITY FOR ANY MISUNDERSTANDING CAUSED BY THE TRANSLATION FOR ANY REASON WHATSOEVER.

Securities Code: 6869
June 6, 2016

Notice of the 49th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 49th Ordinary General Meeting of Shareholders (the "Meeting") will be held as follows, and we would be grateful if you could attend the Meeting.

If you are unable to attend the Meeting, you are entitled to vote in writing, or via our online voting website. Please refer to the reference materials contained herein, indicate your approval or disapproval of the items to be resolved in this Meeting on the enclosed ballot form and return it to us by 5:35 p.m. on Thursday, June 23, 2016. As an alternative, you may exercise your voting rights on our designated voting website (<http://www.evotep.jp/>).

Yours faithfully,

Hisashi Ietsugu,
Chairman and CEO
SYSMEX CORPORATION
1-5-1, Wakinohama-Kaigandori,
Chuo-ku, Kobe, Hyogo Prefecture
651-0073, Japan

- 1. Date and Time:** Friday, June 24, 2016, at 10 a.m.
- 2. Venue:** "SHOUN" Room, 4th Floor, Kobe Seishin Oriental Hotel,
5-6-3, Kojidai, Nishi-ku, Kobe, Hyogo Prefecture, Japan
- 3. Agenda:**
- Items to be reported:**
1. Business Report, Consolidated Financial Statements for the 49th fiscal year (from April 1, 2015 to March 31, 2016), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditors and by the Board of Corporate Auditors
 2. Non-consolidated Financial Statements for the 49th fiscal year (from April 1, 2015 to March 31, 2016)
- Items to be resolved:**
- Bill No. 1:** Appropriation of Surplus
- Bill No. 2:** Partial Revision of the Articles of Incorporation
- Bill No. 3:** Election of Ten (10) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
- Bill No. 4:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Bill No. 5:** Determination of Amounts of Remuneration for Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
- Bill No. 6:** Determination of Amounts of Remuneration for Directors Who Are Audit and Supervisory Committee Members

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- * **If you are attending the Meeting, please submit the enclosed ballot form to the reception desk at the meeting venue.**
 - * **The following matters, however, are posted on our website (<http://www.sysmex.co.jp>) in accordance with applicable laws and regulations and the provision of Article 15 of the Articles of Incorporation, and are not included in this Notice of Convocation:**
 - 1) **Notes to the Consolidated Financial Statements**
 - 2) **Notes to the Non-consolidated Financial Statements**
 - * **Amendments to the Reference Materials, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, if any, will be posted on our website (<http://www.sysmex.co.jp>).**

Reference Materials for the Shareholders' Meeting

Bill No. 1 Appropriation of Surplus

Issues related to the year-end dividend:

Under the Company's basic policy to pay continuous and stable dividends to our shareholders in consideration of our consolidated performance, we will target a consolidated dividend payout ratio of 30%. Based on this policy, the Company would like to pay a year-end dividend of 28 yen per share.

Together with the interim dividend of 24 yen per share, the annual dividend will be 52 yen per share, an increase of 14 yen per share from the previous fiscal year.

(1) Type of dividend

Cash

(2) The appropriation of dividends and its total amount

28 yen per share of the Company's common stock

Total dividend amount 5,820,874,752 yen

(3) Effective date for dividend

June 27, 2016

Bill No. 2 Partial Revision of the Articles of Incorporation

1. Reasons for Revision

- (1) The Company proposes a transition from the current company with a Board of Corporate Auditors into the company with an Audit and Supervisory Committee, which has been established pursuant to the Act for Partial Revision of the Companies Act (Act No. 90 of 2014), in order to reinforce its corporate governance. Accordingly, the Company proposes the partial revision of its Articles of Incorporation. This shall include newly establishing provisions relating to Audit and Supervisory Committee and its members, deleting provisions relating to the Board of Corporate Auditors and Corporate Auditors, and also newly establishing provisions relating to the delegation of authority to Directors, and making other requisite changes, with the aims of improving managerial efficiency and enabling swift decision-making by delegating authority.
- (2) The Company proposes the change of the convener and Chairperson of a General Meeting of Shareholders as stipulated in Articles 14 and 23 of the current Articles of Incorporation from the President to the Chairman or President, in order to provide flexibility in conducting General Meetings of Shareholders and Meetings of the Board of Directors.
- (3) The Company proposes the partial revision of its Articles of Incorporation so that it will be possible for the Company to enter into limited liability agreements with Directors who do not execute operation of the Company, thereby enabling them to sufficiently perform the roles expected of Directors. Please note that the respective Corporate Auditors have already approved the revision of Articles of Incorporation pertaining to limited liability agreements.
- (4) In addition, the Company proposes the necessary amendments such as renumbering of certain Articles associated with aforementioned revision.

