Please note that the following is an unofficial English translation of a part of Japanese original text of the Notice of Convocation of the 11th Ordinary General Meeting of Shareholders of Nomura Real Estate Holdings, Inc. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Code: 3231) June 4, 2015

To: Shareholders

Kamezo Nakai President Nomura Real Estate Holdings, Inc. 1-26-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo JAPAN

Notice of Convocation of the 11th Ordinary General Meeting of Shareholders

Dear Shareholder:

You are cordially invited to attend the 11th Ordinary General Meeting of Shareholders of Nomura Real Estate Holdings, Inc., which will be held as follows.

If you are unable to attend the meeting in person, you may exercise your voting rights by either of the following two methods. Please review the attached reference documents for the General Meeting of Shareholders, and exercise your voting rights by no later than 5:40 p.m. on June 25 (Thursday), 2015.

When Exercising Voting Rights by Mail

Please indicate your approval or disapproval for each of the proposals on the enclosed proxy card, and return it so that it will reach us by the aforementioned exercise deadline.

When Exercising Voting Rights by Electronic Method (via the Internet, etc.)

Please access the website for exercising voting rights specified by the Company (http://www.evote.jp/, Japanese-only) and enter your approval or disapproval for each of the proposals listed thereon before the deadline stated above.

Description

		Description
1.	Date and Time:	Friday, June 26, 2015, at 10:00 a.m.
2.	Place:	Meiji Kinenkan, Fuji room (2nd floor) 2-2-23 Motoakasaka, Minato-ku, Tokyo

3. Agenda for the Meeting:

Matters to be Reported:

The Business Report, Consolidated Financial Statements, and Nonconsolidated Financial Statements for the 11th term (from April 1, 2014 to March 31, 2015); and Report on Auditing Results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Matters to be Resolved:

00 10001 0u.	
Proposal No. 1:	Appropriation of Surplus
Proposal No. 2:	Partial Amendments to the Articles of Incorporation
Proposal No. 3:	Election of Eight (8) Directors (Excluding Those Serving on the Audit
-	and Supervisory Committee)
Proposal No. 4:	Election of Five (5) Directors Serving on the Audit and Supervisory
-	Committee
Proposal No. 5:	Determination of Amounts of Remuneration, etc. for Directors
-	(Excluding Directors Serving on the Audit and Supervisory Committee)
Proposal No. 6:	Determination of Amounts of Remuneration, etc. for Directors Serving
-	on the Audit and Supervisory Committee

- 4. Handling the exercising of voting rights:
 - (1) If you exercise your voting rights twice through voting by mail and by electronic method (via the Internet, etc.), we will deem the vote cast electronically to be the effective one.
 - (2) If you exercise your voting rights more than once by electronic method (via the Internet, etc.) or redundantly using a computer, etc. and cell phone, we will deem the last vote cast to be the effective one.

*If attending the meeting in person, please present the enclosed proxy card at the reception desk. *If circumstances arise whereby revisions should be made to the contents of the reference documents for the General Meeting of Shareholders, the business report, consolidated financial statements, and nonconsolidated financial statements, such notification shall be published on the following Company's website.

[The Company's website] http://www.nomura-re-hd.co.jp/english/ir/

CONSOLIDATED BALANCE SHEET

As of March 31, 2015

(Millions of yen)

• •		т • т • т • т	(Millions of yen)
Assets		Liabilities	
Current Assets:	549,300	Current Liabilities:	305,188
	012,000	Notes and Accounts Payable-trade	48,662
Cash and Deposits	47,420	Short-term Loans Payable	151,800
	15.020	Corporate Bonds Due within One Year	3,000
Notes and Accounts Receivable-trade	15,029	Income Taxes Payable	13,097
Short-term Investment Securities	3,000	Deposits Received	25,095
	-	Deferred Tax Liabilities	124
Real Estate for Sale	61,583	Provision for Bonuses	6,218
Real Estate for Sale in Process	237,500	Provision for Directors' Bonuses	606
Real Estate for Sale in Process	237,500	Provision for Loss on Business Liquidation	83
Land Held for Development	130,221	Other	56,498
_		Noncurrent Liabilities:	603,007
Equity Investments	6,316	Bonds Payable	30,000
Deferred Tax Assets	5,688	Long-term Loans Payable	431,900
	0,000	Lease and Guarantee Deposits Received	60,749
Other	42,586	Deferred Tax Liabilities	60,214
Allowance for Doubtful Accounts	(47)	Deferred Tax Liabilities for Land	
Allowance for Doubliul Accounts	(47)	Revaluation	4,116
Noncurrent Assets:	819,926	Provision for Loss on Subleasing	
(oncurrent resource)		Business	465
Property, Plant and Equipment	730,076	Net Defined Benefit Liability	11,078
	236,787	Other	4,483
Buildings and Structures	230,707	Total Liabilities	908,195
Land	486,436	Net Assets	
Luna	(95)	Shareholders' Equity:	379,774
Other	6,852	Capital Stock	116,188
Intengible Assets	10,277	Capital Surplus	93,518
Intangible Assets		Retained Earnings	170,069
Investments and Other Assets	79,572	Treasury Stock	(2)
	40,853	Other Comprehensive Income:	14,285
Investment Securities	40,855	Valuation Difference on Available-for-	
Lease and Guarantee Deposits	20,487	sale Securities	5,069
Lease and Guarantee Deposits	1 4 9 - 9	Deferred Gains or Losses on Hedges	78
Deferred Tax Assets	14,979	Revaluation Reserve for Land	7,644
0.1	3,252	Foreign Currency Translation	(1
Other	5,252	Adjustment	61
		Remeasurements of Defined Benefit Plans	1,431
		Subscription Rights to Shares:	1,431
		Minority Interests:	65,408
		Total Net Assets	461,031
Total Assets	1,369,226	Total Liabilities and Net Assets	1,369,226

Note: The figures are denoted by rounding fractions down to the unit indicated.

