

June 20, 2017
3 Mibu Hanai-cho, Nakagyo-ku, Kyoto, Japan
Nissha Printing Co., Ltd.
Junya Suzuki, President and CEO, Chairman of the Board

**Report of the Exercise of Voting Rights at the Ordinary General Meeting of Shareholders
for the 98th Business Term**

1. Reason for filing

Since all proposals were resolved at the Ordinary General Meeting of Shareholders for the 98th Business Term of Nissha Printing Co., Ltd. (the “Company”) held on June 16, 2017, the Company files this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, paragraph 2, Item 9-2 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

2. Contents of report

(1) The Date on which the Ordinary General Meeting of Shareholders was convened

June 16, 2017

(2) Details of 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: ¥700,698,765
- (2) Effective date of distribution of the dividends from surplus
June 19, 2017

Proposal 2 Partial Amendments to the Articles of Incorporation

The Company proposed that:

- (1) its trade name be changed to *NISSHA Kabushiki Kaisha* (Nissha Co., Ltd.) from October 6, 2017.
- (2) its business purposes be modified with addition or deletion of the articles to facilitate the diversification and future development of business activity of our Group as well as to align the business purposes with current operations.
- (3) its fiscal year be changed to one year commencing on January 1 of every year and ending on December 31 of the same year, to make it match that of overseas consolidated subsidiaries. Since the 99th business term covers the nine months from April 1 to December 31, 2017, supplementary provisions are established as a transitional measure.
- (4) a necessary amendment be made regarding the title of Chairperson Emeritus as Director so that it shall belong to the late Shozo Suzuki solely and permanently taking into consideration his notable contribution in restoration of the Company.
- (5) necessary amendments be made so that the Company can conclude liability limitation agreements with a Director who does not execute business and an Audit and Supervisory Board

Member who is not an Independent Audit and Supervisory Board Member.

- (6) new articles be established and necessary amendments, such as a partial amendment to a relevant article and deletion of an unneeded article, be made so that the Board of Directors can also decide the matters including dividends of surplus to implement the dividend policy and the capital policy flexibly.
- (7) the number of articles, wording of articles and other necessary matters be amended, as a result of the amendments above.

Proposal 3 Election of eight (8) Directors, Members of the Board

The Company proposed that eight (8) Directors, Members of the Board, Junya Suzuki, Takao Hashimoto, Hayato Nishihara, Yoshiharu Tsuji, Tamio Kubota, Kenji Kojima, Sawako Nohara and Kazuhito Osugi be reelected. Tamio Kubota, Kenji Kojima, Sawako Nohara and Kazuhito Osugi are Independent Directors.

(3) Number of voting rights exercised for approval or disapproval of or abstention from proposals to be resolved, requirements for approving the proposals and results of resolutions

| Proposal | Approval (No. of voting rights) | Disapproval (No. of voting rights) | Abstention (No. of voting rights) | Approval Requirements | Ratio of Approval (%) (Note)4 | Results of Resolutions |
|---|---------------------------------------|--|---|--------------------------|----------------------------------|---------------------------|
| Proposal 1 Appropriation of Surplus | 374,511 | 195 | 5,739 | (Note) 1 | 97.61 | Approved |
| Proposal 2 Partial Amendments to the Articles of Incorporation | 315,189 | 64,513 | 741 | (Note) 2 | 82.14 | Approved |
| Proposal 3 Election of eight (8) Directors, Members of the Board | | | | | | |
| Junya Suzuki | 362,742 | 16,960 | 741 | (Note) 3 | 94.54 | Approved |
| Takao Hashimoto | 379,056 | 648 | 741 | | 98.79 | Approved |
| Hayato Nishihara | 379,051 | 653 | 741 | | 98.79 | Approved |
| Yoshiharu Tsuji | 378,899 | 805 | 741 | | 98.75 | Approved |
| Tamio Kubota | 371,475 | 8,229 | 741 | | 96.81 | Approved |
| Kenji Kojima | 377,165 | 2,539 | 741 | | 98.30 | Approved |
| Sawako Nohara | 379,463 | 241 | 741 | | 98.90 | Approved |
| Kazuhito Osugi | 377,749 | 1,955 | 741 | | 98.45 | Approved |

(Note) 1 Requirements for the approval of Proposal 1: 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 Proposal 2: Approval by at least two-thirds 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 Requirements for the approval of 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.

4 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.

(4) Reason why a portion of the voting rights held by the shareholders present at the Ordinary General Meeting of Shareholders was not included in the number of voting rights

Because the requirements for the approval for each proposal have been met as a result of aggregating the number of voting rights exercised by the day before the Ordinary General Meeting of Shareholders and the voting rights of certain shareholders present at the Ordinary General Meeting of Shareholders whose indication of approval or disapproval of or abstention from each proposal could be confirmed, and all of the proposals were thereby resolved lawfully under the Companies Act, the number of voting rights of the shareholders present at the Ordinary General Meeting of Shareholders whose indication of approval or disapproval of or abstention from each proposal could not be confirmed, is not included in the count.

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| <ol style="list-style-type: none">1. This document is a translation of the official Japanese Extraordinary Report of the Exercise of Voting Rights at the Ordinary General Meeting of Shareholders for the 98th Business Term.2. This translation is provided only as a reference and does not constitute an official document.3. In the event of any discrepancies between this translated document and the Japanese original, the Japanese original shall prevail. |
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