The revision of the Articles of Incorporation related to this Bill takes effect at the conclusion of this Meeting.

2. Details of Revision

The details of Revision are as follows:

(Underlined text represents changes)

Current Articles of Incorporation	Proposed Revision
CHAPTER I GENERAL PROVISIONS Article 1. ~ Article 3. (Omitted)	CHAPTER I GENERAL PROVISIONS Article 1. ~ Article 3. (Same as the current provision)
(Governing Bodies) Article 4. The Company shall have the following governing bodies in addition to general meetings of shareholders and directors. 1. Board of Directors 2. <u>Corporate Auditor</u> 3. <u>Board of Corporate Auditors</u> 4. Accounting Auditors	(Governing Bodies) Article 4. The Company shall have the following governing bodies in addition to general meetings of shareholders and directors. 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) 3. Accounting Auditors
Article 5. ~ Article 11. (Omitted)	Article 5. ~ Article 11. (Same as the current provision)

Current Articles of Incorporation	Proposed Revision
<p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p>	<p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p>
<p>Article 12. ~ Article 13. (Omitted)</p>	<p>Article 12. ~ Article 13. (Same as the current provision)</p>
<p>(Convener and Chairperson) Article 14. General meetings of shareholders, except where otherwise provided for separately in laws and regulations, shall be convened by the President, who shall serve as its Chairperson. In case the President is <u>unable</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting.</p>	<p>(Convener and Chairperson) Article 14. General meetings of shareholders, except where otherwise provided for separately in laws and regulations, shall be convened by <u>the Chairman or the President</u>, who shall <u>also</u> serve as its Chairperson. In case <u>neither the Chairman nor the President are able</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting.</p>
<p>Article 15. ~ Article 17. (Omitted)</p>	<p>Article 15. ~ Article 17. (Same as the current provision)</p>
<p>(Minutes) Article 18. The outline of proceedings and results of the general meeting of shareholders, and other items required by laws and regulations shall be entered in the minutes and the Chairperson shall affix their names and seals thereto.</p>	<p>(Minutes) Article 18. The outline of proceedings and results of the general meeting of shareholders, and other items required by laws and regulations shall be entered <u>or recorded</u> in the minutes and the Chairperson shall affix their names and seals thereto <u>or put their electronic signatures thereon</u>.</p>
<p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p>	<p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p>
<p>(Number of Directors) Article 19. 1. The Company shall have at least three (3) Directors.</p>	<p>(Number of Directors) Article 19. 1. The Company shall have at least three (3) Directors (<u>excluding Directors who are Audit and Supervisory Committee Members</u>).</p>
<p style="text-align: center;">(Newly established)</p>	<p>2. <u>The Company shall have at least three (3) Directors who are Audit and Supervisory Committee Members (hereinafter, "Audit and Supervisory Committee Members")</u>.</p>