CONSOLIDATED STATEMENT OF INCOME

For the year ended March 31, 2015

		(Millions of yer
Operating Revenue		567,159
Operating Cost		405,107
Operating Gross Profit		162,051
Selling, General and Administrative Expenses		90,157
Operating Income		71,894
Non-Operating Income		1,699
Interest Income	50	
Dividends Income	1,123	
Equity in Earnings of Affiliates	17	
Other	507	
Non-Operating Expenses		9,912
Interest Expenses	8,851	
Other	1,060	
Ordinary Income		63,681
Extraordinary Income		2,547
Gain on Sales of Noncurrent Assets	206	
Dividends distribution from silent partnership associated with impairment loss	2,203	
Other	137	
Extraordinary Losses		8,170
Impairment Loss	8,170	
Income before Income Taxes and Minority Interests		58,058
Income Taxes-current		18,069
Income Taxes-deferred		(2,664)
Income before Minority Interests		42,653
Minority Interests in Income		4,211
Net Income		38,441

Note: The figures are denoted by rounding fractions down to the unit indicated.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The proposed appropriation of surplus is as described below.

Year-end dividends

Distribution of profits will be decided in accordance with the financial results, based on a comprehensive review of the management environment, capital investment plans, and other factors, in addition to consideration of earnings retained. We intend to decide the amount of year-end dividends for the 11th term as follows:

As a result, the amount of annual dividend will be 45 per share including 20 per share as the interim dividend, an increase of 10 per share compared to the previous fiscal year.

(1) Type of dividend property

Cash

- (2) Appropriation of dividend property to shareholders and total amount of dividend ¥25 per common share Total ¥4,777,962,350
- (3) Effective date of dividend payout June 29, 2015

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) The Company will make additions to the business purposes in response to diversification of its businesses.
- (2) To further enhance its corporate governance, the Company seeks to make a transition from a Company with an Audit & Supervisory Board to a "Company with a Board with an Audit and Supervisory Committee," established in accordance with the Act for Partial Amendment of the Companies Act (Act No. 90 of June 2014) (hereinafter, the "Revised Companies Act"). In line with this change, the Articles of Incorporation will be partially amended to establish new provisions relating to the Audit and Supervisory Committee and its members, delete provisions relating to the Audit & Supervisory Board and its members, establish new provisions relating to delegation of authority to directors to increase management efficiency and enable swift decision making by transferring authority, and make other necessary changes.
- (3) Under the Revised Companies Act, the scope for directors eligible to enter into limited liability agreements has been changed. To enable directors that do not execute business to fulfill their expected roles adequately, the Articles of Incorporation will be partially amended to allow such directors to enter into limited liability agreements. Each audit & supervisory board member has approved the changes to the Articles of Incorporation relating to limited liability agreements.
- (4) To enable management to make capital policies and dividend policies flexibly, the Articles of Incorporation will be partially amended to conduct dividends of surplus and so forth by resolution of the Board of Directors.
- (5) In addition, the numbering of the Articles of Incorporation will be amended as required in conjunction with the above amendments.

The resolution relating to this proposal shall take effect at the conclusion of the General Meeting.

H	(Amenument undermied)
Current	As Amended
Chapter I General Provisions	Chapter I General Provisions
Article 1. <omitted></omitted>	Article 1. <unchanged></unchanged>
Article 2. (Purposes)	Article 2. (Purposes)
The purpose of the Company shall be to control and manage the business activities of companies engaged in the following businesses by holding the shares of such companies. (1) to (12) <omitted></omitted>	The purpose of the Company shall be to control and manage the business activities of companies engaged in the following businesses by holding the shares of such companies. (1) to (12) <unchanged></unchanged>
<newly established=""></newly>	(13) Business relating to development, ownership, leasing, and management of facilities for the elderly, and nursing care
<newly established=""></newly>	(14) Electric power generation and electric power service business
(<u>13</u>) Any and all business activities incidental or related to any of the preceding items	(<u>15</u>) Any and all business activities incidental or related to any of the preceding items
Article 3. <omitted></omitted>	Article 3. <unchanged></unchanged>

2. Contents of amendments

The proposed amendment is as follows:

(Amendment underlined)

