

3 Mibu Hanai-cho, Nakagyo-ku, Kyoto, Japan

Nissha Printing Co., Ltd.

Junya Suzuki, President and CEO, Chairman of the Board

**Report of Voting Rights Exercised at the Ordinary General Meeting of Shareholders for the 97<sup>th</sup> Business Term**

Resolved proposals and exercised voting right results at the Ordinary General Meeting of Shareholders for the 97<sup>th</sup> Business Term of Nissha Printing Co., Ltd. (the “Company”) on June 17, 2016 (as stipulated in Article 24-5, Paragraph 4, of the Financial Instruments and Exchange Act and Article 19, paragraph 2, Item9-2, of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.) were as follows.

**1. Proposals resolved**

- Proposal 1** Appropriation of Surplus
- (1) Allocation of dividend asset to shareholders and total amount of allocation  
¥15.00 per share of common stock in the Company  
Total amount of dividends: ¥643,686,885
  - (2) Effective date of dividends from surplus  
June 20, 2016
- Proposal 2** Election of 8 Directors, Members of the Board
- The Company proposes the election of 8 Directors, Members of the Board, Junya Suzuki, Takao Hashimoto, Hayato Nishihara, Yoshiharu Tsuji, Tamio Kubota, Kenji Kojima, Sawako Nohara and Kazuhito Osugi. Tamio Kubota, Kenji Kojima, Sawako Nohara and Kazuhito Osugi are Independent Directors.
- Proposal 3** Election of 2 Audit & Supervisory Board Members
- The Company proposes the election of 2 Audit & Supervisory Board Members, Hitoshi Konishi and Shigeaki Momo-o. Shigeaki Momo-o is an Independent Audit & Supervisory Board Member.
- Proposal 4** Revision of the Amount of Remuneration for Directors, Members of the Board and Audit & Supervisory Board Members
- The Company proposes the revision of the amount of remuneration for Directors, Members of the Board of the Company in the amount of four hundred and thirty million yen (¥430,000,000) or less per year (including forty million yen (¥40,000,000) or less for Independent Directors) and remuneration for Audit & Supervisory Board Members in the amount of sixty million yen (¥60,000,000) or less per year (including twenty million yen (¥20,000,000) or less for Independent Audit & Supervisory Board Members).
- Proposal 5** Decision regarding Amount of Stock Compensation Paid to Directors, Members of the Board
- The Company proposes to introduce a stock compensation plan for the Company’s Directors (excluding Independent Directors).
- Proposal 6** Renewal of Countermeasures Against a Large-scale Purchase of Shares of the Company (Takeover Defense Measures)
- The Company proposes the renewal of countermeasures against a large-scale purchase of shares of the Company (Takeover Defense Measures).

**2. Number of voting rights concerning the indication of “approval” for, “disapproval” for, or “abstention” from each proposal; requirements for approving the proposals; and results of resolutions**

Proposal	Approval	Disapproval	Abstention	Requirements for the approval	Ratio of Approval (%) (Note)3	Results
Proposal 1 Appropriation of Surplus	349,545	4,460	0	(Note)1	97.42	Approved
Proposal 2 Election of 8 Directors, Members of the Board						
Junya Suzuki	352,459	1,546	0		98.23	Approved
Takao Hashimoto	353,074	931	0		98.40	Approved
Hayato Nishihara	353,105	900	0	(Note)2	98.41	Approved
Yoshiharu Tsuji	352,892	1,113	0		98.35	Approved
Tamio Kubota	351,318	2,687	0		97.91	Approved
Kenji Kojima	349,110	4,895	0		97.29	Approved
Sawako Nohara	353,769	236	0		98.59	Approved
Kazuhiro Osugi	353,467	538	0		98.51	Approved
Proposal 3 Election of 2 Audit & Supervisory Board Members				(Note)2		
Hitoshi Konishi	349,651	4,352	0		97.44	Approved
Shigeaki Momo-o	337,600	16,402	0		94.09	Approved
Proposal 4 Revision of the Amount of Remuneration for Directors, Members of the Board and Audit & Supervisory Board Members	352,723	597	685	(Note)1	98.30	Approved
Proposal 5 Decision regarding Amount of Stock Compensation Paid to Directors, Members of the Board	347,184	6,818	0	(Note)1	96.76	Approved
Proposal 6 Renewal of Countermeasures Against a Large-scale Purchase of Shares of the Company (Takeover Defense Measures)	265,449	88,555	0	(Note)1	73.98	Approved

- (Note) 1 Requirements for the approval of Proposal 1 and Proposal 4 through Proposal 6: Approval by the majority of voting rights exercised by the shareholders present at the Ordinary General Meeting of Shareholders.
- 2 Requirement for the approval of Proposals 2 and Proposal 3: Approval by the majority of voting rights exercised by the shareholders present at the Ordinary General Meeting of Shareholders where the shareholders holding at least one-third of the voting rights of the shareholders who are entitled to exercise their voting rights are present.
- 3 The Ratio of Approval is calculated as the ratio of x) the number of voting rights which are confirmed to be exercised to approve each proposal to y) the total voting rights of the shareholders present at the Ordinary General Meeting of Shareholders (the aggregate number of the voting rights that were exercised in advance by the day before the Ordinary General Meeting of Shareholders and those exercised at the Ordinary General Meeting of Shareholders). The Ratio of Approval is rounded off to two decimal places.

**3. Reason why a portion of the voting rights held by the shareholders present at the Ordinary General Meeting of Shareholders was not added to the number of voting rights**

Because the requirement for the approval for each proposal was met by aggregating the number of voting rights exercised by the day before the Ordinary General Meeting of Shareholders and the number of voting rights of certain shareholders present at the Ordinary General Meeting of Shareholders whose indication of “approval” for, “disapproval” for, or “abstention” from each proposal is confirmed, a portion of the number of voting rights of the shareholders present at the Ordinary General Meeting of Shareholders whose indication of “approval” for, “disapproval” for, or “abstention” from each proposal is not confirmed is not added.

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| <ol style="list-style-type: none"><li>1. This document is a translation of the official Japanese Report of Voting Rights Exercised at the Ordinary General Meeting of Shareholders for the 97<sup>th</sup> Business Term.</li><li>2. This translation is provided only as a reference and does not constitute an official document.</li><li>3. In the event of any discrepancies between this translated document and the Japanese original, the Japanese original shall prevail.</li></ol> |
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