

*Translation: Please note that the following purports to be an accurate and complete translation of the original Japanese version prepared for the convenience of investors. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.*

TSE Code: 9697
ISIN: JP3218900003
SEDOL: 6173694 JP

May 21, 2015

To: Shareholders

Notice of Convocation of the 36th Ordinary General Meeting of Shareholders

We are pleased to inform you that the 36th Ordinary General Meeting of Shareholders of the Company will be held as described below. Your presence at the Meeting is cordially requested.

If you are unable to attend the Meeting, it is still possible to exercise your voting rights either the methods stated below. To exercise voting rights, please study the Reference Document Concerning the General Meeting of Shareholders below and exercise your rights by 5:30 PM on June 11, 2015 (Thursday), JST.

[In case of exercising voting rights by mail]

Please indicate on the Voting Right Exercise Form enclosed herewith your approval or disapproval of each proposal listed thereon and return the form to the Company before the deadline stated above.

[In case of exercising voting rights via the Internet]

*Note: Voting via Internet other than ICJ platform is only available for registered shareholders in Japan with Japanese language only. The ICJ platform is an electronic voting platform for institutional investors via ProxyEdge® system of Broadridge. For further details, please consult with your custodian(s), nominee(s) and/or broker(s).*

Exercising a voting right can only be made by accessing the website of Mitsubishi UFJ Trust and Banking Corporation, the administrator of shareholders' register (<http://www.evotep.jp/>). Please use the log-in ID and temporary password which are shown on the Voting Right Exercise Form. After logging in, please indicate your approval or disapproval of each proposal by following the instructions on the display screen before the deadline stated above. Please see the Guidance for the Exercise of Voting Rights via the Internet attached below (p.\*-p.\* note: *intentionally omitted*).

In case that a voting right is exercised both by the Voting Right Exercise Form and via the Internet, only the vote registered via the Internet will be recognized as valid.

The Company has participated in the electronic voting right execution platform for institutional investors operated by ICJ, Inc.

*(note)*

*Your vote is important. We will appreciate your participation in the Meeting through providing instruction to your custodians, brokers, nominees, voting agents or other authorized intermediaries to process your vote as soon as possible. We look forward to receiving your vote.*

Yours faithfully,

CAPCOM Co., Ltd.

1-3, Uchihirano-machi 3-chome, Chuo-ku,  
Osaka

By: Kenzo Tsujimoto  
Chairman and CEO  
Representative Director

### Particulars

1. Date & Time: June 12, 2015 (Friday) at 10:00 a.m.
2. Place: Osaka Castle Hotel, 6F Hall  
1-1, Tenmabashikyomachi Chuo-ku, Osaka
3. Agenda:

#### Matters to be reported:

- 1 Report on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 36th Fiscal Year (from April 1, 2014 to March 31, 2015); and
- 2 Report on the Results of Audit for Consolidated Financial Statements for the 36th Fiscal Year (from April 1, 2014 to March 31, 2015) by Accounting Auditor and the Board of Corporate Auditors.

#### Matters to be resolved:

- First proposal: Proposed Appropriation of Retained Earnings**
- Second proposal: Election of Seven (7) Directors**
- Third proposal: Introduction of Countermeasures (Takeover Defense) in response to a Large-Scale Purchase of Shares etc. of the Company**

- 
- Reception is scheduled to open at 9:00 a.m.
  - When you attend the Meeting in person, please submit the Voting Right Exercise Form enclosed herewith to the receptionist at the place of the Meeting.
  - For saving natural resources, please take this notice of convocation with you to the Meeting.

## Reference Document Concerning the General Meeting of Shareholders

### Proposals and reference matters:

#### First proposal: Proposed Appropriation of Retained Earnings

The Company considers returning profits to the shareholders be one of the most important management issues. Its fundamental dividend policy is to provide a stable and continued dividend to the shareholders, taking into account the future business development and changes in operating circumstances.

The Company proposes to make the distribution as the year-end dividend for the fiscal year under review as follows:

1. Type of dividend property: Cash
2. Matters concerning the allotment of dividend property and the total amount paid to shareholders:

¥25 per share of common stock of the Company; the total amount to be ¥1,405,749,550

(Note) The annual dividend for the fiscal year under review is ¥40 per share in total, including an interim dividend of ¥15 per share.

3. Date when dividends of retained earnings take effect: June 15, 2015

## Second proposal: Election of Seven (7) Directors

The term of office for all ten (10) Directors shall expire at the closing of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes to elect seven (7) Directors.

Candidates for Director are as follows:

Candidate No.	Name	Career position and assignment in the Company	Notes
1	Kenzo Tsujimoto	Chairman and Representative Director Chief Executive Officer (CEO)	Internal Re-election
2	Haruhiro Tsujimoto	Representative Director President and Chief Operating Officer (COO), in charge of Consumer Games Business	Internal Re-election
3	Tamio Oda	Director Executive Vice President and Chief Financial Officer (CFO), in charge of Corporate Management	Internal Re-election
4	Yoichi Egawa	Director Executive Corporate Officer, in charge of Amusement Equipment Business and Arcade Operations Business	Internal Re-election
5	Hiroshi Yasuda	Director	External Re-election Independent Director
6	Makoto Matsuo	Director	External Re-election Independent Director
7	Takayuki Morinaga	Director	External Re-election Independent Director

Candi- date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
1	<p data-bbox="312 450 507 479">Kenzo Tsujimoto</p>  <p data-bbox="389 792 651 831"><b>Internal Re-election</b></p> <ul data-bbox="325 848 703 1128" style="list-style-type: none"> <li>• Date of birth: December 15, 1940</li> <li>• Term of office: 32 years</li> <li>• Attendance of the Board of Directors meetings: 16/16 times (100%)</li> <li>• Number of shares of the Company held: 2,008,790 shares</li> </ul>	<p data-bbox="738 479 1382 533">July 1985: President and Representative Director of the Company</p> <p data-bbox="738 533 1374 636">Apr. 1997: Head of The Association of Copyright for Computer Software (Currently The General Incorporated Association of Copyright for Computer Software) (to present)</p> <p data-bbox="738 636 1422 689">Apr. 2001: Chief Executive Officer (CEO) of the Company (to present)</p> <p data-bbox="738 689 1390 743">July 2007: Chairman and Representative Director of the Company (to present)</p> <p data-bbox="738 743 1430 797">Feb. 2010: Representative Director of Kenzo Estate Winery Japan Co., Ltd. (to present)</p> <p data-bbox="738 824 1326 853">(Important concurrent office of other organizations)</p> <p data-bbox="738 853 1430 907">*Representative Director of Kenzo Estate Winery Japan Co., Ltd.</p> <p data-bbox="738 907 1437 960">*Head of The General Incorporated Association of Copyright for Computer Software</p>

(Notes)

Mr. Kenzo Tsujimoto, a candidate for Director is concurrently the representative director of Kenzo Estate Winery Japan Co., Ltd., with which the Company has a trading relationship including purchase of its products, etc.

Candi- date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
2	<p data-bbox="312 461 568 495">Haruhiro Tsujimoto</p>  <p data-bbox="387 808 651 842"><b>Internal Re-election</b></p> <ul data-bbox="323 864 715 1113" style="list-style-type: none"> <li>• Date of birth: October 19, 1964</li> <li>• Term of office: 18 years</li> <li>• Attendance of the Board of Directors meetings: 16/16 times (100%)</li> <li>• Number of shares of the Company held: 1,548,650 shares</li> </ul>	<p data-bbox="738 495 1177 521">Apr. 1987: Entered into the Company</p> <p data-bbox="738 521 1161 548">June 1997: Director of the Company</p> <p data-bbox="738 548 1286 575">Feb. 1999: Managing Director of the Company</p> <p data-bbox="738 575 1366 602">Apr. 2001: Senior Managing Director of the Company</p> <p data-bbox="738 602 1422 654">July 2004: Director and Executive Corporate Officer of the Company</p> <p data-bbox="738 654 1385 705">Apr. 2006: Director and Executive Vice President of the Company</p> <p data-bbox="738 705 1394 786">July 2007: Representative Director, President and Chief Operating Officer (COO) of the Company (to present)</p> <p data-bbox="738 786 1442 837">Feb. 2015: Director, in charge of Consumer Games Business of the Company (to present)</p>

(Notes)

There is no special interest relationship between Mr. Haruhiro Tsujimoto, a candidate for Director, and the Company.

Candi- date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
3	<p data-bbox="312 461 456 495">Tamio Oda</p>  <p data-bbox="387 808 651 846"><b>Internal Re-election</b></p> <ul data-bbox="323 864 708 1077" style="list-style-type: none"> <li>• Date of birth: August 28, 1946</li> <li>• Term of office: 14 years</li> <li>• Attendance of the Board of Directors meetings: 16/16 times (100%)</li> <li>• Number of shares of the Company held: 9,500 shares</li> </ul>	<p data-bbox="738 495 1161 524">May 2001: Advisor of the Company</p> <p data-bbox="738 524 1161 553">June 2001: Director of the Company</p> <p data-bbox="738 553 1286 582">June 2003: Managing Director of the Company</p> <p data-bbox="738 582 1441 705">July 2004: Director, Executive Corporate Officer, Chief Financial Officer (CFO) and in charge of Corporate Strategies, Administration, President's Office, Affiliated Companies' Management of the Company</p> <p data-bbox="738 705 1433 763">July 2007: Director, in charge of Corporate Management of the Company (to present)</p> <p data-bbox="738 763 1406 822">July 2010: Director, Chief Financial Officer (CFO) of the Company (to present)</p> <p data-bbox="738 822 1347 880">Apr. 2011: Director, Executive Vice President of the Company (to present)</p>

(Notes)

There is no special interest relationship between Mr. Tamio Oda, a candidate for Director, and the Company.

Candi- date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
4	<p data-bbox="312 465 472 495">Yoichi Egawa</p>  <p data-bbox="387 808 651 846"><b>Internal Re-election</b></p> <ul data-bbox="323 864 683 1115" style="list-style-type: none"> <li>• Date of birth: November 15, 1963</li> <li>• Term of office: 2 years</li> <li>• Attendance of the Board of Directors meetings: 16/16 times (100%)</li> <li>• Number of shares of the Company held: 1,400 shares</li> </ul>	<p data-bbox="738 495 1177 524">Apr. 1985: Entered into the Company</p> <p data-bbox="738 524 1410 577">Apr. 1999: General Manager of Creative Division 5 of the Company</p> <p data-bbox="738 577 1326 631">Aug. 1999: Corporate Officer, General Manager of Creative Division 5 of the Company</p> <p data-bbox="738 631 1425 685">Apr. 2005: Corporate Officer, Head of Contents Expansion Business Division of the Company</p> <p data-bbox="738 685 1433 739">Apr. 2006: Corporate Officer, Head of Pachinko &amp; Pachislo Business Division of the Company</p> <p data-bbox="738 739 1394 768">Apr. 2011: Managing Corporate Officer of the Company</p> <p data-bbox="738 768 1433 822">Apr. 2013: Executive Corporate Officer of the Company (to present)</p> <p data-bbox="738 822 1417 875">June 2013: Director, in charge of Arcade Business and Pachinko &amp; Pachislo Business of the Company</p> <p data-bbox="738 875 1433 952">Apr. 2015: Director, in charge of Amusement Equipment Business and Arcade Operations Business of the Company (to present)</p>

(Notes)

There is no special interest relationship between Mr. Yoichi Egawa, a candidate for Director, and the Company.