Current Articles of Incorporation	Proposed Revision
<p>(Election of Directors) Article 20.</p> <p>1. A Director shall be elected by resolution of a general meeting of shareholders.</p> <p>2. ~ 3. (Omitted)</p>	<p>(Election of Directors) Article 20.</p> <p>1. A Director shall be elected by resolution of a general meeting of shareholders, <u>while distinguishing Audit and Supervisory Committee Members and other Directors.</u></p> <p>2. ~ 3. (Same as the current provision)</p>
<p>(Term of Directors) Article 21.</p> <p>1. The term of office of a Director shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within <u>two (2) years</u> after the director's election.</p> <p>2. <u>The term of office of a Director elected to increase or supplement the number of Directors shall be until the end of the term of office of the incumbent Directors.</u></p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Term of Directors) Article 21.</p> <p>1. The term of office of a Director <u>(excluding a Director who is an Audit and Supervisory Committee Member)</u> shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within <u>one (1) year</u> after the director's election.</p> <p>(Deleted)</p> <p>2. <u>The term of office of an Audit and Supervisory Committee Member shall expire at the conclusion of the ordinary general meeting of shareholders pertaining to the last business year ending within two (2) years after his/her election.</u></p> <p>3. <u>The term of office of the Audit and Supervisory Committee Member elected as a substitute for another Audit and Supervisory Committee Member who retired before the expiration of his/her term shall be the remaining term of office of the retired Audit and Supervisory Committee Member.</u></p>

Current Articles of Incorporation	Proposed Revision
(Newly established)	
Article 22. (Omitted)	4. <u>The effective term of the resolution for election of a substitute Audit and Supervisory Committee Member under Article 329, Paragraph 3 of the Companies Act shall expire at the commencement of the ordinary general meeting of shareholders pertaining to the last business year ending within two (2) years after his/her election.</u>
(Convocation of the Meetings of the Board of Directors and its Chairperson)	Article 22. (Same as the current provision)
Article 23.	(Convocation of the Meetings of the Board of Directors and its Chairperson)
<p>Article 23.</p> <ol style="list-style-type: none"> 1. Meetings of the Board of Directors, except where otherwise provided for separately in laws and regulations, shall be convened by the President, who shall serve as its Chairperson. In case the President <u>is unable</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting. 2. Convocation notices of Meetings of the Board of Directors shall be dispatched to all Directors <u>and Corporate Auditors</u> at least three days prior to the meeting; provided, however, that this period may be shortened in the event of an emergency. 	<p>Article 23.</p> <ol style="list-style-type: none"> 1. Meetings of the Board of Directors, except where otherwise provided for separately in laws and regulations, shall be convened by <u>the Chairman or</u> the President, who shall serve as its Chairperson. In case <u>neither the Chairman nor the President are able</u> to act, another Director shall, in the order previously established by the Board of Directors, convene and act as Chairperson of such meeting. 2. Convocation notices of Meetings of the Board of Directors shall be dispatched to all Directors at least three days prior to the meeting; provided, however, that this period may be shortened in the event of an emergency.
Article 24. (Omitted)	Article 24. (Same as the current provision)

Current Articles of Incorporation	Proposed Revision
<p>(Omission of Resolution by Board of Directors) Article 25. The Company shall deem that a proposal of a Meeting of the Board of Directors has been effectively approved upon resolution of the Board of Directors when the Directors (limited to those who are entitled to participate in a vote with respect to the proposal) unanimously declare their intent to approve the proposal either in writing or by electromagnetic recording; <u>provided, however, that this does not apply when a Corporate Auditor raises an objection with respect to the proposal.</u></p> <p>(Newly established)</p>	<p>(Omission of Resolution by Board of Directors) Article 25. The Company shall deem that a proposal of a Meeting of the Board of Directors has been effectively approved upon resolution of the Board of Directors when the Directors (limited to those who are entitled to participate in a vote with respect to the proposal) unanimously declare their intent to approve the proposal either in writing or by electromagnetic recording.</p> <p><u>(Delegation of Decisions on Execution of Operations to Directors)</u> Article 26. <u>The Company may, pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of decisions on execution of important operations (excluding matters listed in items of Article 399-13, Paragraph 5 of the Companies Act) to Directors by resolution of the Board of Directors.</u></p>
<p>(Minutes of Meeting of Board of Directors) Article <u>26</u>. The outline of proceedings, results of Meeting of the Board of Directors and other items required by laws and regulations shall be entered in the minutes, and the Directors <u>and Corporate Auditors</u> present shall affix their names and seals thereto.</p>	<p>(Minutes of Meeting of Board of Directors) Article <u>27</u>. The outline of proceedings, results of Meeting of the Board of Directors and other items required by laws and regulations shall be entered <u>or recorded</u> in the minutes, and the Directors present shall affix their names and seals thereto <u>or put their electronic signatures thereon.</u></p>
<p>Article <u>27</u>. (Omitted)</p>	<p>Article <u>28</u>. (Same as the current provision)</p>