Current	As Amended
Article 4. (Organizations)	Article 4. (Organizations)
In addition to the general meeting of shareholders and directors, the company shall have the following organizations.	In addition to the general meeting of shareholders and directors, the company shall have the following organizations.
 Board of directors Audit & supervisory board members 	 Board of directors <u>Audit and supervisory committee</u>
(3) Audit & supervisory board	<deleted></deleted>
(<u>4</u>) Accounting auditor	$(\underline{3})$ Accounting auditor
Article 5. and Article 6. <omitted></omitted>	Article 5. and Article 6. <unchanged></unchanged>
Article 7. (Acquisition by the Company of its shares)	<deleted></deleted>
The Company may, pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act, acquire its own shares by market transactions or other such means by resolution of the board of directors.	
Article <u>8</u> . to Article <u>17</u> . <omitted></omitted>	Article <u>7</u> . to Article <u>16</u> . <unchanged></unchanged>
Chapter IV	Chapter IV
Directors and Board of Directors	Directors and Board of Directors
Article <u>18</u> . (Number of directors)	Article <u>17</u> . (Number of directors)
The Company shall have not more than twelve (12) directors.	The Company shall have not more than twelve (12) directors (excluding directors serving on the audit and supervisory committee). The number of directors appointed as directors serving on the audit and supervisory committee shall be not more than five (5).
Article <u>19</u> . (Method of election)	Article <u>18</u> . (Method of election)
1. A director shall be elected at a general meeting of shareholders.	1. A director shall be elected at a general meeting of shareholders, while making a distinction between directors serving on the audit and supervisory committee and other directors.
2. <omitted></omitted>	2. <unchanged></unchanged>
3. <omitted></omitted>	3. <unchanged></unchanged>
Article <u>20</u> . (Term of office)	Article <u>19</u> . (Term of office)
1. The term of office of a director shall expire at the close of the ordinary general meeting of shareholders pertaining to the last business year ending within two (2) years after his/her election.	1. The term of office of a director <u>(excluding a director serving on the audit and supervisory committee)</u> shall expire at the close of the ordinary general meeting of shareholders pertaining to the last business year ending within <u>one (1)</u> year after his/her election.
2. The term of office of a director elected to increase or supplement the number of directors shall be until the end of the term of office of the incumbent directors.	2. The term of office of a director serving on the audit and supervisory committee shall expire at the close of the ordinary general meeting of shareholders pertaining to the last business year ending within two (2) years after his/her election.

Current	As Amended
<newly established=""></newly>	3. The term of office of a director serving on the audit and supervisory committee who was elected as the replacement of another director serving on the audit and supervisory committee who retired before the expiration of his/her term of office shall expire at the expiration of the term of office of the retired director serving on the audit and supervisory committee.
Article <u>21</u> . and Article <u>22</u> . <omitted></omitted>	Article <u>20</u> . and Article <u>21</u> . <unchanged></unchanged>
Article 23 . (Convocation notice regarding a meeting of the board of directors)	Article <u>22</u> . (Convocation notice regarding a meeting of the board of directors)
 Convocation notice regarding a meeting of the board of directors shall be dispatched to each director<u>and each audit & supervisory board</u> <u>member</u> at least two (2) days prior to the date of such meeting; provided, however, that the said period may be shortened in the case of urgent necessity. 	1. Convocation notice regarding a meeting of the board of directors shall be dispatched to each director at least two (2) days prior to the date of such meeting; provided, however, that the said period may be shortened in the case of urgent necessity.
2. A meeting of the board of directors may be held without carrying out the convocation procedure upon the consent of all the directors and audit & supervisory board members.	2. A meeting of the board of directors may be held without carrying out the convocation procedure upon the consent of all the directors.
Article <u>24</u> . <omitted></omitted>	Article <u>23</u> . <unchanged></unchanged>
<newly established=""></newly>	Article 24. (Delegation to directors) The Company may, pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, delegate all or part of a decision regarding execution of important duties (excluding matters set forth in each item of Article 399-13, Paragraph 5 of the Companies Act) to a director by resolution of the board of directors.
Article 25. <omitted></omitted>	Article 25. <unchanged></unchanged>
Article 26. (Remuneration, etc.)	Article 26. (Remuneration, etc.)
Remuneration, bonuses and other economic benefits to be provided by the Company as consideration for execution of duties <u>("Remuneration, etc.")</u> of the directors shall be determined by resolution of a general meeting of shareholders.	Remuneration, bonuses and other economic benefits to be provided by the Company as consideration for execution of duties of the directors shall be determined by resolution of a general meeting of shareholders, while making a distinction between directors serving on the audit and supervisory committee and other directors.
Article 27. (Exemption from liability of directors)	Article 27. (Exemption from liability of directors)
1. <omitted></omitted>	1. <unchanged></unchanged>
2. The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into an agreement with <u>external directors</u> to limit their liabilities for damages caused by negligence of their duties; provided, however, that the maximum liabilities based on the said agreement shall be the sum of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act.	2. The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into an agreement with <u>directors (excluding</u> <u>directors with executive authority over business,</u> <u>etc.)</u> to limit their liabilities for damages caused by negligence of their duties; provided, however, that the maximum liabilities based on the said agreement shall be the sum of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act.