Candi-date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
5	<p>Hiroshi Yasuda</p>  <p><b>External Re-election</b> <b>Independent Director</b></p> <ul style="list-style-type: none"> <li>• Date of birth: May 14, 1932</li> <li>• Term of office: 8 years</li> <li>• Attendance of the Board of Directors meetings: 16/16 times (100%)</li> <li>• Number of shares of the Company held: 2,500 shares</li> </ul>	<p>Apr. 1957: Entered into the Ministry of Finance  Nov. 1973: Personal Secretary to the Minister of Finance  Jan. 1977: Executive Secretary to the Prime Minister  June 1988: Deputy Vice Minister of Finance  June 1990: Director-General of the Budget Bureau of the Ministry of Finance  June 1991: Administrative Vice Minister of Finance  May 1994: Governor of the Export-Import Bank of Japan  Oct. 1999: Governor of Japan Bank for International Cooperation  Sept. 2001: Advisor of the Kansai Electric Power Co., Inc.  Jan. 2002: Chairman of Yomiuri International Economic Society (to present)  July 2002: President of Japan Investor Protection Fund  June 2004: External Corporate Auditor of Shiseido Co., Ltd.  Aug. 2004: President of Capital Market Promotion Foundation (Currently Capital Market Promotion Public Interest Incorporated Foundation)  June 2007: External Director of the Company (to present)  Jan. 2014: Advisor of Capital Market Promotion Public Interest Incorporated Foundation (to present)</p>

(Notes)

1. There is no special interest relationship between Mr. Hiroshi Yasuda, a candidate for Director, and the Company.
2. Mr. Hiroshi Yasuda is a candidate for External Director. Furthermore, the Company filed to the Tokyo Stock Exchange, Inc., him as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.
3. Mr. Hiroshi Yasuda will have been in office as a Director for eight years at the close of this General Meeting of Shareholders since June 2007, during which time his expansive level of knowledge and affluent experience have been reflected in the management of the Company. Since the Company deems him to be competent, the Company asks the shareholders to re-elect him.

Candi-date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
6	<p data-bbox="312 416 512 443">Makoto Matsuo</p>  <p data-bbox="384 763 655 846"> <span data-bbox="384 763 496 797">External</span> <span data-bbox="496 763 655 797">Re-election</span>  <span data-bbox="384 808 655 846">Independent Director</span> </p> <ul data-bbox="323 864 679 1084" style="list-style-type: none"> <li>• Date of birth: May 28, 1949</li> <li>• Term of office: 8 years</li> <li>• Attendance of the Board of Directors meetings: 14/16 times (87.5%)</li> <li>• Number of shares of the Company held: 3,500 shares</li> </ul>	<p data-bbox="738 421 1414 472">Apr. 1975: Admitted to Japanese Bar (The Dai-ichi Tokyo Bar Association) Ozaki &amp; Momo-o</p> <p data-bbox="738 472 1318 499">Aug. 1978: Weil, Gotshal &amp; Manges in New York</p> <p data-bbox="738 499 1190 526">Mar. 1979: Admitted to New York Bar</p> <p data-bbox="738 526 1353 577">Apr. 1989: Partner of Momo-o, Matsuo &amp; Namba (to present)</p> <p data-bbox="738 577 1406 629">Apr. 1997: Lecturer of Nihon University, Faculty of Law: International Transaction Law</p> <p data-bbox="738 629 1418 680">June 1999: External Corporate Auditor of Victor Company of Japan, Limited</p> <p data-bbox="738 680 1398 732">June 2000: External Corporate Auditor of Billing System Corporation</p> <p data-bbox="738 732 1374 784">June 2003: External Corporate Auditor of Yamanouchi Pharmaceutical, Co., Ltd.</p> <p data-bbox="738 784 1318 810">June 2004: External Director of the said Company</p> <p data-bbox="738 810 1350 837">Apr. 2005: External Director of Astellas Pharma Inc. Lecturer of Hitotsubashi University Faculty and Graduate School of Law: World Business Law</p> <p data-bbox="738 837 1402 889">June 2007: External Director of the Company (to present)</p> <p data-bbox="738 889 1434 940">Oct. 2008: External Director of JVC KENWOOD Holdings, Inc.</p> <p data-bbox="738 940 1422 992">June 2009: External Corporate Auditor of Toray Industries, Inc. (to present)</p> <p data-bbox="738 992 1422 1043">Mar. 2015: External Director of TonenGeneral Sekiyu K.K. (to present)</p> <p data-bbox="738 1111 1323 1137">(Important concurrent office of other organizations)</p> <ul data-bbox="738 1137 1358 1216" style="list-style-type: none"> <li>* Partner of Momo-o, Matsuo &amp; Namba</li> <li>* External Corporate Auditor of Toray Industries, Inc.</li> <li>* External Director of TonenGeneral Sekiyu K.K.</li> </ul>

(Notes)

1. There is no special interest relationship between Mr. Makoto Matsuo, a candidate for Director, and the Company.
2. Mr. Makoto Matsuo is a candidate for External Director. Furthermore, the Company filed to the Tokyo Stock Exchange, Inc. him as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.
3. Mr. Makoto Matsuo will have been in office as a Director for eight years at the close of this General Meeting of Shareholders since June 2007, during which time his proper guidance and advice as a lawyer have been reflected in the management of the Company. Since the Company deems him to be competent, the Company asks the shareholders to re-elect him. Mr. Makoto Matsuo is a partner lawyer of Momo-o, Matsuo & Namba, with which the Company has a relationship based on a legal consultation agreement. However, the proportion of contracts to the Company's consolidated net sales is minimal, being less than 0.01%. Consequently, we have determined that this does not affect the Company's operation in terms of the independence of external director.
4. While he assumed the office of an external director of JVC KENWOOD Holding Inc. ("JVC Holding") and previously the office of an external corporate auditor of Victor Company of Japan, Limited. ("Japan Victor"), a subsidiary thereof, until June 2010, JVC Holding and Japan Victor were imposed administrative penalty charges from the Financial Services Agency with respect to erroneous statements in the Securities Report caused by undue accounting treatment of Japan Victor during his term. He was not involved in this case as he habitually made statements based on the observation of laws and ordinances and emphasized compliance at the Board of Directors meetings. Even after the occurrence of this case, he actively expressed opinions in connection with investigation of the case by an independent committee and in the establishment of countermeasures for preventing the occurrence of similar cases.

Candi- date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
7	<p data-bbox="312 450 568 495">Takayuki Morinaga</p>  <p data-bbox="384 808 655 842"><u>External</u> <u>Re-election</u></p> <p data-bbox="384 853 655 887"><u>Independent Director</u></p> <ul data-bbox="320 909 679 1160" style="list-style-type: none"> <li>• Date of birth: September 5, 1940</li> <li>• Term of office: 6 years</li> <li>• Attendance of the Board of Directors meetings: 16/16 times (100%)</li> <li>• Number of shares of the Company held: 4,000 shares</li> </ul>	<p data-bbox="735 495 1406 528">Apr. 1964: Entered into the Export-Import Bank of Japan</p> <p data-bbox="735 528 1406 573">Apr. 1992: General Manager of Personnel Division of the said Bank</p> <p data-bbox="735 573 1406 618">Apr. 1994: General Manager, Osaka Branch of the said Bank</p> <p data-bbox="735 618 1406 651">Apr. 1996: Senior General Manager of the said Bank</p> <p data-bbox="735 651 1406 685">Sept. 1998: Managing Director of Yazaki Corporation</p> <p data-bbox="735 685 1406 719">Sept. 2000: Senior Managing Director of the said Company</p> <p data-bbox="735 719 1406 752">June 2006: Vice Chairman of the said Company</p> <p data-bbox="735 752 1406 797">June 2007: Director and Executive Councilor of the said Company</p> <p data-bbox="735 797 1406 831">June 2008: Advisor of the said Company</p> <p data-bbox="735 831 1406 864">June 2009: External Director of the Company (to present)</p>

(Notes)

1. There is no special interest relationship between Mr. Takayuki Morinaga, a candidate for Director, and the Company.
2. Mr. Takayuki Morinaga is a candidate for External Director. Furthermore, the Company filed to the Tokyo Stock Exchange, Inc. him as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc. to be an independent director.
3. Mr. Takayuki Morinaga will have been in office as a Director for six years at the close of this General Meeting of Shareholders since June 2009, during which time his management ability and affluent experience accumulated in other companies have been reflected in the management of the Company. Since the Company deems him to be competent, the Company asks the shareholders to re-elect him.

**Third proposal: Introduction of Countermeasures (Takeover Defense) in response to a Large-Scale Purchase of Shares etc. of the Company**

I Outline of the Plan

1. Particulars of Investigation of the Plan (Please refer to the pages 20-21 for the major changes from the Previous Plan)

The Company proposed to renew the countermeasures (takeover defense) in response to a large-scale purchase of shares etc. of the Company (the “Previous Plan”) at the 35th Ordinary General Meeting of Shareholders of the Company held on June 16, 2014, but it was disapproved and then discontinued. Appreciating seriously the judgment of shareholders, the Company has investigated carefully the results and measures to be taken thereafter.

As a part of our aggressive stance toward corporate governance, the Company has actively promoted engagement with a lot of shareholders and investors including institutional investors as usual following the close of the last ordinary general meeting of shareholders of the Company. The Company appreciates all those opinions and advices gathered from such communication and further accumulated discussions with them.

As a result, the Board of Directors of the Company reached the conclusion that it is necessary to stipulate specified rules as against a large-scale purchaser on the assumption that the management of the Company is subject to a high level of ethics with a view to fully attaining a sustainable medium and long-term growth strategies and maximizing the corporate value of the Company. Taking into consideration of these conversations exchanged through the communications with shareholders and investors, the Company will present again a proposal entitled “Introduction of Countermeasures (Takeover Defense) in response to a Large-Scale Purchase of Shares etc. of the Company” (the “Plan”) with such necessary amendments to the Previous Plan as stated in pages 20-21 and will entrust to shareholders to approve the Plan.

2. Purpose of Introduction of the Plan

(1) Measures to be taken with a view to maximizing the corporate value of the Company in the medium and long-term periods.

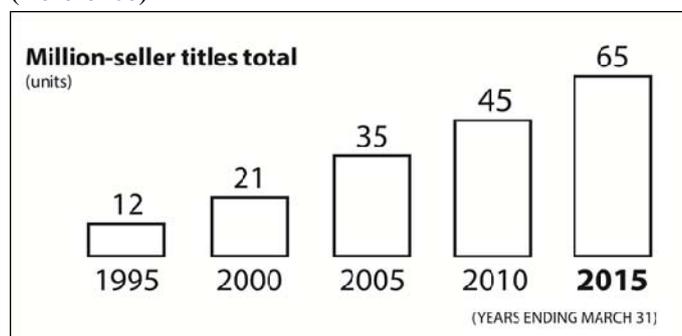
① Single Content Multiple Usage Strategy as Fundamental Strategy

The Company group places the fundamental strategy on “Single Content Multiple Usage Strategy” and contemplates to expand globally multiple developments in numerous businesses on the basis of development of contents full of originality, which is the resource creating the corporate value.

A. The Company holds a plenty of content assets, which were created by R&D creators of the Company group, including more than 60 titles in the aggregate each of which products was sold more than one million units. Game content consists of characters, images, storyline, worldview, music and interactive operational convenience, each of which element is highly creative media art product. For example, the Company created a lot of highly popular titles such as “Resident Evil” Series, “Monster Hunter” Series and “Street Fighter” Series so that the Company holds numerous valuable assets. The Company has been contemplating to develop package software business

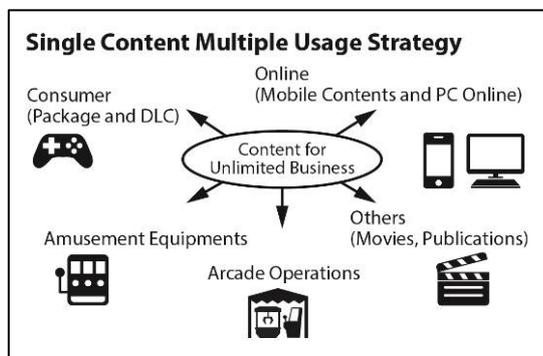
based on these content assets targeting at home video game consoles, the core business segment in markets in Japan, the North America and Europe.