Current Articles of Incorporation	Proposed Revision
<p>(Remunerations, etc. for Directors) Article <u>28</u>. Remuneration, bonus and other economic benefits to be provided by the Company as a consideration for the execution of duties (hereinafter, "Remunerations, etc.") to the Directors shall be determined by resolution of a general meeting of shareholders.</p> <p>(Newly established)</p>	<p>(Remunerations, etc. for Directors) Article <u>29</u>. Remuneration, bonus and other economic benefits to be provided by the Company as a consideration for the execution of duties (hereinafter, "Remunerations, etc.") to the directors shall be determined by resolution of a general meeting of shareholders, <u>while distinguishing Audit and Supervisory Committee Members and other Directors.</u></p> <p>(Exemption from Liability of Directors) Article <u>30</u>. Pursuant to the provisions of Article <u>427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Directors (excluding those are Executive Directors, etc.) which limit the liability of the Directors under Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of liability under such agreements shall be the Minimum Liability Amount specified by laws and regulations.</u></p>
<p><u>CHAPTER V CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u></p>	<p><u>CHAPTER V AUDIT AND SUPERVISORY COMMITTEE</u></p>
<p>(Number of Corporate Auditors) Article <u>29</u>. The Company shall have at least three <u>(3) Corporate Auditors.</u></p>	<p>(Deleted)</p>
<p>(Election of Corporate Auditors) Article <u>30</u>. <u>1. A Corporate Auditor shall be elected by resolution of a general meeting of shareholders.</u> <u>2. A resolution to elect a Corporate Auditor shall be made by the majority of the voting rights of the shareholders present at the meeting where the shareholders holding at least one third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights are in present.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Revision
<p>(Minutes of Meeting of <u>Board of Corporate Auditors</u>) Article <u>35</u>. The outline of proceedings, results of Meeting of the <u>Board of Corporate Auditors</u> and other items required by laws and regulations shall be entered in the minutes, and the <u>Corporate Auditors</u> present shall affix their names and seals thereto.</p>	<p>(Minutes of Meeting of <u>Audit and Supervisory Committee</u>) Article <u>33</u>. The outline of proceedings, results of Meeting of the <u>Audit and Supervisory Committee</u> and other items required by laws and regulations shall be entered <u>or recorded</u> in the minutes, and the <u>Audit and Supervisory Committee Members</u> present shall affix their names and seals thereto <u>or put their electronic signatures thereon</u>.</p>
<p>(<u>Board of Corporate Auditors Rules</u>) Article <u>36</u>. Matters regarding the <u>Board of Corporate Auditors</u> shall be governed by the <u>Board of Corporate Auditors Rules</u> established by the <u>Board of Corporate Auditors</u> in addition to laws and regulations and these Articles of Incorporation.</p>	<p>(<u>Audit and Supervisory Committee Rules</u>) Article <u>34</u>. Matters regarding the <u>Audit and Supervisory Committee</u> shall be governed by the <u>Audit and Supervisory Committee Rules</u> established by the <u>Audit and Supervisory Committee</u> in addition to laws and regulations and these Articles of Incorporation.</p>
<p>(<u>Remunerations, etc. for Corporate Auditors</u>) Article <u>37</u>. <u>Remunerations, etc. for Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</u></p>	<p>(Deleted)</p>
<p>CHAPTER VI ACCOUNTING AUDITORS</p>	<p>CHAPTER VI ACCOUNTING AUDITORS</p>
<p>Article <u>38</u>. ~ Article <u>39</u>. (Omitted)</p>	<p>Article <u>35</u>. ~ Article <u>36</u>. (Same as the current provision)</p>
<p>(Remunerations, etc. for Accounting Auditors) Article <u>40</u>. Remunerations, etc. for Accounting Auditors shall be determined upon approval of the <u>Board of Corporate Auditors</u> as obtained by the Representative Director.</p>	<p>(Remunerations, etc. for Accounting Auditors) Article <u>37</u>. Remunerations, etc. for Accounting Auditors shall be determined upon approval of the <u>Audit and Supervisory Committee</u> as obtained by the Representative Director.</p>
<p>CHAPTER VII CALCULATION</p>	<p>CHAPTER VII CALCULATION</p>
<p>Article <u>41</u>. ~ Article <u>42</u>. (Omitted)</p>	<p>Article <u>38</u>. ~ Article <u>39</u>. (Same as the current provision)</p>