Current	As Amended
Chapter V	Chapter V
Audit & Supervisory Board Members	Audit and Supervisory Committee
and Audit & Supervisory Board	<u>radit and Supervisory Committee</u>
<newly established=""></newly>	Article 28. (Standing members of the audit and supervisory committee)
	<u>The audit and supervisory committee may by</u> resolution select standing members of the audit and supervisory committee.
<newly established=""></newly>	<u>Article 29. (Convocation notice regarding a</u> <u>meeting of the audit and supervisory</u> <u>committee)</u>
	<u>1. A meeting of the audit and supervisory committee</u> <u>shall be convened by any member of the audit</u> <u>and supervisory committee.</u>
	 2. Convocation provided for in the preceding paragraph shall be dispatched to each member of the audit and supervisory committee at least two (2) days prior to the date of such meeting; provided, however, that such period may be shortened in the case of urgent necessity. 3. A meeting of the audit and supervisory committee may be held without carrying out the convocation procedure upon the consent of all members of the
<newly established=""></newly>	<u>audit and supervisory committee.</u> <u>Article 30. (Regulations on the audit and</u> supervisory committee)
	Matters regarding the audit and supervisory committee shall be subject to the regulations on the audit and supervisory committee, which shall be prescribed by the audit and supervisory committee, in addition to laws and regulations and these articles of incorporation.
Article 28. (Number of audit & supervisory board	<deleted></deleted>
members)	
The Company shall have not more than five (5)	
audit & supervisory board members.	
Article 29. (Method of election)	<deleted></deleted>
1. An audit & supervisory board member shall be	
elected at a general meeting of shareholders.	
2. Election of an audit & supervisory board member shall be made by the quorum of shareholders holding one-third (1/3) or more of the voting rights held by all the shareholders entitled to exercise their voting rights being present at the	
relevant general meeting of shareholders, and by the resolution of a majority vote of the voting rights of such present shareholders.	

Current	As Amended
Article 30. (Term of office) 1. The term of office of an audit & supervisory board member shall expire at the close of the ordinary general meeting of shareholders pertaining to the last business year ending within four (4) years after his/her election.	<deleted></deleted>
2. The term of office of an audit & supervisory board member elected as the replacement of another audit & supervisory board member who retired before the expiration of his/her term of office shall expire at the expiration of the term of office of the retired audit & supervisory board member.	
Article 31. (Standing audit & supervisory board <u>members</u>) The audit & supervisory board shall by resolution select standing audit & supervisory board members.	<deleted></deleted>
<u>Article 32. (Convocation notice regarding a</u> <u>meeting of the audit & supervisory</u> <u>board)</u> <u>1. A meeting of the audit & supervisory board shall</u> <u>be convened by any of the audit & supervisory</u> <u>board members.</u> <u>2. Convocation provided for in the preceding</u>	<deleted></deleted>
paragraph shall be dispatched to each audit & supervisory board member at least two (2) days prior to the date of such meeting; provided, however, that such period may be shortened in the case of urgent necessity.	
3. A meeting of the audit & supervisory board may be held without carrying out the convocation procedure upon the consent of all audit & supervisory board members.	
Article 33. (Regulations on the audit & supervisory board) Matters regarding the audit & supervisory board	<deleted></deleted>
shall be subject to the regulations on the audit & supervisory board, which shall be prescribed by the audit & supervisory board, in addition to laws and regulations and these articles of incorporation.	
Article 34. (Remuneration, etc.) <u>The Remuneration, etc. of the audit &</u> <u>supervisory board members shall be determined</u> <u>by resolution of a general meeting of</u> <u>shareholders.</u>	<deleted></deleted>

Current	As Amended
Article 35. (Exemption from liability of audit & supervisory board members)1. The Company may, pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, by resolution of the board of directors, exempt audit & supervisory board members (including former audit & supervisory board members) from their liability for damages caused by negligence of their duties, to the extent prescribed by laws and regulations.2. The Company may, pursuant to the provisions of	<deleted></deleted>
Article 427, Paragraph 1 of the Companies Act, enter into an agreement with external audit & supervisory board members to limit the external audit & supervisory board members' liabilities for damages caused by negligence of their duties; provided, however, that the maximum liabilities based on the said agreement shall be the sum of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act. Chapter VI	Chapter VI
Accounting	Accounting
Article <u>36</u> . <omitted> <newly established=""></newly></omitted>	Article <u>31</u> . <unchanged> <u>Article 32</u>. (Decision making organization for <u>dividends of surplus, etc.)</u> <u>The Company may determine matters prescribed</u> <u>in each item of Article 459, Paragraph 1 of the</u> <u>Companies Act, including dividends of surplus,</u> <u>by resolution of the board of directors, except</u> <u>where otherwise prescribed by laws and</u> <u>regulations.</u></unchanged>
Article $\underline{37}$. (Record dates for dividends of surplus)	Article $\underline{33}$. (Record dates for dividends of surplus)
1. <omitted> <newly established=""></newly></omitted>	 <unchanged></unchanged> The record date for the Company's interim dividends shall be September 30 each year.
2. In addition to <u>the above item</u> , the Company may stipulate a record date and pay dividends of surplus.	3. In addition to <u>the above items</u> , the Company may stipulate a record date and pay dividends of surplus.
Article 38. (Interim dividends)The Company may pay interim dividends with a record date of September 30 each year by resolution of the board of directors.	<deleted></deleted>

	Current	As Amended
Article <u>39</u> .	<omitted> <newly established=""></newly></omitted>	Article <u>34</u> . <unchanged> <u>Supplementary Provision</u> (Transitional measures concerning exemption from <u>liability of audit & supervisory board members</u>) The Company may, pursuant to the provisions of <u>Article 426</u>, Paragraph 1 of the Companies Act, <u>by resolution of the board of directors, exempt</u> <u>audit & supervisory board members (including</u> <u>former audit & supervisory board members) from</u> <u>their liability for damages caused by negligence</u> <u>of their duties, to the extent prescribed by laws</u> <u>and regulations, regarding conduct carried out</u> <u>before the partial amendments to the articles of</u> <u>incorporation resolved at the 11th ordinary</u> <u>general meeting of shareholders take effect.</u></unchanged>

Proposal No. 3: Election of Eight (8) Directors (Excluding Directors Serving on the Audit and Supervisory Committee)

If Proposal No. 2: Partial Amendments to the Articles of Incorporation are approved as proposed, the Company will make a transition to a Company with a Board with an Audit and Supervisory Committee and the term of office of all of the eight (8) directors will expire once the said amendments to the Articles of Incorporation become effective. Accordingly, we would like you to elect eight (8) directors (excluding directors serving on the audit and supervisory committee) including external directors to reinforce the administrative organization of the Company.