(Reference)



B. The Company group promoted to the full extent the content assets business enriched by its package software business into the field other than home video game consoles business under the multiple usage strategy. The Company places emphasis on its development into PC online and mobile contents and in addition, further develops widely into a variety of fields, including Pachinko & Pachislo, amusement equipments, movies, animation, toys and foods and beverages so that the Company contemplates to further enhance the brand value and profitability. Furthermore, with a view to materializing many types of publishing business based on the strength of digital contents, the Company develops new business opportunities upon promoting business collaborations with local enterprises in the rapidly growing Asian market while maintaining the Company's advantages.

(Reference)



② Current Situation and Perspective of Growth Strategy

For the purpose of materializing the aforementioned fundamental strategy, the Company took measures to revise the strategic development system and strengthen the corporate structure for sales and profit for the last three years. The Company exerts itself to visualize the goals gradually from the current fiscal year.

A. Selection and Concentration with respect to development investment

Grasping the development investment tended to increase due to the recent enhancement of function of game consoles as the best business resources of the Company, the Company seeks for the superior competitive position utilizing the strategic map by which the medium-term content development is foreseeable with a view to controlling earnings to the full extent attributable to the selection and concentration. Specifically, from the view point of management, the Company streamlines to optimize development process of each title under the lineup strategy taking into consideration marketability and profitability. As a result, the

number of unprofitable titles not fitting market needs decreased and the ratio of internally produced titles increased, while the volume of development businesses out-sourced continuously reduced. The Company will strive to stabilize the strong earnings structure.

B. Expansion and Arrangement of Development Environment

With respect to expansion and arrangement of development environment for materializing effective development investment, first of all, with regards to personnel, the Company accomplishes to employ and train creators mainly from new graduates regularly and strengthens the allocation and management of development personnel and utilizes to strategic map visualizing the development processes and improves the work efficiency so that the Company intends to enhance the quality of products and accumulate expertise.

Moreover, with regard to facilities, the Company has been progressing to expand and arrange for development environment including construction of new studio and makes efforts to restrain development costs attributable to expansion of the rate of products internally produced and reduce development period.

C. Expansion of DLC(Download Contents)

Recently, in the home video game software market, due to development of network infrastructure and establishment of online premium model, markets and additional download contents have been steadily growing in particular in Europe and in the US where those markets were originated. The Company complies flexibly with diversified distribution manners and concentrates in expansion of DLC sales and strives to increase sales and profitability by promoting business consolidated with development, marketing and sales.

D. Strengthening PC Online Game Development

In the PC online game market, in comparison with package software sales, since it is possible to sell additional items and contents upon watching reaction of the customers, there shall be a room to expand earnings from PC online products. The Company strives not only to enhance the competitiveness in the market by virtue of highly valued contents but also to secure continuously stabilized profit because of precise operation and accumulation of management expertise following the commencement of services.

In the outstandingly growing Asian markets, in cooperation with local leading enterprises having local developing capability the Company will promote publishing business making use of the strength of its digital contents to the full extent.

E. Strengthening Mobile Content Business

With respect to mobile content business the Company group will contemplate to revive in the market appealing its strength resulting from owning a plenty of famous contents from “Capcom brands”. Regarding the “Beeline brand” of Los Angeles as its own brand, the Company will focus its original strength among woman’s casual segments. With these excellent contents and the expansion of game management (precisely grasping users’ movements and reflecting them on the contents provided and others), both of which were synergistically developed, the Company will do the best to strengthen mobile content business.

F. Promotion of Pachinko & Pachislo Equipment and other Related Amusement Equipment Business

In the development of Pachinko & Pachislo equipment business, making use of the famous contents like “Monster Hunter” and “Sengoku BASARA”, the Company intends to enhance the charm of equipments.

Furthermore, due to strict regulations introduced by change in model certification method to examine equipments by the Security Communications Association from September 2014, the business environment looks not so clear. And with such cloudy situation the Company does its best efforts to develop and increase types of equipments qualified to meet the requirement of the examination as soon as possible. As a consequence, if the Company is able continuously to provide multiple types of its dedicated cabinets, the Company expects to return to the right track again and open a new perspective.

On the other hand, in the amusement equipment business and arcade operation business, the Company is engaged in development of the equipment based on famous contents and holds various events at the arcade operation.

#### G. Development and Aggressive Promotion of Character Contents Business

The Company group is engaged in aggressive development of copyright-related business of contents making use of famous and highly popular characters in the areas of television, animation, publishing, movies, dramas, toys, food and beverages and soliciting opportunities for further earnings. The Company group is one of the best global holders of contents such as million-seller titles including “Resident Evil” and “Street Fighter” both of which were made to movies in Hollywood have been popular in overseas.

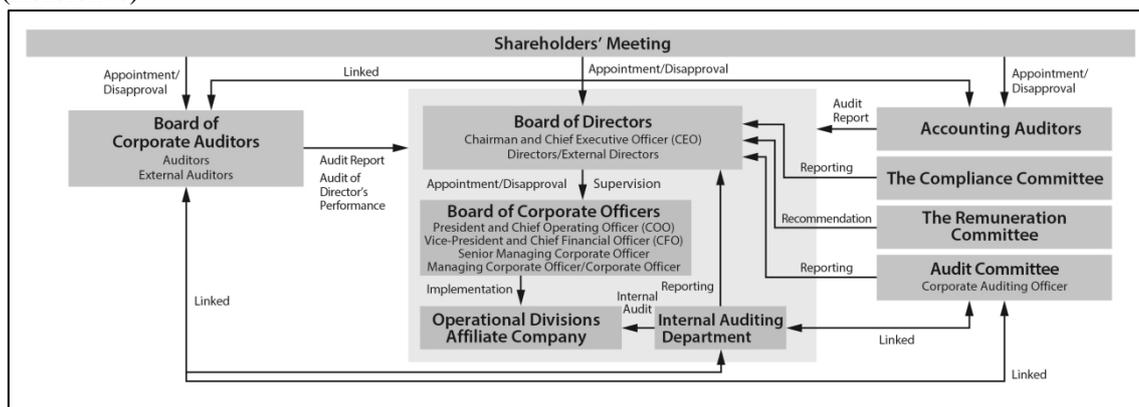
On and hereafter, the Company will do its best efforts to aggressively promote character content business so that all brand value of the Company will enhance, and earnings of the Company will increase.

#### (2) Strengthening and Enhancement of Corporate Governance System

The Company fully recognizes the importance of Corporate Governance and “Aggressive Governance” shall be a necessary condition to enhance sustainable growth strategy. From this view point, the Company introduced two external directors in June 2001. The number of external directors was increased from two to three from June 2003. At the Board of Directors meetings, discipline was incorporated with the introduction of external directors and it was contemplated that discussion and deliberation are to become active.

In addition, the articles of incorporation of the Company were amended at the ordinary general meeting of shareholders held in last year so that the term of office of director is shortened to one year from two years so as to make clear management responsibility. Accordingly, the Company is engaged continuously in strengthening and enhancement of the corporate governance system and deems it important with a view to accomplishing the growth strategy together with shareholders.

#### (Reference)



(3) Key Performance Indicator (KPI) by virtue of the Plan

The Company group aims the medium and long-term sustainable growth and enhancement of corporate value as a fiduciary responding expectation of shareholders.

Specifically, The Company would like to set ROE figure as a KPI of capital efficiency. The moving average of ROE figures for three fiscal years ended March 31, 2015 was “6.7%”, and the first goal of ROE is to increase the three-year moving average of ROE for the period ending March 2017, the last year of the effective period of the Plan to “8 – 10%”.

(Reference) ROE (Return on Equity)

Item	Prior to Introduction of Plan (Moving Average for Three Fiscal Years ended Mar 2015)	Maturity of Plan (Moving Average for Three Fiscal Years ending Mar 2017)
ROE	6.7%	8~10%

(4) Necessity of the Plan

The Company group sets up a medium- and long-term strategy by which sustainable growth and enhancement of the shareholder value will be attained and for the purpose of doing the best management to respond to shareholders' expectation, the Plan is dispensable for accomplishing fully the aforementioned goal. At present, there is no fact that the Company received any notification or notice to the effect that any specified third party performs a large-scale purchase conduct. However, there exists always possibility that unforeseen event would occur so that the corporate value would be injured and common interest of shareholders would be infringed. Nobody can deny completely the possibility of such occurrence. Specifically, the Company is concerned with the following cases:

- ① The value of content assets developed by the Company is not accounted for in the balance sheet of the Company and accumulated brand value of popular titles is not necessarily and smoothly reflected on the due corporate value of the Company group in the Company's view. The Company might be subject to hostile purchase of certain large-scale purchaser who might focus solely on temporary deviation between the book value and the latent value and have no intention to enhance the corporate value in the medium and long-term periods.
- ② Moreover, content creating power of the Company heavily relies on environment in which personnel assets can work. Depending on development policy of large-scale purchaser, employees of the Company, including excellent development creators might be concerned with change in the corporate culture and development strategy, and have sense of insecurity and cautiousness so that they might protest and separate from the Company, which results in forcing the development system, the fundamental basis for management to collapse. The corporate value in the medium- and long-term periods might reduce because the development organization creating resourced content for “single content multiple usage strategy” is so collapsed.
- ③ The Company thinks it possible to exchange constructive communication with large-scale purchaser over the subject of the enhancement of corporate value in the medium and long-term period so that securing opportunity and a plenty of time should be meaningful for the large-scale purchaser as well. For shareholders it is necessary to stipulate a certain rule against proposal of large-scale purchaser, to secure provision of sufficient information and a time for examination, for the Board of Directors to perform necessary negotiation and to constitute system by which fair judgment will be

made for the purpose of enhancing common interest of shareholders. At present, the Financial Products and Exchange Act provides for regulation restricting certain abusive purchase. However, securing provision of information and time period before commencement of public takeover and restriction of purchase of shares in the market are not legally provided so that the law does not effectively protect the Company.

- (5) Accordingly, with a view to targeting at medium- and long-term enhancement of the corporate value of the Company for the purpose of executing continuously the growing strategy it is necessary to stipulate the Plan, by which the development system of the Company will be protected from confusion or exhaustion caused by unforeseeable action and conduct, and the environment enabling to concentrate in the growing strategy without dispersing management resources of the Company will be arranged. It is not for the purpose of protecting the Board of Directors of the Company. Rather, the introduction of the Plan is to facilitate to maintain and enhance the corporate value and common interest of shareholders of the Company group to stipulate the Plan.