Current Articles of Incorporation	Proposed Revision
<p>(Interim Dividend) Article <u>43</u>. The Company may, by resolution of the Board of Directors, distribute dividends of surplus (hereinafter “Interim Dividends”) as stipulated in Article 454, Paragraph 5 of the Companies Act, to registered or recorded shareholders or registered pledgees in the shareholders register as of the close of business on September 30 of each year.</p> <p>Article <u>44</u>. (Omitted)</p>	<p>(Interim Dividend) Article <u>40</u>. The Company may, by resolution of the Board of Directors, distribute dividends of surplus (hereinafter, “Interim Dividends”) as stipulated in Article 454, Paragraph 5 of the Companies Act, to registered or recorded shareholders or registered pledgees in the shareholders register as of the close of business on September 30 of each year.</p> <p>Article <u>41</u>. (Same as the current provision)</p>

Bill No. 3 Election of Ten (10) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

Conditional upon the approval of the Bill No. 2 “Partial Revision of the Articles of Incorporation,” the Company will make the transition into a company with an Audit and Supervisory Committee and the terms of office of all nine (9) Directors of the Company will expire at the conclusion of this Meeting.

Accordingly, the Company requests the election of ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members), increasing the number of Directors by one (1) to enhance the management system. This Bill may only take effect on the condition that the Bill No. 2 “Partial Revision of the Articles of Incorporation” becomes effective.

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

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
1	Hisashi Ietsugu (September 17, 1949)	<p>September 1986 Joined the Company, Member of the Managing Board of the Company</p> <p>March 1990 Member of the Managing Board and Senior Executive Officer Managing Director of the Company</p> <p>February 1996 Member of the Managing Board and Senior Executive Officer Managing Director of the Company (Representative Director)</p> <p>April 1996 Member of the Managing Board and Senior Executive Officer, Senior Managing Director of the Company (Representative Director)</p> <p>June 1996 President and CEO of the Company</p> <p>April 2013 Chairman and CEO of the Company (current)</p>	696,300
2	Masayoshi Hayashi (June 11, 1948)	<p>February 1972 Joined the Company</p> <p>April 1993 Manager of System Business Management of the Company</p> <p>April 1996 Manager of Business Management of the Company</p> <p>April 1997 Member of the Managing Board, Executive Vice President of Business Development of the Company</p> <p>June 1997 Member of the Managing Board, Executive Vice President of Business Management of the Company</p> <p>April 2005 Member of the Managing Board and Executive Officer of the Company</p> <p>April 2007 Member of the Managing Board and Senior Executive Officer, Managing Director of the Company</p> <p>April 2011 Member of the Managing Board and Senior Executive Officer, Senior Managing Director of the Company (current)</p> <p>(Duty) Assistant to the President and CEO</p>	142,200