The resolution of this Proposal becomes effective on the condition that the partial amendments to the Articles of Incorporation in Proposal No. 2 are approved as proposed.

The candidates for director (excluding directors serving on the audit and supervisory committee) are as follows.

Brief Persona	l History, Responsibilities and Significant Concurrent	Shareholdings of
Positions	the Company	
(Brief Person	(Brief Personal History)	
Apr. 1974	Joined Nomura Securities Co., Ltd. (currently, Nomura Holdings, Inc.)	
Jun. 2011	President (Representative Director) of Nomura Real Estate Holdings, Inc.	
Feb. 2012	Director and Executive Officer of Nomura Real Estate Development Co., Ltd.	
Apr. 2012	President (Representative Director) and Chief Executive Officer of Nomura Real Estate Development Co., Ltd.	
May 2012	President (Representative Director) and Chief Executive Officer of Nomura Real Estate Holdings, Inc.	
	(To present)	
Apr. 2015	Estate Development Co., Ltd.	
(Significant	Concurrent Positions)	
Chair (Representative Director) of Nomura Real Estate Development Co., Ltd.		
(Brief Person	nal History)	2,500
Apr. 1984	Joined Nomura Securities Co., Ltd. (currently, Nomura Holdings, Inc.)	
Apr. 2007	Executive Managing Director of Nomura Securities Co., Ltd.	
Oct. 2008	Senior Managing Director of Nomura Securities Co., Ltd.	
Apr. 2009	Senior Corporate Managing Director of Nomura Securities Co., Ltd.	
Apr. 2011	Executive Vice President of Nomura Securities Co., Ltd.	
Apr. 2011	Senior Corporate Managing Director Chief Operating Officer of Nomura Holdings, Inc.	
Apr. 2012	Executive Managing Director of Nomura Holdings, Inc.	
Aug. 2012	Deputy President of Nomura Securities Co., Ltd.	
Apr. 2013	Director and Deputy President of Nomura Securities Co., Ltd.	
Apr. 2014	Advisor of Nomura Real Estate Holdings, Inc.	
Jun. 2014	Director (Representative Director) and Executive Vice President of Nomura Real Estate Holdings, Inc.	
	Positions (Brief Person Apr. 1974 Jun. 2011 Feb. 2012 Apr. 2012 May 2012 May 2012 Apr. 2015 (Significant Q Chair (Repression Apr. 1984 Apr. 2007 Oct. 2008 Apr. 2011 Apr. 2011 Apr. 2012 Apr. 2013 Apr. 2013 Apr. 2014	(Brief Personal History) Apr. 1974 Joined Nomura Securities Co., Ltd. (currently, Nomura Holdings, Inc.) Jun. 2011 President (Representative Director) of Nomura Real Estate Holdings, Inc.) Feb. 2012 Director and Executive Officer of Nomura Real Estate Development Co., Ltd. Apr. 2012 President (Representative Director) and Chief Executive Officer of Nomura Real Estate Development Co., Ltd. May 2012 President (Representative Director) and Chief Executive Officer of Nomura Real Estate Holdings, Inc. (To present) Apr. 2015 Chair (Representative Director) of Nomura Real Estate Development Co., Ltd. (To present) Apr. 2015 Chair (Representative Director) of Nomura Real Estate Development Co., Ltd. (To present) Chair (Representative Director) of Nomura Real Estate Development Co., Ltd. (Brief Personal History) Apr. 1984 Joined Nomura Securities Co., Ltd. (currently, Nomura Holdings, Inc.) Apr. 2007 Executive Managing Director of Nomura Securities Co., Ltd. Apr. 2008 Senior Corporate Managing Director of Nomura Securities Co., Ltd. Apr. 2011 Executive Vice President of Nomura Securities Co., Ltd. Apr. 2011 Senior Corporate Managing Director Chief Operating Officer of Nomura Holdings, Inc. Apr. 2012 Executive Wanaging Director of Nomura Holdings, Inc

Name (Date of Birth)	Brief Personal History, Responsibilities and Significant Concurrent Positions		Shareholdings of the Company
3. Seiichi Miyajima	(Brief Person	nal History)	33,400
(Aug. 3, 1958)	Apr. 1981	Joined Nomura Real Estate Development Co., Ltd.	
	Jun. 2004	Director of Nomura Real Estate Development Co., Ltd.	
Reelection	Apr. 2008	Senior Executive Officer of Nomura Real Estate Development Co., Ltd.	
	Apr. 2009	Managing Executive Officer of Nomura Real Estate Development Co., Ltd.	
	Apr. 2012	Director (Representative Director) and Senior Managing Executive Officer of Nomura Real Estate Development Co., Ltd.	
	May 2012	Executive Officer of Nomura Real Estate Holdings, Inc.	
	Apr. 2014	Director (Representative Director) and Executive Vice President of Nomura Real Estate Development Co., Ltd.	
	Jun. 2014	Director (Representative Director) and Executive Officer of Nomura Real Estate Holdings, Inc. (To present)	
	Apr. 2015	President (Representative Director) and Chief Executive Officer of Nomura Real Estate Development Co., Ltd. (To present)	
	(Significant (Concurrent Positions)	
	President (R	epresentative Director) and Chief Executive Officer of Il Estate Development Co., Ltd.	