### 3. Main Flow of the Plan

- (1) Large-scale purchaser who will affect the control of the Company's management will be requested to provide necessary information to shareholders and comply with the rule of the Plan until final determination of intention of shareholders of the Company at the general meeting of shareholders of the Company.
- (2) Large-scale purchaser is requested to provide "Statement of Intention" to the Company prior to executing Large-scale purchase conduct and information necessitated to form opinion of shareholders of the Company. The Company stipulated that Large-scale purchaser should provide information within 30 day period.
- (3) The Company will evaluate and examine information and announce the result, including the decision of whether or not to convene the general meeting of shareholders to confirm the intention of shareholders within 60 day period (or 90 day period other than in the case of cash-only tender offer).
  - ① Independent Committee will evaluate and examine purchase conduct and make recommendation of whether or not Large-scale purchase countermeasures to be triggered, including whether or not to convene the general meeting of shareholders of the Company to confirm the intention of shareholders.
  - ② The Board of Directors of the Company, upon paying attention to the recommendation given by Independent Committee to the full extent, will evaluate and examine the large-scale purchase and announce the result of whether or not to trigger Large-scale purchase countermeasures, including the decision of whether or not to convene the general meeting of shareholders to confirm the intention of shareholders.
  - ③ If and when the general meeting of shareholders is decided to be convened, shareholders will be requested to make judgment of whether or not Large-scale purchases countermeasures are triggered.

### 4. Circumstances in which the Company decided to propose the introduction of the Plan

The Previous Plan was approved at the 29th ordinary general meeting of shareholders of the Company held on June 19, 2008 and continued in effect after amended at the 31st ordinary general meeting of shareholders held on June 18, 2010 and further amended at 33rd ordinary general meeting of shareholders held on June 15, 2012. However, it

discontinued upon disapproval at the 35th ordinary general meeting of shareholders held on June 16, 2014.

With respect to introduction of the Plan, upon conducting conversation and discussion through aforementioned communications, the Board of Directors held on May 12, 2015 determined to introduce the Plan on condition that it will be approved with a majority of voting rights for the Plan represented at 36th ordinary general meeting of shareholders of the Company to be held.

The Plan was determined unanimously at the Board of Directors and the Corporate Auditors present thereat stated their opinion to approve the Plan on condition that Plan will be appropriately executed.

Furthermore, the following comparison table showing changes from the Previous Plan is prepared to facilitate judgment of shareholders, to which shareholders are recommended to refer. The changes are purported to exclude possible misunderstanding of phrases, which otherwise might lead readers to misunderstand that the Plan had intended to protect the Board of Directors for personal purpose. The Plan was prepared to constitute rule by which necessary information should be provided to shareholders and shareholders are asked to confirm their intention.

(Reference) Major changes from the Previous Plan

1. Corporate Governance Structure

Item	Previous Plan	Plan
Term of Directors	One Year with Supplement Provision allowing current directors elected in June 2013 shall be in office until June 2015)	One Year
Number and Ratio of External Directors	3 out of 10 Board of Directors (30%)	3 out of 7 Board of Directors (42%)

2. Changes of the Plan

Item	Previous Plan	Plan
Key Performance Indicator(KPI) (p17)	Not stated	Clearly stating 3 fiscal year moving average of 8-10% ROE as a metrics to measure capital efficiency
Requirements to trigger the Countermeasures (pp.29-30)	① Four types of inappropriate offers defined by the Tokyo High Court and coercive two-tiered tender offers  ② The conditions of the offers are materially insufficient and inappropriate	① Four types of inappropriate offers defined by the Tokyo High Court and coercive two-tiered tender offers  ② Offers resulted in weakening of the developer teams which essentially cause decrease in corporate value
Organization empowered to decide to trigger the Countermeasures (pp.30-32)	Resolution at the Board of Directors meeting with recommendation from the Independent Committee	With the recommendation from the Independent Committee; Resolution at the general meeting of shareholders. However, resolution at the Board of Directors meeting in the case of ① stated in the above column

Members of the Independent Committee (p28)	2(two) External Directors of the Company and 1(one) outside expert	2 (two) External Directors and 1(one) External Corporate Auditor of the Company
Term that Large Scale Purchase etc. shall submit required information to the Board of Directors of the Company (p25)	No clause (i.e. no ceiling)	Up to 30 days
Numbers of information items that Large Purchaser etc. shall submit to the Board of Directors of the Company (p25)	13 items	6 items
Abolition of the Plan (p32)	Resolution of the Board of Directors	① With the resolution of the General Meeting of Shareholders ② Resolution of the Board of Directors

Please refer to pages 31-32, III 3.(2)(ii)(a)to(d) regarding the details of “Four types of inappropriate offers defined by the Tokyo High Court” and III 3(2)(ii)(e) on page 32 for “Coercive two-tiered tender offers”

Details of the Plan are as follows:

## II Purpose of Introduction of the Plan

### 1. Purpose of the Plan

The purpose of the Plan is to appropriately respond to a purchase of the Company's share certificates, etc.<sup>1</sup> aimed at increasing the holding ratio of voting rights of a specific group of shareholders to 20% or more, or a purchase of the Company's share certificates, etc. which would result in a specific group of shareholders' holding ratio of voting rights being 20% or more (irrespective of the specific method of purchase, such as purchase on an exchange-established securities market, tender offer, or others, but excluding those given consent to in advance by the Board of Directors of the Company; hereinafter, such purchase activity shall be referred to as the "Large-scale Share Purchase" and the party engaging in the Large-scale Share Purchase the "Large-scale Share Purchaser") in order to secure or enhance the corporate value of the Company group and the common interests of the shareholders where the Large-scale Share Purchase has a material impact on the Company group's corporate value.

A specific group of shareholders shall mean (i) the holders<sup>2</sup> of the Company's share certificates, etc. and their joint holders<sup>3</sup>, or (ii) a party engaging in purchase, etc.<sup>4</sup> of the Company's share certificates, etc., or a party having a special relationship<sup>5</sup> with such party(ies). In addition, the holding ratio of voting rights means the holding ratio of share certificates, etc.<sup>6</sup> of such holder if the specific group of shareholders falls under (i) above, and holding rate of the share certificates, etc. of such Large-scale Share Purchaser and such party(ies) having a special relationship<sup>7</sup> if the specific group of shareholders falls under (ii) above.

### 2. Necessity of the Plan

Even if a Large-scale Share Purchase is conducted by a Large-scale Share Purchaser, whether or not the shareholders should accept and respond to such act shall ultimately be determined by the shareholders. However, the achievement of the Large-scale Share Purchase would mean the acquisition of corporate control capable of having an immediate impact on the management of the Company group, and has the possibility of having a

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<sup>1</sup> The term "share certificates, etc." refers to "share certificates, etc." as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act; hereinafter the same.

<sup>2</sup> The term "holder" refers to "holder" as defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, and includes a person who is included as a holder pursuant to Paragraph 3 of the same article; hereinafter the same.

<sup>3</sup> The term "joint holder" refers to "joint holder" as defined in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, and includes a person who is included as a joint holder pursuant to Paragraph 6 of the same article; hereinafter the same.

<sup>4</sup> The term "purchase, etc." refers to "purchase, etc." as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act, and includes such act conducted at the financial instrument exchange market; hereinafter the same.

<sup>5</sup> The term "party(ies) having a special relationship" refers to "party(ies) having a special relationship" as defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act; hereinafter the same.

<sup>6</sup> The term "holding ratio of share certificates, etc." refers to the holding ratio of share certificates, etc. as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. In calculating the holding ratio of share certificates, etc., the total number of shares issued (the total number of shares issued by the issuer as defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act) refers to the total number of shares issued by the Company in the last filed documents among Annual Securities Report, Quarterly Securities Report or Share Buyback Report.

<sup>7</sup> The term "holding rate of share certificates, etc." refers to the holding rate of share certificates, etc. as defined in Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act. In calculating holding rate of share certificates, etc., the total number of voting rights (the total number of voting rights as defined in Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act) refers to the total number of voting rights in the last filed documents among Annual Securities Report or Quarterly Securities Report.

material impact on the corporate value of the Company group and the common interests of the shareholders.

On the other hand, in practice, it is difficult for the shareholders to appropriately determine the impact on the corporate value of the Company group and common interest of the shareholders by the Large-scale Share Purchase without the provision of sufficient information on the Large-scale Share Purchaser. In particular, taking into consideration the matters inherent in the corporate value of the Company's group stated in I 2.(4) above, the Company believes that it is the responsibility of the Company's Directors to: receive from the Large-scale Share Purchaser information necessary and sufficient for the shareholders' judgment; provide as reference for the Company's shareholders' judgment the examination and evaluation of the Board of Directors on the impact that the management policies, etc. proposed by the Large-scale Share Purchaser would have impact on the Company group's corporate value; as the case may be, have the Board of Directors negotiate or consult with the Large-scale Share Purchaser regarding the Large-scale Share Purchase or policies of the management of the Company group; or present as the Board of Directors of the Company an alternative proposal regarding the management policies, etc. of the Company's group to the Company's shareholders.

In addition, under the current conditions in Japanese capital markets and legal system, we cannot negate a possibility that a Large-scale Share Purchase will clearly damage the corporate value of the Company group and/or the common interests of the shareholders might be conducted.

That is, due to the amendment (Revision in 2006 of the Old Securities and Exchange Law) of the Financial Instruments and Exchange Act (amendments on takeover bid system and the reporting system of holding a large amount of shares), an abusive M&A is regulated to certain extent by revised and materialized disclosure through the submission of a takeover bid statement and granting a targeted company a right to question against the takeover bidder. Despite the amendments, provision of information by a takeover bidder and securing a period for investigating information before the commencement of a takeover bid is not legally secured and purchases of shares in the market could not be legally limited so that the amendment might not necessarily effectively be operated against a hostile M&A.

Under such circumstances, the Company believes that it is also the responsibility of the Company's Board members, in addition to securing processes such as the provision of information by the Large-scale Share Purchaser and the examination and evaluation by the Board of Directors, to prepare countermeasures against the Large-scale Share Purchase in order to prevent clear damage to the corporate value of the Company group or the common interests of the shareholders. Setting up such countermeasures is necessary and effective to exclude as much as practicable a hostile Large-scale Share Purchase which will not facilitate to the corporate value of the Company group and common interests of the shareholders. The Plan will secure the provision of information and a period required for the evaluation of information, which will facilitate to retain and increase the corporate value and the common interests of the shareholders and accordingly, the introduction of the Plan is the duty of the Directors of the Company.

The status of the Company's major shareholders as of March 31, 2015 is as indicated in Exhibit 1. The Company's Directors and the affiliated parties hold approximately 26.08% of the outstanding shares of the Company. Meanwhile, the share ownership distribution status of the Company ranges widely, including many individual shareholders, and the liquidity of the Company's shares has been increasing. We believe that it is possible that there will be a Large-scale Share Purchase which is adverse to the corporate value of the Company group or the common interests of the shareholders with the increase in liquidity of the Company's shares.

As a consequence of above understanding of the current situation, the Company came to establish requirements and contents of the rules providing the procedures, etc. for the provision of information by the Large-scale Share Purchaser (the “Large-scale Share Purchase Rules”), and countermeasures that the Company may take if the Large-scale Share Purchaser fails to comply with the Large-scale Share Purchase Rules or if the corporate value of the Company group and the common interests of the shareholders are prejudiced due to the Large-scale Share Purchase (the “Large-scale Share Purchase Countermeasures”).

### III. The Plan

#### 1. Outline of the Plan

The Plan is comprised of the Large-scale Share Purchase Rules which are to be complied with by the Large-scale Share Purchaser (indicated in 2. below), and the Large-scale Share Purchase Countermeasures which the Company may take against a Large-scale Share Purchase (indicated in 3. below).

The Plan firstly requires as the Large-scale Share Purchase Rules that the Large-scale Share Purchaser provides sufficient information for the shareholders of the Company and the Board of Directors of the Company from the viewpoint of the common interests of the shareholders (indicated in 2.(1) below), as well as grants the Company a period for examination and evaluation by the Board of Directors (indicated in 2.(2) below).