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
3	Yukio Nakajima (July 30, 1950)	<p>April 1973 Joined the Company</p> <p>April 1996 Manager of Business Planning of the Company</p> <p>April 1997 Executive Vice President of Business Planning of the Company</p> <p>June 1999 Member of the Managing Board, Executive Vice President of Corporate Business Planning of the Company</p> <p>April 2005 Member of the Managing Board and Executive Officer, Vice President of Corporate Business Planning of the Company</p> <p>April 2007 Member of the Managing Board, Executive Officer of the Company</p> <p>April 2009 Member of the Managing Board and Senior Executive Officer, Managing Director of the Company</p> <p>April 2013 Member of the Managing Board and Senior Executive Officer, Senior Managing Director of the Company (current)</p> <p>(Duties) Corporate Communication, Corporate Business Administration, Human Resources & General Affairs, Corporate Executive Office</p>	82,600
4	Koji Tamura (October 9, 1951)	<p>September 1990 Joined the Company</p> <p>June 1996 Executive Vice President of International of the Company</p> <p>June 2001 Member of the Managing Board, Executive Vice President of International Business Management of the Company</p> <p>April 2005 Member of the Managing Board and Executive Officer of the Company</p> <p>April 2009 Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (current)</p> <p>(Duty) LS Business</p>	40,300
5	Kazuya Obe (August 25, 1955)	<p>April 1991 Joined the Company</p> <p>April 1996 President of TOA Medical Electronics (Europe) GmbH (present Sysmex Europe GmbH)</p> <p>April 2001 Assistant Manager of International of the Company</p> <p>October 2001 Assistant Manager of New Business Development and International of the Company</p> <p>October 2002 Chairman of the Board of Sysmex Corporation of America (present Sysmex America, Inc.)</p> <p>April 2005 Executive Officer, Executive Vice Chairman & CEO of Sysmex America, Inc.</p> <p>April 2009 Member of the Managing Board and Executive Officer of the Company</p> <p>June 2009 Director, Executive Officer of the Company</p> <p>April 2013 Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (current)</p> <p>(Duty) International Business</p>	33,300

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
6	Mitsuru Watanabe (June 24, 1956)	<p>April 1980 Joined the Company</p> <p>April 2003 Executive Vice President of New Business of the Company</p> <p>April 2005 Executive Officer, Executive Vice President of R&D Strategic Planning of the Company</p> <p>April 2009 Executive Officer in charge of R&D Strategic Planning of the Company</p> <p>June 2009 Member of the Managing Board and Executive Officer of the Company</p> <p>April 2013 Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (current)</p> <p>(Duty) HU Business</p>	64,200
7	Kaoru Asano (October 19, 1958)	<p>August 1987 Joined the Company</p> <p>April 2005 Executive Vice President of Central Research Laboratories of the Company</p> <p>April 2009 Executive Officer, Manager of Central Research Laboratories of the Company</p> <p>April 2011 Executive Officer, Executive Vice President of R&D Strategic Planning of the Company</p> <p>April 2013 Senior Executive Officer, Manager of Central Research Laboratories of the Company</p> <p>June 2014 Member of the Managing Board and Senior Executive Officer of the Company</p> <p>April 2015 Member of the Managing Board and Senior Executive Officer, Managing Director of the Company (current)</p> <p>(Duty) R&D Strategic Planning</p>	40,600
8	Kenji Tachibana (December 12, 1957)	<p>March 1980 Joined the Company</p> <p>April 2007 Executive Vice President of International Business Management of the Company</p> <p>April 2011 Executive Officer, Executive Vice President of IVD Business Development of the Company</p> <p>April 2013 Senior Executive Officer, Executive Vice President of Business Strategy Development of the Company</p> <p>June 2014 Member of the Managing Board and Senior Executive Officer, Executive Vice President of Business Strategy Development of the Company</p> <p>April 2015 Member of the Managing Board and Senior Executive Officer, Managing Director, Executive Vice President of Business Strategy Development of the Company (current)</p> <p>(Duties) Business Planning, Business Strategy Development</p>	21,300