Name	Brief Persona Positions	l History, Responsibilities and Significant Concurrent	Shareholdings of the Company
(Date of Birth)		(Brief Personal History)	
4. Toshiaki Seki		• /	27,800
(Mar. 27, 1958)	Apr. 1980	Joined Nomura Real Estate Development Co., Ltd.	
Reelection	Jun. 2003	Director of Nomura Real Estate Development Co., Ltd.	
	Mar. 2007	Managing Director of Nomura Real Estate Development Co., Ltd.	
	Apr. 2007	President (Representative Director) of NOMURA LIVING SUPPORT CO., LTD.	
	Apr. 2008	President (Representative Director) and Chief Executive Officer of NOMURA LIVING SUPPORT CO., LTD.	
	Dec. 2010	President (Representative Director) of Nomura Real Estate Reform Co., Ltd.	
	May 2012	Executive Officer of Nomura Real Estate Holdings, Inc.	
	Apr. 2013	Director of NOMURA BUILDING MANAGEMENT CO., LTD. (currently, Nomura Real Estate Partners Co., Ltd.)	
	Apr. 2014	President (Representative Director) and Chief Executive Officer of Nomura Real Estate Partners Co., Ltd.	
	Jun. 2014	Director (Representative Director) and Executive Officer of Nomura Real Estate Holdings, Inc. (To present)	
	Apr. 2015	Director of Nomura Real Estate Urban Net Co., Ltd. (To present)	
	Apr. 2015	Chair (Representative Director) of Nomura Real Estate Partners Co., Ltd.	
	Apr. 2015	(To present) Director (Representative Director) of Nomura Real Estate Wellness Co., Ltd. (To present)	
	(Responsibil		1
	` •	Property & Facility Management Business and Senior Business	
	Management Dept.		
		Concurrent Positions)	1
		Nomura Real Estate Urban Net Co., Ltd.	
		esentative Director) of Nomura Real Estate Partners Co.,	
	Director (Re Co., Ltd.	epresentative Director) of Nomura Real Estate Wellness	

Name (Date of Birth)	Brief Personal History, Responsibilities and Significant Concurrent Positions		Shareholdings of the Company
5. Hiroyuki Kimura	(Brief Person	al History)	10,200
(Mar. 30, 1962)	Apr. 1984	Joined Nomura Real Estate Development Co., Ltd.	10,200
(1902)	Apr. 2009	Executive Officer of Nomura Real Estate	
Reelection	Jun. 2009	Development Co., Ltd. Director of Nomura Real Estate Holdings, Inc.	
	Apr. 2010	President (Representative Director) of Nomura Real Estate Investment Management Co., Ltd.	
	Apr. 2010	Director of Nomura Real Estate Capital Management Co., Ltd.	
	Apr. 2010	Director of Nomura Real Estate Asset Management Co., Ltd.	
	Oct. 2011	Managing Director of Nomura Real Estate Asset Management Co., Ltd.	
	May 2012	Executive Officer of Nomura Real Estate Holdings, Inc.	
	Jun. 2012	Director and Executive Officer of Nomura Real Estate Holdings, Inc.	
	Apr. 2013	Director and Managing Executive Officer of Nomura Real Estate Development Co., Ltd.	
	Jun. 2013	Executive Officer of Nomura Real Estate Holdings, Inc.	
	Jun. 2014	Director and Executive Officer of Nomura Real Estate Holdings, Inc. (To present)	
	(Responsibili		
	· -	al Officer, Investor Relations	

Name (Date of Birth)	Brief Persona Positions	Brief Personal History, Responsibilities and Significant Concurrent Positions		
、 ,				
6. Yukoh Yoshida			10,700	
(Aug. 8, 1962)	Apr. 1986 Dec. 2008	Joined Nomura Real Estate Development Co., Ltd. Director of NREG TOSHIBA BUILDING Co., Ltd.		
Reelection	Apr. 2009	(To present) Director and Executive Officer of Nomura Real Estate Development Co., Ltd.		
	Jun. 2009	Director of Nomura Real Estate Holdings, Inc.		
	Apr. 2012	Director and Managing Executive Officer of Nomura Real Estate Development Co., Ltd.,		
	May 2012	Director and Executive Officer of Nomura Real Estate Holdings, Inc.		
		(To present)		
	Jun. 2012	Director of MEGALOS CO., LTD.		
		(To present)		
	Apr. 2014	Director of Nomura Real Estate Partners Co., Ltd. (To present)		
	Apr. 2015	Director and Senior Managing Executive Officer of Nomura Real Estate Development Co., Ltd. (To present)		
	Jun. 2015	Director of Nomura Real Estate Wellness Co., Ltd. (To present)		
	(Responsibili	ities)		
	Supervisor of Companies	Supervisor of Administration Dept., Management of Affiliated		
	(Significant	(Significant Concurrent Positions)		
	Director and Estate Develo	Director and Senior Managing Executive Officer of Nomura Real Estate Development Co., Ltd.		
		omura Real Estate Partners Co., Ltd.		
		REG TOSHIBA BUILDING Co., Ltd.		
		omura Real Estate Wellness Co., Ltd.		
		IEGALOS CO., LTD.		