The Plan secondly provides as the Large-scale Share Purchase Countermeasures that the elements for the Board of Directors to resolve to trigger appropriate countermeasures permitted by the Companies Act, other laws, regulations, and the Company’s articles of incorporation shall be limited to cases where the Large-scale Share Purchaser fails to comply with the Large-scale Share Purchase Rules, and cases where the corporate value of the Company group or the common interests of the shareholders will be materially prejudiced due to the Large-scale Share Purchase (indicated in 3.(2)(3) below).

#### 2. Large-scale Share Purchase Rules

##### (1) Submission of Information to the Board of Directors of the Company

Prior to the Large-scale Share Purchase, the Large-scale Share Purchaser shall provide the Board of Directors of the Company with information written in Japanese which is necessary and sufficient for the Company’s shareholders to come to a decision and for the Board of Directors to formulate their opinions (“the Information”). The purpose of the requirement is to enable the shareholders to make appropriate decisions on the Large-scale Share Purchase and for the Board of Directors to conduct an appropriate examination and evaluation.

Specifically, in conducting a Large-scale Share Purchase, the Large-scale Share Purchaser must submit to the location of the head office, addressed to the President and Representative Director of the Company, a Statement of Intention containing a pledge by the Large-scale Share Purchaser to comply with the Large-scale Share Purchase Rules (“the Statement of Intention”), specifying the following: name and address or location of head office of the Large-scale Share Purchaser, name of representative, contact address in Japan, governing law establishing the corporation (in the case of an

overseas corporation), and outline of the Large-scale Share Purchase. Within ten (10) business days (excluding the first day; hereinafter the same shall apply with respect to all periods referred to) from the receipt of the Statement of Intention described above, the Company's President and Representative Director will deliver to the Large-scale Share Purchaser a list specifying the Information to be initially provided.

The general items of the Information are as follows. In the case that the Large-scale Share Purchaser is unable to submit part of the Information, the Company shall request the Large-scale Share Purchaser to present the concrete reasons that the Large-scale Share Purchaser is unable to submit the Information. In addition, when the Large-scale Share Purchaser submits the Statement of Intention to the Company and completes the provision of the Information, the Company shall make a public announcement to that effect.

- (i) Outline of the specific group of shareholders (including the Large-scale Share Purchaser) related to the Large-scale Share Purchase (including the corporate history, composition of directors, major business description, major shareholders, a group organizational chart, securities reports for the current three (3) years or equivalent documents, including consolidated financial statements);
- (ii) Purpose and specific contents of the Large-scale Share Purchase;
- (iii) The calculation basis of the offer price of the Company's share certificates, etc., proof of the availability of the purchase fund and specific conditions for financing pertaining to the Large-scale Share Purchase;
- (iv) If a specific group of shareholders related to the Large-scale Share Purchase (including Large-scale Share Purchaser) acquires the corporate control of the Company group, then the management policy, the development policy, policy for collection of invested capital, management plan, business plan, financial policy, capital policy, dividend policy, KPIs and calculation basis of the management and financial statements for the three (3) years after acquiring the corporate control, as well as candidates for board members and officers and their careers' summary;
- (v) Personnel policy scheduled for after the implementation of the Large-scale Share Purchase regarding the employees (including development creators of the Company group, key business partners, customers, local community, and other stakeholders of the Company group);
- (vi) In addition to each of the above, any information reasonably regarded as necessary by the Board of Directors and its Independent Committee (indicated in (3) below).

If information initially submitted by the Large-scale Share Purchaser is considered to be insufficient as the Information, the Board of Directors may request the Large-scale Share Purchaser to provide additional information reaching sufficient Information upon setting forth a reasonable period (the "Information Providing Period"). The Information Providing Period shall be up to 30 day period commencing from the receipt of the Statement of Intention.

Information submitted by the Large-scale Share Purchaser will be limited to the information necessary as well as sufficient for shareholders to appropriately decide whether to coincide with or oppose such Large-scale Share Purchase, and for the Board of Directors to appropriately examine and evaluate the propriety of the Large-scale Share Purchase. In addition, all or a part of the Information submitted by the Large-scale

Share Purchaser will be made public at a time that is necessary and appropriate to the extent considered necessary and appropriate for the shareholders' judgment.

(2) Examination and Evaluation of the Board of Directors of the Company

The Large-scale Share Purchaser shall not conduct the Large-scale Share Purchase until the lapse of sixty (60) days after the date of completion of the provision of the Information to the Board of Directors (in the case where the Large-scale Share Purchase involves the purchase of all of the shares of the Company by tender offer with consideration solely in cash) or ninety (90) days (in the case of other Large-scale Share Purchases) (the "Board Evaluation Period") or resolutions of whether or not trigger the Large-scale Share Purchase Countermeasures at the General Meeting of Shareholders if the General Meeting of Shareholders(indicated in (ii) below) is convened to confirm shareholders' intention. The purpose of the foregoing is to provide the Board of Directors an opportunity to examine and evaluate the Information, negotiate and consult with the Large-scale Share Purchaser, formulate opinions on the Large-scale Share Purchase, as well as to prepare and present alternative proposals to the shareholders for maintenance of corporate value of the Company's group and common interests of the shareholders.

During the Board Evaluation Period, the Board of Directors shall examine and evaluate the Information provided with advices of external experts, etc., respect the recommendation of the Independent Committee (indicated in (3) below) to the greatest extent possible regarding such Large-scale Share Purchase or management policies, etc. with respect to the proposal of such Large-scale Share Purchase, and make a decision on whether or not to trigger the Large-scale Share Purchase Countermeasures. Cases in which the Large-scale Share Purchaser may conduct the Large-scale Share Purchase are as follows:

- (i) Case in which the Board of Directors of the Company resolves upon not to trigger the Large-scale Share Purchase Countermeasures

In the event that the Board of Directors of the Company makes judgment on not to trigger the Large-scale Share Purchase Countermeasures within the Board Evaluation Period except for the case in Paragraph (ii) below, the Board of Directors shall adopt resolution to that effect. Upon such resolution, the Large-scale Share Purchaser may conduct the Large-scale Share Purchase to the extent of the Statement of Intention on and after the date of resolution.

- (ii) Case in which a proposal of whether or not to trigger the Large-scale Share Purchase Countermeasures is presented to the General Meeting of Shareholders to confirm shareholders' intention

The Board of Directors of the Company makes judgment to trigger the Large-scale Share Purchase Countermeasures, a proposal of triggering the Large-scale Share Purchase Countermeasures shall be presented to the General Meeting of Shareholders (the "Shareholders Intention Confirmation General Meeting") to be convened pursuant to the Companies Act within 60 days following the termination of the Board Evaluation Period (which period might be extended to the minimum extent if necessary due to reasonable cause arising from clerical procedures). In the event that the proposal to trigger the Large-scale Share Purchase Countermeasures is negated by a majority of the voting rights of shareholders present, the Company shall not trigger the Countermeasures. The Large-scale Share Purchaser may conduct the Large-scale Share Purchase to the extent of the Statement of Intention.

(3) Examination and Recommendation of the Independent Committee

The Board of Directors will establish an independent committee in order to appropriately manage the Large-scale Share Purchase and prevent arbitrary decisions by the Board of Directors. The Independent Committee will consist of three (3) to five (5) members, and in order to ensure the fairness and neutrality of its decision, the Board of Directors will appoint from the Company's External Directors or External Corporate Auditors, or external experts who are independent from the management which executes the Company's business. The Board of Directors shall submit the Information indicated in Paragraph (1) above as well as the results of the evaluation and analysis of the Board of Directors on the Information in Paragraph (2) above to the Independent Committee. Pursuant to inquiries by the Board of Directors, the Independent Committee shall for itself collect and examine information necessary for the decision from outside third parties, and provide the Board of Directors with recommendation on the following matters using the results of the evaluation and analysis as well as the opinions of external experts as a reference.

(i) Sufficiency of information provided by the Large-scale Share Purchaser.

During the period until the Board of Directors determines that the Large-scale Share Purchaser has completed the provision of the Information, the Independent Committee shall examine whether the Information which the Large-scale Share Purchaser provided to the Company is sufficient as the Information indicated in (1) above, and shall provide the Board of Directors with recommendation on the result of such examination.

(ii) Compliance or non-compliance of the Large-scale Share Purchase Rules by Large-scale Share Purchaser, and whether or not to trigger of the Large-scale Share Purchase Countermeasures.

The Independent Committee will examine whether the Large-scale Share Purchaser is complying with the Large-scale Share Purchase Rules (indicated in 3.(2)(i) below), and provide the Board of Directors with recommendation on the result of such examination. If the Independent Committee is to provide recommendation that the Large-scale Share Purchaser is not complying with the Large-scale Share Purchase Rules, it will also provide recommendation to the Board of Directors on whether or not to trigger the Large-scale Share Purchase Countermeasures. Even if the Independent Committee determines that the Large-scale Share Purchaser is not complying with the Large-scale Share Purchase Rules, if it determines that it is inappropriate to trigger the Large-scale Share Purchase Countermeasures, it will in principle provide recommendation that the Large-scale Share Purchase Countermeasures should not be triggered.

(iii) Fulfillment or non-fulfillment of requirements for the triggering of the Large-scale Share Purchase Countermeasures, and whether or not to trigger the Large-scale Share Purchase Countermeasures.

If the Independent Committee determines that the Large-scale Share Purchaser is complying with the Large-scale Share Purchase Rules, it will examine and recommend the Board of Directors on whether the Large-scale Share Purchase fulfills the requirements for triggering of the Large-scale Share

Purchase Countermeasures (indicated in 3.(2)(ii) below). If the Independent Committee is to provide recommendation that the Large-scale Share Purchase fulfills the requirements for the triggering of the Large-scale Share Purchase Countermeasures, it will also provide recommendation to the Board of Directors on whether or not to trigger the Large-scale Share Purchase Countermeasures (including the necessity of whether or not the Shareholders Intention Confirmation General Meeting to be convened in (2) (ii)above). Even if the Independent Committee determines that the Large-scale Share Purchase fulfills the requirements for the triggering of the Large-scale Share Purchase Countermeasures, if it determines that it is inappropriate to trigger the Large-scale Share Purchase Countermeasures, it will provide recommendation that the Large-scale Share Purchase Countermeasures should not be triggered.

If the Independent Committee determines that the Large-scale Share Purchase does not fulfill the requirements for the triggering of the Large-scale Share Purchase Countermeasures, it will provide recommendation stating that the requirements are not fulfilled and that the Large-scale Share Purchase Countermeasures shall not be triggered.

- (iv) Other matters to be determined by the Board of Directors, for which the Board of Directors has consulted with the Independent Committee or which the Independent Committee deems it necessary to recommend to the Board of Directors.

Please refer to Exhibit 2 for the Outline of Rules for Independent Committee.

The member of the Independent Committee shall be comprised of two (2) External Directors and one (1) External Corporate Auditor, totaling three (3) members. The member of the Independent Committee upon introduction of this Plan, each of three (3) persons as indicated in Exhibit 3 shall be appointed.

### 3. Large-scale Share Purchase Countermeasures

#### (1) Contents of the Large-scale Share Purchase Countermeasures

If the Large-scale Share Purchaser satisfies the requirements for triggering certain Large-scale Share Purchase Countermeasures indicated in (2) below such as the conducting of the Large-scale Share Purchase without following the procedures provided for in the Large-scale Share Purchase Rules, the Board of Directors shall respect the recommendation of the Independent Committee to the greatest extent possible and, in line with the procedures stated in (3) below, may resolve to conduct appropriate Large-scale Share Purchase Countermeasures permitted under the Companies Act, other laws, regulations, and the Company's articles of incorporation, such as the gratis allotment of stock acquisition rights, etc.