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
9	<p>Member of the Managing Board (Outside)</p> <p>Susumu Nishiura (February 13, 1947)</p> <p>Attendance to the Meetings of the Board of Directors 14/14</p>	<p>April 1969 Joined TOA Electric Co., Ltd. (presently TOA Corporation)</p> <p>June 1998 Member of the Managing Board of TOA</p> <p>October 2004 Member of the Managing Board, Managing Executive Officer of TOA</p> <p>June 2008 Member of the Managing Board and Senior Executive Officer, Senior Managing Director of TOA</p> <p>June 2010 Retired from TOA Corporation</p> <p>June 2013 Joined the Company, Member of the Managing Board of the Company (current)</p> <p>Susumu Nishiura is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that he would utilize his abundant experience and deep insight in corporate management for management of the Company. Moreover, although Susumu Nishiura formerly worked at TOA, a Company's business partner, the Company's business transactions with TOA are insignificant in scale (approximately three million yen per year), and accordingly do not affect his performance of duties as a Member of the Managing Board (Outside) of the Company. Please note that his term of office as a Member of the Managing Board (Outside) will be three years at the conclusion of this Meeting. The Company has reported Susumu Nishiura as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc..</p>	N/A
10	<p>Member of the Managing Board (Outside)</p> <p>New election</p> <p>Masayo Takahashi (June 23, 1961)</p>	<p>October 1992 Ph.D. of Medicine and Assistant professor of Ophthalmology, Kyoto University Hospital</p> <p>January 1995 Post-doc, in Laboratory of Genetics, the Salk Institute, San Diego, the United States</p> <p>January 1997 Assistant professor of Ophthalmology, Kyoto University Hospital</p> <p>October 2001 Associate professor, Team Leader of retinal regeneration project, Translational Research Center, Kyoto University Hospital</p> <p>April 2006 Team Leader, Laboratory for Retinal Regeneration Research, RIKEN Center for Developmental Biology, Japan</p> <p>November 2014 Project Leader, Laboratory for Retinal Regeneration Research, RIKEN Center for Developmental Biology, Japan (current)</p> <p>Masayo Takahashi is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that she would utilize her abundant experience and deep insight relating to advanced medical research, medical ethics and other fields as a clinician and researcher for management of the Company. The Company plans to report Masayo Takahashi as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc..</p>	N/A

- Notes:
1. Masayo Takahashi is a candidate for newly elected Member of the Managing Board.
 2. There is no special interest between each of the candidates and the Company.
 3. Susumu Nishiura and Masayo Takahashi are to be elected as Members of the Managing Board (Outside).
 4. If Susumu Nishiura and Masayo Takahashi are elected as Members of the Managing Board, then in accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into agreements with both of them to limit their liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act, conditional upon the approval of the Bill No. 2 "Partial Revision of the Articles of Incorporation."

Bill No. 4 Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

Conditional upon the approval of the Bill No. 2 “Partial Revision of the Articles of Incorporation,” the Company will make the transition into a company with an Audit and Supervisory Committee.

Accordingly, the Company requests the election of three (3) Directors serving as Audit and Supervisory Committee Members. This Bill may only take effect on the condition that the Bill No. 2 “Partial Revision of the Articles of Incorporation” becomes effective.

Please note that the approval of the Board of Corporate Auditors has been obtained for this Bill.

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

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
1	<p><u>New election</u> Yukitoshi Kamao (March 12, 1956)</p>	<p>March 1978 Joined the Company April 2006 Assistant Manager of Administration of the Company April 2009 Executive Vice President of Business Administration of the Company April 2013 Executive Officer, Executive Vice President of Business Administration of the Company April 2016 Executive Officer of the Company (current)</p> <p>(Duty) Audit</p>	54,600
2	<p><u>Member of the Managing Board (Outside)</u> <u>New election</u> Koichi Onishi (July 16, 1947)</p> <p>Attendance to the Meetings of the Board of Directors 14/14</p> <p>Attendance to the Meetings of the Board of Corporate Auditors 21/21</p>	<p>July 1971 Joined Kobe Steel, Ltd. June 2002 Executive Officer of Kobe Steel, Ltd. April 2004 Managing Executive Officer of Kobe Steel, Ltd. April 2007 Senior Managing Executive Officer of Kobe Steel, Ltd. June 2010 Retired from Senior Managing Executive Officer of Kobe Steel, Ltd. June 2010 President of Nippon Koshuha Steel Co., Ltd. June 2013 Executive Corporate Adviser of Nippon Koshuha Steel Co., Ltd. June 2014 Corporate Auditor of the Company (current) June 2015 Retired from Corporate Adviser of Nippon Koshuha Steel Co., Ltd.</p> <p>Koichi Onishi is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that he would utilize his abundant experience and deep insight in corporate management for audit, etc. of the Company. Please note that his term of office as an Outside Corporate Auditor will be two years at the conclusion of this Meeting. The Company has reported Koichi Onishi as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc..</p>	1,000