Name (Date of Birth)	Brief Persona Positions	l History, Responsibilities and Significant Concurrent	Shareholdings of the Company
7. Shigeru Matsushima	(Brief Persor		
(Oct. 31, 1949)	Apr. 1973	Joined Ministry of International Trade and Industry	
(,,)	1	(currently, Ministry of Economy, Trade and Industry)	
Reelection	Jun. 1998	Deputy Director-General for Agency of Industrial	
Term of office 2 years		Science and Technology of Ministry of International Trade and Industry	
<u>-</u>	Sep. 1999	Director-General of Chubu Bureau of International	
External director	5 - p. 1999	Trade and Industry of Ministry of International Trade	
Independent director		and Industry	
·	Apr. 2001	Professor, Faculty of Business Administration, Hosei	
	Mar. 2007	University External Director of CAC Corporation (currently,	
	Widi. 2007	CAC Holdings Corporation)	
		(To present)	
	Apr. 2008	Professor, Tokyo University of Science Graduate	
		School	
	L	(To present)	
	Jun. 2008	External Audit & Supervisory Board Member of Nomura Real Estate Holdings, Inc.	
	Apr. 2012	External Audit & Supervisory Board Member of	
	I · ·	Nomura Real Estate Development Co., Ltd.	
	Jun. 2013	External Director of Nomura Real Estate Holdings,	
		Inc.	
		(To present)	_
	· •	Concurrent Positions)	
		kyo University of Science Graduate School	
	External Dire	ctor of CAC Holdings Corporation	
	Attendance (11th term)Meeting of Board of Directors13/15 (87%)	
8. Satoko Shinohara	(Brief Persor	nal History)	
(Sep. 3, 1958)	Apr. 1983	Joined Koyama Atelier	
(r)	May 1987	Director of Spatial Design Studio	
Reelection	Oct. 1990	Director of Kengo Kuma and Associates	
Term of office 1 year	Nov. 2000	Representative Director of Spatial Design Studio	
		(To present)	
External director	Mar. 2009	Representative Director of Kengo Kuma and	
		Associates (To present)	
	Feb. 2010	Representative Partner of Satoko Shinohara Living	
	200. 2010	Design Institute LLC	
		(To present)	
	Apr. 2010	Professor of Japan Women's University	
	1 2014	(To present)	
	Jun. 2014	External Director of Nomura Real Estate Holdings, Inc.	
		(To present)	
	(Significant (Concurrent Positions)	
	· •	apan Women's University	
		e Director of Spatial Design Studio	
	-		
	-	e Director of Kengo Kuma and Associates	
		e Partner of Satoko Shinohara Living Design Institute	
	LLC		
	Attonion	11th term) Macting of Doord of Directory 11/12 (020/)	
	Attendance (11th term)Meeting of Board of Directors11/12 (92%)	

Notes:

- 1. The companies, which Satoko Shinohara represents, have transactions with the Company's subsidiaries mainly in consulting for community designs, as described below. There are no special conflicts of interests between the other candidates and the Company.
 - (1) Spatial Design Studio, for which Satoko Shinohara serves as Representative Director, has the above described transactions with the Company's wholly owned subsidiaries (Nomura Real Estate Development Co., Ltd. and Nomura Real Estate Partners Co., Ltd.).
 - (2) Satoko Shinohara Living Design Institute LLC, for which Satoko Shinohara serves as Representative Partner, has the above described transactions with Nomura Real Estate Development Co., Ltd.
- 2. Shigeru Matsushima and Satoko Shinohara are candidates for external director. The name of Satoko Shinohara as described here and above is her professional name, but her name on the family register is Satoko Kuma.
- The Company nominates Shigeru Matsushima and Satoko Shinohara as external director for the following reasons.
 (1) The Company requests that Shigeru Matsushima be elected as external director because he has great knowledge and experience and profound insights acquired through his many years as a business administration expert.
 - (2) The Company requests that Satoko Shinohara be elected as external director because she has great knowledge and experience and profound insights acquired through her many years working as an architect.
- 4. Shigeru Matsushima and Satoko Shinohara are, at present, external directors of the Company. Their term of office as external directors will be two years for Shigeru Matsushima and one year for Satoko Shinohara at the conclusion of this Ordinary General Meeting of Shareholders.
- 5. The Company has entered into agreements with Shigeru Matsushima and Satoko Shinohara to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Companies Act. If the election of Shigeru Matsushima and Satoko Shinohara is approved, the Company will continue the said agreements with each of them to limit their liability. The maximum amount of liability based on the said agreements, on condition that they perform their duties in good faith and without gross negligence, shall be the sum of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act.
- 6. Shigeru Matsushima is an independent director/auditor as stipulated under the regulations of the Tokyo Stock Exchange. If his election is approved, the Company will continue to designate him as independent director/auditor.

Proposal No. 4: Election of Five (5) Directors Serving on the Audit and Supervisory Committee

If Proposal No. 2: Partial Amendments to the Articles of Incorporation are approved as proposed, the Company will make a transition to a Company with a Board with an Audit and Supervisory Committee and the term of office of all of the five (5) audit & supervisory board members will expire once the said amendments to the Articles of Incorporation become effective. Accordingly, we would like you to elect five (5) directors serving on the audit and supervisory committee.