The outline of the stock acquisition rights issued in the manner of a gratis allotment to shareholders as one of the specific Large-scale Share Purchase Countermeasures is as indicated in Exhibit 4. These stock acquisition rights may accompany conditions on exercise such as not belonging to a specific group of shareholders holding voting rights over a certain percentage, and a call clause providing that stock acquisition rights will be acquired in exchange for the Company's shares from a party other than a specific group of shareholders. The Board of Directors may submit to the competent authorities an issuance registration of stock acquisition rights in order to facilitate the efficient issuance of stock acquisition rights.

(2) Requirements for Triggering the Large-scale Share Purchase Countermeasures

The Board of Directors may resolve to trigger a specific Large-scale Share Purchase Countermeasures only with the satisfaction of the requirements provided in the following items.

- (i) The Board of Directors may resolve to trigger the Large-scale Share Purchase Countermeasures if the Large-scale Share Purchaser fails to submit the Statement of Intention to the Board of Directors, or otherwise conduct the Large-scale Share Purchase without providing sufficient information provided in the Large-scale Share Purchase Rules, the Large-scale Share Purchaser conducts the Large-scale Share Purchase before the lapse of the Board Evaluation Period, before the resolution at the Shareholders Intention Confirmation General Meeting or the Large-scale Share Purchaser otherwise fails to comply with the Large-scale Share Purchase Rules.
- (ii) The Board of Directors will not resolve to trigger the Large-scale Share Purchase Countermeasures in principle if the Large-scale Share Purchaser complies with the Large-scale Share Purchase Rules, although it may indicate its opinions against such Large-scale Share Purchase as a result of the examination and evaluation of the contents of the Statement of Intention and the Information, or present as the Board of Directors of the Company an alternative proposal regarding the management policies, etc. of the Company group.

However, even if the Large-scale Share Purchaser otherwise complies with the Large-scale Share Purchase Rules, the Board of Directors will resolve to trigger appropriate Large-scale Share Purchase Countermeasures in accordance with the procedures in (3) below if the Large-scale Share Purchase falls under any of the following types and materially prejudices the corporate value of the Company group and the common interests of the shareholders:

- (a) The purpose of the Large-scale Share Purchase or acquisition of corporate control is to boost the share price and cause the parties interested in the Company to purchase the share certificates, etc. for a high price, without the true intention of participating in the Company management (a so-called green-mailer case).
- (b) The purpose of the Large-scale Share Purchase or acquisition of corporate control is mainly to cause the Company group to transfer immovable property, movable property, intellectual property rights, know-how, corporate proprietary information, key business partners, customers, etc. which are necessary for the business operations of the Company group and other assets of the Company group to a specific group of shareholders (including the Large-scale Share Purchaser) related to the Large-scale Share Purchase (a so-called scorching management case).
- (c) The purpose of the Large-scale Share Purchase or acquisition of corporate control is mainly to divert all or an important part of the assets of the Company group to security or resources of the repayment of obligations of a specific group of shareholders (including the Large-scale Share Purchaser) related to the Large-scale Share Purchase.

- (d) The purpose of the Large-scale Share Purchase or acquisition of corporate control is mainly to temporarily control the management of the Company, thus enabling the Large-scale Share Purchaser: to sell or otherwise dispose of highly-valued assets, such as real property or securities, that are owned by the Company group; or to temporarily distribute higher dividends from the gains of such disposals, or to sell its shares at an inflated price caused by such temporarily higher dividends.
- (e) The manner of the Large-scale Share Purchase proposed by the Large-scale Share Purchaser may essentially force the shareholders to sell their Company shares by conducting a tender offer and not offering to acquire all of the shares in the initial acquisition, and setting unfavorable acquisition conditions or not setting clear conditions for the second stage.
- (f) The conditions of the Large-scale Share Purchase (including the price/type of consideration, time of purchase, appropriateness of the purchase method, possibility of the actual execution of the purchase, as well as the treatment policies, etc. regarding the Company's employees, key business partners, customers, and other interested parties after the purchase) are, in light of the essence of the Company group's corporate value, decided to be materially insufficient or inappropriate by objective and reasonable grounds.

(3) Procedures for Triggering the Large-scale Share Purchase Countermeasures

In resolving to trigger a specific Large-scale Share Purchase Countermeasures, the Board of Directors shall receive advice of external experts and respect the opinion and recommendation of the Independent Committee to the greatest extent possible in order to ensure the objectiveness and reasonableness of the decision of the Board of Directors, and resolve on whether or not to trigger the Large-scale Share Purchase Countermeasures by the following procedures. In such a case, the Company shall publicly announce the outline of such resolution.

- (i) Case where Large-scale Share Purchaser fails to comply with the Large-scale Share Purchase Rules

The Board of Directors may in principle resolve to trigger the Large-scale Share Purchase Countermeasures if the Large-scale Share Purchaser fails to comply with the Large-scale Share Purchase Rules and is recommended by the Independent Committee to trigger the Large-scale Share Purchase Countermeasures. However, the Board of Directors may resolve to trigger the Large-scale Share Purchase Countermeasures without the recommendation of the Independent Committee if it is objectively evident that the Large-scale Share Purchaser has failed to comply with the Large-scale Share Purchase Rules and triggering the Large-scale Share Purchase Countermeasures after the recommendation by the Independent Committee will give rise to a material disadvantage on the part of the Company or the Company's shareholders.

- (ii) Case where Large-scale Share Purchaser does comply with the Large-scale Share Purchase Rules

The Board of Directors will not resolve to trigger the Large-scale Share Purchase Countermeasures in principle if the Large-scale Share Purchaser

complies with the Large-scale Share Purchase Rules. However, if recommended by the Independent Committee that the Large-scale Share Purchase satisfies the requirements listed under each item and that the Large-scale Share Purchase Countermeasures should be triggered, the Board of Directors may resolve to trigger the Large-scale Share Purchase Countermeasures.

- (a) Case where the Independent Committee makes recommendation that a proposal of whether or not the Large-scale Share Purchase Countermeasures to be triggered should be presented to the Shareholders Intention Confirmation General Meeting

Except for the case in (b) below, the Independent Committee shall make recommendation to the Board of Directors of the Company that a proposal of whether or not to trigger the Large-scale Share Purchase Countermeasures should be presented to the Shareholders Intention Confirmation General Meeting for judgment on whether or not to trigger the Countermeasures.

The Board of Directors of the Company shall respect the above recommendation to the full extent, and if it reached conclusion that whether or not to trigger the Countermeasures should be resolved upon at the Shareholders Intention Confirmation General Meeting within the Board Evaluation Period, it shall resolve upon convocation of the Shareholders Intention Confirmation General Meeting (with respect to presentation of the proposal to Shareholders Intention Confirmation General Meeting, reference to be made to 2.(2)(ii) above).

In the event that the Shareholders Intention Confirmation General Meeting approves triggering the Large-scale Share Purchase Countermeasures with a majority of voting rights of shareholders present, the Company will trigger the Countermeasures. On the other hand, if triggering is disapproved, the Company shall not trigger the Countermeasures.

- (b) Case where the Independent Committee makes recommendation that a proposal of whether or not the Large-scale Share Purchase Countermeasures to be triggered should be resolved upon without holding the Shareholders Intention Confirmation General Meeting

In the event that it is apparent for the Large-scale Share Purchase to fall under any of (a) to (e) of (2)(ii) above in the judgment of the Independent Committee, the Independent Committee shall make recommendation to the Company that the Large-scale Share Purchase Countermeasures should be triggered only upon resolution of the Board of Directors. The Board of Directors of the Company shall respect the above recommendation to the full extent and if it reaches conclusion during the Board Evaluation Period that the Large-scale Share Purchase Countermeasures should be triggered, it will resolve upon the triggering the Countermeasures.

Furthermore, in the event that the Large-scale Share Purchase does not fall under any of (a) to (f) of (2)(ii) above in the judgment of the Independent Committee, it shall make recommendation to the Company that the Large-scale Share Purchase Countermeasures should not be triggered. The Board of Directors of the Company shall respect the above recommendation to the full extent and if it reaches conclusion during the Board Evaluation Period that the Large-scale Share Purchase Countermeasures should not be triggered, it will resolve upon not to trigger the Countermeasures. Provided, however, that if the Board of Directors of

the Company makes judgment that it is necessary and reasonable to trigger the Large-scale Share Purchase Countermeasures from the viewpoint of securing the common interests of the shareholders, the Board of Directors may present the subject proposal to the Shareholders Intention Confirmation General Meeting. The procedures following thereafter are the same as (a) above.

In addition, the Board of Directors may negotiate and consult with the Large-scale Share Purchaser on the improvement of conditions for the Large-scale Share Purchase as necessary, and present as the Board of Directors of the Company an alternative proposal to the shareholders regarding the management policies, etc. of the Company group.

However, if after having once resolved to implement the gratis allotment of stock acquisition rights but subsequently being recommended by the Independent Committee of the satisfaction of one of the following events, the Board of Directors may suspend the gratis allotment of stock acquisition rights until the day before the commencement date of the exercise period of such stock acquisition rights (if before the allotment comes into effect), or resolve to acquire the stock acquisition rights free of charge (if after the allotment comes into effect).

- (a) The Large-scale Share Purchaser withdraws the Large-scale Share Purchase or the Large-scale Share Purchase otherwise ceases to exist.
- (b) Changes in situation result in the fact that the Large-scale Share Purchase by the Large-scale Share Purchaser does not satisfy any of the requirements listed under each item of the proviso clause of (2)(ii) above, or the Large-scale Share Purchase by the Large-scale Share Purchaser does satisfy the requirements but it is inappropriate to conduct the gratis allotment of stock acquisition rights.

#### 4. Effective Period as well as Abolition and Amendment of the Plan

The effective period of the Plan shall be from the approval of this Ordinary General Meeting of Shareholders until the end of the Ordinary General Meeting of Shareholders of the last business year ending within two (2) years from the end of this Ordinary General Meeting of Shareholders.

Despite being before the expiration of the effective period of the Plan, the Board of Directors may, from the perspective of the securing and enhancement of corporate value and the common interests of the shareholders, and taking into consideration the status of the development of relevant laws and regulations, amend and review the Plan from time to time to the extent consistent with the purpose of the entrustment of the Plan (including cases where laws, regulations, securities exchange rules, etc. regarding the Plan are enacted, revised or repealed and it is appropriate to reflect such enactment, revision or repeal, or cases where it is appropriate to correct the wording due to any typographical errors or omissions).

In addition, if the shareholders resolved to abolish the Plan with majority of voting rights present at a General Meeting of Shareholders, or if the Board of Directors comprised of Directors elected at the Company's General Meeting of Shareholders resolves to abolish the Plan, the Plan shall be abolished. If the Company abolishes or amends the Plan, the Company shall promptly make public notice to that effect.

## 5. Amendment due to Revision of Laws and Regulations

The provisions of the laws and regulations cited in the Plan are based on the provisions which are in effect as of May 12, 2015. If it becomes necessary to amend the clauses or the meaning of the terms in each of the above paragraphs due to the enactment, revision or repeal of the laws and regulations thereafter, the Board of Directors may take into consideration the purpose of such enactment, revision or repeal, and deem the clauses or the meaning of the terms in each of the above paragraphs to be replaced as is appropriate to a reasonable extent.