Candidate number	Name (date of birth)	Brief personal history, positions, duties and important concurrent positions	Number of Company shares held
3	<div style="border: 1px solid black; padding: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px;">New election</div> Kazuhito Kajiura (January 25, 1950)	September 1972 Joined Tohmatsu Awoki & Co. (present Deloitte Touche Tohmatsu LLC) June 1989 Partner, Tohmatsu Awoki & Sanwa (present Deloitte Touche Tohmatsu LLC) January 2013 Retired from Deloitte Touche Tohmatsu LLC	100
		<p>As the Company expands its business activities on a global scale, enhancement of risk management and audit oversight functions is becoming increasingly important. With that in mind, Kazuhito Kajiura is appointed as a candidate for a Member of the Managing Board (Outside) in the hope that he would contribute to ensuring the soundness and transparency of the Board of Directors, enhancing its audit oversight functions, and other matters, with his professional expertise and experience as a certified public accountant, his much knowledge of overseas situation and global management through extensive experience such as leading and auditing global companies, and his understanding of the Company's business environment and international business. Moreover, although Kazuhito Kajiura formerly worked at Deloitte Touche Tohmatsu LLC, more than three years have elapsed since his retirement from that firm, and accordingly his background thereof will have no effect on his performance of duties as a Member of the Managing Board (Outside) of the Company.</p> <p>The Company plans to report Kazuhito Kajiura as an Independent Member of the Managing Board to the Tokyo Stock Exchange, Inc..</p>	

- Notes:
1. Each candidate is a candidate for newly elected Member of the Managing Board.
 2. There is no special interest between each of the candidates and the Company.
 3. Koichi Onishi and Kazuhito Kajiura are to be elected as Members of the Managing Board (Outside).
 4. If Koichi Onishi and Kazuhito Kajiura are elected as Members of the Managing Board, then in accordance with the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into agreements with both of them to limit their liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act, conditional upon the approval of the Bill No. 2 "Partial Revision of the Articles of Incorporation."

Bill No. 5 Determination of Amounts of Remuneration for Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

Conditional upon the approval of the Bill No. 2 “Partial Revision of the Articles of Incorporation,” the Company will make the transition into a company with an Audit and Supervisory Committee.

The maximum amount of remuneration to be paid to Directors of the Company was set at an annual amount of up to 1,000 million yen (provided that this amount does not include the employee salary portion) by a resolution at the 44th Ordinary General Meeting of Shareholders held on June 24, 2011, and this has remained in place to the present date. In accordance with the transition into a company with an Audit and Supervisory Committee, the Company proposes that the current provision related to the amount of remuneration for Directors be revoked, and that remuneration for Directors excluding Directors who are Audit and Supervisory Committee Members be set at no more than 1,000 million yen annually, which is the same as current amount (including the amount of no more than 50 million yen annually for Outside Directors), taking into consideration the economic conditions and other factors.

It is proposed that the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) will not include salaries for other positions that the Directors concurrently hold as employees of the Company.

At present there are nine (9) Directors (including one (1) Outside Director), but if the Bill No. 2 and Bill No. 3 are approved and passed as proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) related to this Bill will be ten (10) (including two (2) Outside Directors).

Please note that this Bill may only take effect on the condition that the Bill No. 2 “Partial Revision of the Articles of Incorporation” becomes effective.

Bill No. 6 Determination of Amounts of Remuneration for Directors Who Are Audit and Supervisory Committee Members

Conditional upon the approval of the Bill No. 2 “Partial Revision of the Articles of Incorporation,” the Company will make the transition into a company with an Audit and Supervisory Committee.

Accordingly, the Company proposes remuneration for Directors who are Audit and Supervisory Committee Members of no more than 80 million yen annually, which is the same as current amount, taking into consideration economic conditions and other factors.

If the Bill No. 2 and Bill No. 4 are approved as proposed, the number of Directors who are Audit and Supervisory Committee Members related to this Bill will be three (3).

This Bill may only take effect on the condition that the Bill No. 2 “Partial Revision of the Articles of Incorporation” becomes effective.