## IV. Reasonableness of the Plan

### 1. Fulfillment of Conditions, etc. of Guideline for the Plan

The Plan is in accordance with three (3) principles prescribed in the “Guidelines Regarding Takeover Defense for the Purposes 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. Three principles are, namely, the “principles of protection and enhancement of corporate value and shareholders’ common interests”, the “principles of prior disclosure and principles of upholding the shareholders’ intention” and “the principles of necessity and suitability”. In addition, the Company has taken into account the content of the “Takeover Defense Measures in Light of Recent Environmental Changes” published by the Corporate Value Study Group of the Ministry of Economy, Trade and Industry on June 30, 2008.

### 2. Purpose of the Securing and Enhancement of Corporate Value and Common Interests of the Shareholders

As mentioned in II. above, the Plan establishes in advance the Large-scale Share Purchase Rules to be complied with by the Large-scale Share Purchaser, and the requirements for, and the contents of the Large-scale Share Purchase Countermeasures to be triggered by the Company for the purpose of enabling the shareholders to make appropriate judgments as to whether to accept the Large-scale Share Purchase or not and preventing any evident violation against the Company group’s corporate value and common interests of the shareholders, and aims at the securing and enhancement of the Company group’s corporate value and common interests of the shareholders.

The Company believes that the contents of the Large-scale Share Purchase Rules and the contents of the Large-scale Share Purchase Countermeasures, and the requirements for the triggering thereof as mentioned in III. above, are reasonable in light of the purpose of the securing and enhancement of the Company group’s corporate value and common interests of the shareholders and will not unreasonably limit the Large-scale Share Purchase that contributes to the securing and enhancement of the Company group’s corporate value and common interests of the shareholders.

### 3. Prior Disclosure

The contents of the Large-scale Share Purchase Rules and the contents of the Large-scale Share Purchase Countermeasures and requirements for the triggering thereof in connection with the Plan are specifically and clearly indicated in III. above, which the Company believes will provide sufficient foreseeability for shareholders, investors and Large-scale Share Purchasers.

#### 4. Procedures for Renewal; Possibility of Amendment and Abolishment

At the meeting of the Board of Directors held on May 12, 2015, the introduction of the Plan was decided by the unanimous consent of Directors attended on condition that the approval of this Ordinary General Meeting of Shareholders would be obtained. At the meeting of the Board of Directors, all Corporate Auditors attended respectively stated a favorable opinion of the Plan provided that specific operation of the Plan will be appropriately conducted.

As described in III.4. above, the Plan is intended to be able to be abolished or amended by a Director who is nominated by any person who has purchased share certificates, etc. of the Company in large amounts, and is elected at a ordinary general meeting of shareholders. Therefore, the Plan is not a so-called “dead-hand” takeover defense measure (a takeover defense measure that cannot prevent the triggering of the measure even if a majority of the members of the Board of Directors are replaced). In addition, since the term of office of a Company Director is one (1) year, the Plan is not a slow-hand takeover defense measure (a takeover defense measure which takes more time until the majority of the members of the Board of Directors are replaced to prevent the triggering of the measure because the members of the Board of Directors cannot be replaced at once).

Therefore, the Company believes that the shareholders’ intention may, through resolutions at the General Meeting of Shareholders, be reflected in the judgment as to whether the continuation, abolishment or amendment of the Plan should be conducted.

#### 5. Securing of Objectivity and Reasonableness of the Judgment of the Board of Directors

As described in III.3.(2) above, the Plan specifies objective and clear requirements for the triggering of the Large-scale Share Purchase Countermeasures, which excludes the possibility that any arbitrary judgment of the Board of Directors would intervene in the judgment as to whether or not the requirements for the triggering are fulfilled, as much as possible.

As described in III.3.(3) above, the Plan specifies the procedures for triggering the Large-scale Share Purchase Countermeasures, which excludes any arbitrary judgment of the Board of Directors.

Therefore, the Company believes that the Plan has established a sufficient framework to secure the objectivity and reasonableness of the judgment when the Board of Directors resolves the triggering of the Large-scale Share Purchase Countermeasures.

### V. Impact of the Plan upon Shareholders and Investors

#### 1. Impact of Large-scale Share Purchase Rules upon Shareholders and Investors

The Large-scale Share Purchase Rules are only the rules that should be complied with by the Large-scale Share Purchaser when conducting the Large-scale Share Purchase, and will not automatically issue any stock acquisition rights or other share certificates, etc. Accordingly, the rights and interests of shareholders and investors will not be affected.

The Company believes that the Large-scale Share Purchase Rules will enable the Company’s shareholders to make appropriate decisions on the Large-scale Share Purchase with necessary and sufficient information, and will contribute to the common interests of the Company’s shareholders.

Depending on whether or not the Large-scale Share Purchaser will comply with the Large-scale Share Purchase Rules, the Company’s measures against such Large-scale Share

Purchase may differ. Therefore, the shareholders and investors are advised to pay attention to any activity of the Large-scale Share Purchaser and movement of the Company responding such activity.

## 2. Impact of Triggering the Large-scale Share Purchase Countermeasures upon Shareholders and Investors

If the Large-scale Share Purchase Countermeasures are triggered, any specific group of shareholders in respect of such Large-scale Share Purchase may incur any loss of their legal rights or economic interests. However, the Company does not assume that other shareholders may incur any special loss of their legal rights or economic interests attributable to the Plan. If the Board of Directors resolves to trigger the Large-scale Share Purchase Countermeasures, the Company will make disclosure in a timely and appropriate manner in accordance with any relevant laws, regulations and/or financial instruments exchange rules.

If the stock acquisition rights are issued by means of an allotment to shareholders as the Large-scale Share Purchase Countermeasures, the stock acquisition rights will be allotted to shareholders entered or recorded in the latest shareholder register as of a record date fixed and publicized by the Board of Directors in accordance with the number of shares they hold. Upon exercise of the stock acquisition rights, the shareholders will be required to make a payment of a certain amount within a specified term in order to acquire new shares, and if such shareholders fail to take such procedures, the ratio of voting rights held by of such shareholders will be diluted. However, if the terms and conditions for issuance of the stock acquisition rights include an acquisition clause to the effect that the Company acquires the stock acquisition rights and delivers the Company's shares in exchange for the stock acquisition rights so acquired, and the Company takes the procedures for such acquisition, then the shareholders who hold the stock acquisition rights with respect to such acquisition will receive the Company's shares without paying money (in this case, such shareholders may be required to separately submit a document in the form prescribed by the Company pledging that such shareholders are not persons belonging to a specific group of shareholders, or other matters).

If implementation of a gratis allotment of stock acquisition rights is resolved as the Large-scale Share Purchase Countermeasures, and after the shareholders who shall receive the gratis allotment of stock acquisition rights are determined, the Board of Directors withdraws the gratis allotment of stock acquisition rights or acquires the stock acquisition rights so allotted in accordance with the procedures specified in III. 3. (3) above, then the value of the shares per share will not be diluted as a result. Therefore, the investors who have purchased or sold after the shareholders who shall receive a gratis allotment of stock acquisition rights are determined may suffer losses in proportion to any change in share price.

End

Status of Capcom Shares (as of March 31, 2015)

- Total number of authorized shares: 150,000,000 shares
- Total number of outstanding shares: 67,723,244 shares
- Number of shareholders: 13,312
- Large shareholders

Name of shareholder	Number of shareholding (thousand shares)	Ratio of shareholding (%)
Crossroad Limited	5,276	9.38
JP Morgan Chase Bank 385632	4,635	8.24
Japan Trustee Services Bank, Ltd. (Trust Account)	2,207	3.93
State Street Bank and Trust Company 505223	2,121	3.77
Kenzo Tsujimoto	2,008	3.57
Misako Tsujimoto	1,964	3.49
The Master Trust Bank of Japan, Ltd. (Trust Account)	1,715	3.05
Yoshiyuki Tsujimoto	1,669	2.97
Haruhiro Tsujimoto	1,548	2.75
Ryozo Tsujimoto	1,545	2.75

(Note) The shareholding ratio is calculated by excluding treasury shares (11,493 thousand shares).

Outline of Rules for Independent Committee

1. Structure

The members (in this Exhibit, “Members”) of the Independent Committee (in this Exhibit, the “Committee”) shall consist of between three (3) to five (5) people, and shall be elected by the Board of Directors from External Directors and External Corporate Auditors who are independent from the management who execute business. The Board of Directors may elect the above-mentioned members.

2. Term of Office

The term of office of a Member shall expire upon the termination of an ordinary general meeting of shareholders for the last business year ending within one (1) years from the election of such Member, unless otherwise provided for by a resolution of the Board of Directors.

3. Authority of the Committee

- (1) The Committee shall examine and evaluate the following matters, and make decisions as the Committee, and submit recommendations with the reasons for them to the Board of Directors:
  - (i) Sufficiency of information provided by the Large-scale Share Purchaser;
  - (ii) Compliance or non-compliance of the Large-scale Share Purchase Rules by Large-scale Share Purchaser, and whether or not to trigger the Large-scale Share Purchase Countermeasures;
  - (iii) Fulfillment or non-fulfillment of requirements for the triggering of the Large-scale Share Purchase Countermeasures, and whether or not to trigger the Large-scale Share Purchase Countermeasures; and
  - (iv) Other matters to be determined by the Board of Directors, for which the Board of Directors has consulted with the Committee or which the Committee deems it necessary to recommend to the Board of Directors.
- (2) In addition to the foregoing, the Committee shall conduct the following matters:
  - (i) Examination and evaluation of the contents of the Information, materials or other data provided by the Large-scale Share Purchaser and the Board of Directors;
  - (ii) Request to the Board of Directors to submit alternative proposals, and examination and evaluation of the alternative proposals; and
  - (iii) In addition to the foregoing, any other matters that are determined by the Board of Directors to allow the Committee to conduct.

- (3) The Committee may give instructions to the Board of Directors with respect to the following matters, based on the premise that the Committee will make a recommendation to the Board of Directors:
- (i) Request of additional information to the Large-scale Share Purchaser if the information provided by the Large-scale Share Purchaser is deemed to be insufficient as the Information;
  - (ii) Public notice of the fact that the proposal for the Large-scale Share Purchase was made, and all or any part of information provided by the Large-scale Share Purchaser;
  - (iii) Public notice of the fact if the information provided by the Large-scale Share Purchaser is deemed to be sufficient as the Information; and
  - (iv) Negotiations with the Large-scale Share Purchaser in connection with the improvement of conditions for the Large-scale Share Purchase.

#### 4. Resolutions of Committee

A resolution of the Committee shall be adopted by a majority of the Members present at the meeting where all of the Members are present. However, if there is an unavoidable reason, a resolution of the Committee may be adopted by a majority of the Members present at the meeting where at least two-thirds (2/3) of the Members are present.

#### 5. Others

- (1) In order to collect necessary information, the Committee may request the attendance of any of the Company's Directors, Corporate Auditors, employees or other person deemed necessary by the Committee, and may request explanations with respect to the matters deemed necessary by the Committee for the purpose of making a recommendation.
- (2) The Committee may, at the expense of the Company, obtain advice from any third party (including any financial advisor, attorney, certified public accountant, consultant and other experts) who is independent from the management that executes the Company's business.

End

Resume of Candidates for Members of Independent Committee

Hiroshi Yasuda (Date of birth: May 14, 1932)

[Resume]

April 1957: Entered into the Ministry of Finance  
November 1973: Personal Secretary to the Minister of Finance  
January 1977: Executive Secretary to the Prime Minister  
June 1988: Deputy Vice Minister of Finance  
June 1990: Director-General, Budget Bureau of the Ministry of Finance  
June 1991: Administrative Vice Minister of Finance  
May 1994: Governor of the Export-Import Bank of Japan  
October 1999: Governor of Japan Bank for International Cooperation  
September 2001: Advisor of the Kansai Electric Power Co., Inc.  
January 2002: Chairman of Yomiuri International Economic Society (to present)  
July 2002: President of Japan Investor Protection Fund  
June 2004: External Corporate Auditor of Shiseido Co., Ltd.  
August 2004: President of Capital Market Promotion Foundation (Currently Capital Market Promotion Public Interest Incorporated Foundation)  
June 2007: External Director of the Company (to present)  
January 2014: Advisor of Capital Market Promotion Public Interest Incorporated Foundation (to present)

(Note 1) Mr. Hiroshi Yasuda is an External Director set forth in Article 2, Paragraph 15 of the Companies Act.

(Note 2) There is no special interest between Mr. Yasuda and the Company.

Takayuki Morinaga (Date of birth: September 5, 1940)

[Resume]

April 1964:	Entered into the Export-Import Bank of Japan
April 1992:	General Manager of Personnel Division of the said Bank
April 1994:	General Manager, Osaka Branch of the said Bank
April 1996:	Senior General Manager of the said Bank
September 1998:	Managing Director of Yazaki Corporation
September 2000:	Senior Managing Director of the said Company
June 2006:	Vice Chairman of the said Company
June 2007:	Director and Executive Councilor of the said Company
June 2008:	Advisor of the said Company
June 2009:	External Director of the Company (to present)

(Note 1) Mr. Takayuki Morinaga is an External Director set forth in Article 2, Paragraph 15 of the Companies Act.

(Note 2) There is no special interest between Mr. Morinaga and the Company.

Yoshihiko Iwasaki (Date of birth: May 19, 1952)

[Resume]

April 1979: Entered into National Tax Agency  
July 1986: District Director of Ijuin Tax Office  
July 1997: Deputy Commissioner (Revenue Management and Collection) of  
Hiroshima Regional Taxation Bureau  
July 1999: Deputy Commissioner (Large Enterprise Examination and Criminal  
Investigation) of Hiroshima Regional Taxation Bureau  
July 2003: Director of Commissioner's Secretariat, the National Tax Agency  
July 2007: Assistant Regional Commissioner (Management and Co-ordination) of  
Nagoya Regional Taxation Bureau  
July 2008: Executive Director of National Tax College  
July 2009: Director-General of Kanazawa Regional Tax Tribunal  
July 2010: Director-General of Sapporo Regional Tax Tribunal  
July 2011: Vice President of National Tax College  
June 2012: External Corporate Auditor of the Company (full-time) (to present)

(Note 1) Mr. Yoshihiko Iwasaki is an External Corporate Auditor set forth in Article 2,  
Paragraph 16 of the Companies Act.

(Note 2) There is no special interest between Mr. Iwasaki and the Company.

## Outline of a Gratis Allotment of Stock Acquisition Rights

### 1. Shareholders Subject to Gratis Allotment of Stock Acquisition Rights and Conditions for Allotment

To shareholders entered or recorded in the Company's last shareholder register as of a record date fixed and publicly notified by the Board of Directors, the stock acquisition rights (*shinkabu-yoyakuken*) shall be allotted in proportion to the respective numbers of their shares held (excluding treasury stocks held by the Company) at a ratio of one (1) share option per one (1) share.

### 2. Class and Number of Shares Subject to Stock Acquisition Rights

The class of shares subject to the stock acquisition rights is the Company's common stocks. The total number of shares subject to the stock acquisition rights is, at most, the total number of authorized shares of the Company as of a date specified as a record date by the Board of Directors, minus the total number of outstanding common stocks issued by the Company (excluding treasury stocks held by the Company). The number of shares subject to one (1) share option is separately specified by the Board of Directors. However, if the Company carries out a stock split or stock consolidation, the number of subject shares shall be adjusted as necessary.

### 3. Total Number of Allotted Stock Acquisition Rights

The total number of allotted stock acquisition rights shall be specified by the Board of Directors of the Company.

### 4. Amount to be Paid-in for Stock Acquisition Rights

Gratis issue.

### 5. Value of Assets Contributed upon the Exercise of Stock Acquisition Rights

The amount of the capital contribution to be made upon the exercise of a stock acquisition rights shall be the amount specified by the Board of Directors, but not less than one (1) yen.

### 6. Restriction on the Transfer of Stock Acquisition Rights

The transfer of stock acquisition rights shall be subject to Board of Directors' approval.

### 7. Exercise Period of Stock Acquisition Rights

The exercise period, acquisition clause and other necessary matters regarding the stock acquisition rights shall be determined separately by the Board of Directors.

## 8. Conditions for the Exercise of Stock Acquisition Rights

The following persons may not exercise any stock acquisition rights:

- (1) Specified large holder<sup>8</sup>;
- (2) Joint holder of specified large holder;
- (3) Specified large-scale purchaser<sup>9</sup> ;
- (4) Person having a special relationship with a specified large-scale purchaser;
- (5) Person who acquires or succeeds to the stock acquisition rights from a person falling under any of items (1) through (4) without the approval of the Board of Directors; or
- (6) An affiliate of any person falling under any of items (1) through (5) <sup>10</sup> (those mentioned in items (1) through (6) are collectively referred to as the “Ineligible Person”).

The particulars of the conditions for exercising stock acquisition rights shall be separately specified by the Board of Directors.

## 9. Acquisition Clause

At any time on or before the day immediately preceding the first day of the exercise period of stock acquisition rights, the Company may acquire all of stock acquisition rights without contribution on a date separately specified by the Board of Directors if the Board of Directors deems appropriate for the Company to acquire stock acquisition rights.

On a day separately specified by the Board of Directors, the Company may acquire all of the stock acquisition rights that are held by a person other than an Ineligible Person and that have not been exercised on or before the business day immediately preceding such date specified by the Board of Directors, and deliver the Company’s shares equivalent to the number of subject shares per share option to him/her in exchange for the stock acquisition rights so

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<sup>8</sup> The term “specified large holder” means a person who is a holder of share certificates, etc. issued by the Company and whose holding ratio of share certificates, etc. in respect of such share certificates, etc. is 20% or more or a person who is determined to be a specified large holder by the Board of Directors. However, the specified large holder shall not include (x) any person whose acquisition and holding of the share certificates, etc. of the Company is determined by the Board of Directors to not be in conflict with the Company group’s corporate value and common interests of the shareholders; and (y) any other person as separately specified by the Board of Directors in the resolution.

<sup>9</sup> The term “specified large-scale purchaser” means (x) a person who makes a public announcement of purchase, etc. of share certificates, etc. (as set forth in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act; the same applies hereafter) issued by the Company through a tender offer and whose holding ratio of share certificates, etc. in respect of the holding (as similar acts, including acts set forth in Article 7, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act) of such share certificates, etc. after such purchase, etc. is 20% or more together with those of a person having a special relationship with such person or (y) a person who is determined to be a specified large-scale purchaser by the Board of Directors. However, the specified large-scale purchaser shall not include (x) any person whose acquisition and holding of the share certificates, etc. of the Company is determined by the Board of Directors to not be in conflict with the Company group’s corporate value and common interests of the shareholders and (y) any other person as separately specified by the Board of Directors in the resolution.

<sup>10</sup> The term “affiliate” of any person means a person deemed by the Board of Directors to substantially control, be controlled by, or be under such common control with such person (including any person who is assumed by the Board of Directors to be an affiliate) or a person deemed by the Board of Directors to act with such person. The term “control” means to “control the determination of the financial and business policies” (as set forth in Article 3, Paragraph 3 of the Ordinance for Enforcement of the Companies Act) of other company or entity.

acquired. Other particulars of acquisition clause shall be separately specified by the Board of Directors.

10. Certificates for Stock Acquisition Rights

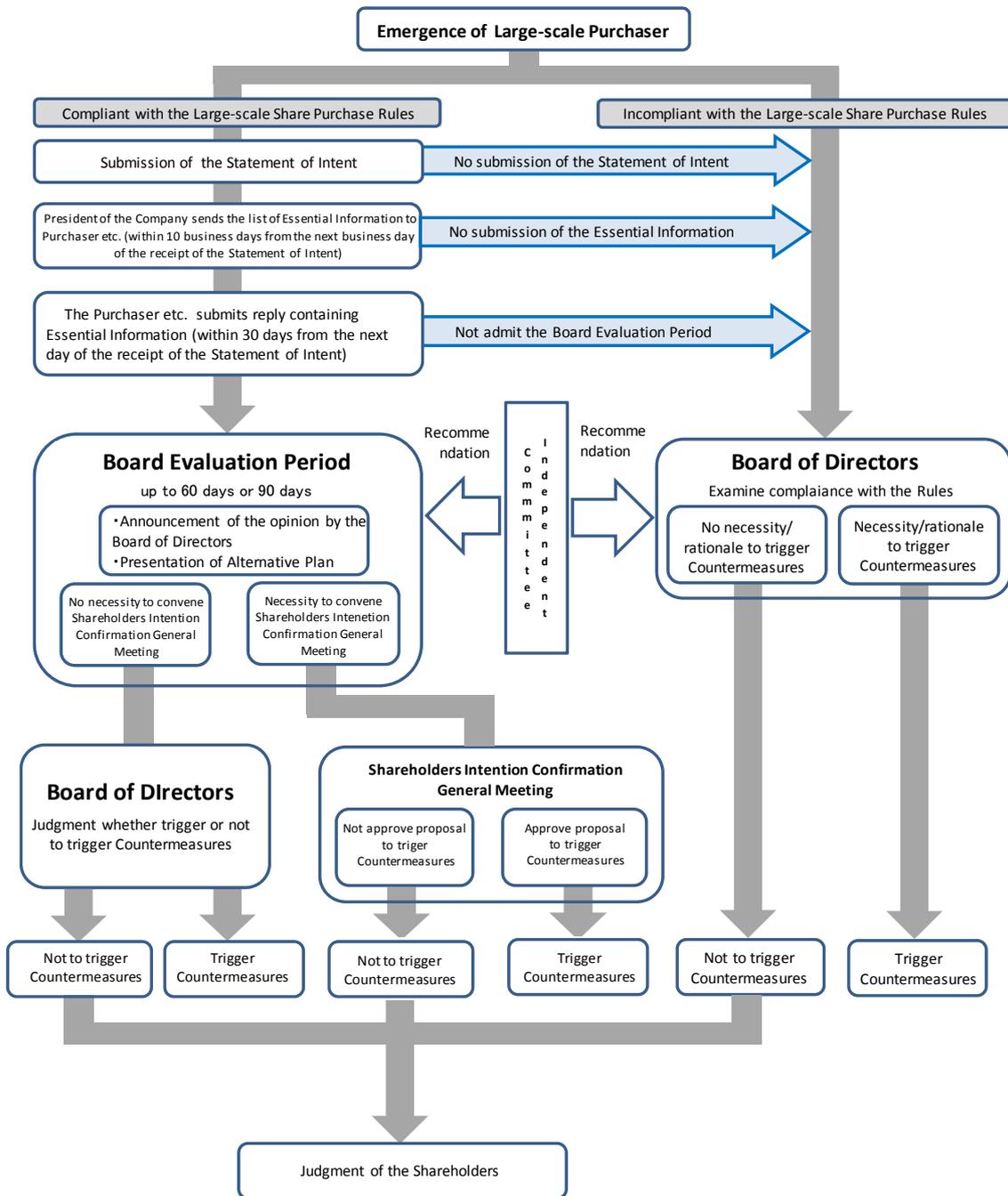
No certificates for stock acquisition rights shall be issued.

11. Others

Any other necessary matters shall be separately specified by the Board of Directors.

End

**(Flow Chart of the Procedures in the Plan)**



\* This is only a flow chart summarizing the Plan. Please refer to the main text for the details of the Plan.

-End-