The resolution of this Proposal becomes effective on the condition that the partial amendments to the Articles of Incorporation in Proposal No. 2 are approved as proposed.

		erving on the audit and supervisory committee are a	
Name (Date of Birth)	Brief Personal Positions	l History, Responsibilities and Significant Concurrent	Shareholdings of the Company
1. Takao Orihara	(Brief Person	30,900	
		• /	50,900
(Feb. 6, 1958)	Apr. 1980	Joined Nomura Real Estate Development Co., Ltd.	
	Jun. 2005	Director of Nomura Real Estate Holdings, Inc.	
New election	Jun. 2005	Director of Nomura Real Estate Development Co., Ltd.	
Term of office – year	Apr. 2008	Director and Senior Executive Officer of Nomura Real Estate Development Co., Ltd.	
	Apr. 2009	Director and Managing Executive Officer of Nomura Real Estate Development Co., Ltd.	
	Apr. 2010	Director of NREG TOSHIBA BUILDING Co., Ltd.	
	May 2012	Director and Executive Officer of Nomura Real Estate Holdings, Inc.	
	Apr. 2014	Audit & Supervisory Board Member of Nomura Real Estate Development Co., Ltd. (To present)	
	Apr. 2014	Audit & Supervisory Board Member of GEO AKAMATSU CO., LTD. (To present)	
	Apr. 2014	Advisor of Nomura Real Estate Holdings, Inc.	
	Jun. 2014	Audit & Supervisory Board Member of Nomura Real	
	Jun. 2014	Estate Holdings, Inc.	
		(To present)	
	Jun. 2014	External Audit & Supervisory Board Member of Nomura Real Estate Urban Net Co., Ltd.	
		(To present)	
	Jun. 2014	External Audit & Supervisory Board Member of Nomura Real Estate Partners Co., Ltd.	
		(To present)	
	Jun. 2014	External Audit & Supervisory Board Member of MEGALOS CO., LTD.	
		(To present)	
	(Significant C	Concurrent Positions)	
	, ,		
	Audit & Supervisory Board Member of Nomura Real Estate Development Co., Ltd.		
	External Audit & Supervisory Board Member of Nomura Real Estate Urban Net Co., Ltd.		
	External Audi		
	Partners Co., I		
	Audit & Super LTD.	rvisory Board Member of GEO AKAMATSU CO.,	
		t & Supervisory Board Member of MEGALOS CO.,	

The candidates for director serving on the audit and supervisory committee are as follows.

Name	Brief Personal Positions	History, Responsibilities and Significant Concurrent	Shareholdings of the Company
(Date of Birth)			
Shigeki Fujitani	(Brief Persona	• /	
(Mar. 13, 1957)	Apr. 1981	Joined Nomura Securities Co., Ltd. (currently, Nomura Holdings, Inc.)	
New election	Apr. 2008	Executive Managing Director of Nomura Asset Management Co., Ltd.	
Term of office – year	Oct. 2008	Executive Officer of Nomura Holdings, Inc.	
	Apr. 2013	External Audit & Supervisory Board Member of Nomura Real Estate Development Co., Ltd. (To present)	
	Jun. 2013	External Audit & Supervisory Board Member of Nomura Real Estate Holdings, Inc. (To present)	
	Jun. 2013	External Audit & Supervisory Board Member of Nomura Real Estate Urban Net Co., Ltd.	
	Jun. 2013	(To present) External Audit & Supervisory Board Member of Nomura Building Management Co., Ltd. (currently, Nomura Real Estate Partners Co., Ltd.)	
	Apr. 2014	(To present) Audit & Supervisory Board Member of PRIME X. Co., Ltd.	
	Jun. 2014	(To present) External Audit & Supervisory Board Member of Nomura Real Estate Asset Management Co., Ltd. (To present)	
	Jun. 2014	External Audit & Supervisory Board Member of NREG TOSHIBA BUILDING Co., Ltd. (To present)	
	(Significant C	oncurrent Positions)	-
	External Aud	it & Supervisory Board Member of Nomura Real oppment Co., Ltd.	
	External Aud	it & Supervisory Board Member of Nomura Real Management Co., Ltd.	
		it & Supervisory Board Member of Nomura Real	
		it & Supervisory Board Member of Nomura Real	
		it & Supervisory Board Member of NREG TOSHIBA	
	Audit & Supe	ervisory Board Member of PRIME X. Co., Ltd.	

Name	Brief Personal	History, Responsibilities and Significant Concurrent	Shareholdings of
(Date of Birth)	Positions		the Company
3. Satoshi Ogishi	Dec. 1981	Registered with Dai-ichi Tokyo Bar Association	_
(Mar. 18, 1957)	Dec. 1981	Joined Nishimura & Sanada (currently, Nishimura & Asahi)	
New election	Jan. 1987	Partner of Nishimura & Sanada (currently, Nishimura & Asahi)	
Term of office – year		(To present)	
	Apr. 2005	Professor of Tokai University Law School	
External director	Apr. 2005	Director of Nozomi Servicing Co., Ltd.	
Independent director		(To present)	
	Aug. 2011	External Director of Oracle Corporation Japan (To present)	
	Jun. 2012	External Audit & Supervisory Board Member of Nomura Real Estate Development Co., Ltd.	
		(To present)	
	Jun. 2012	External Audit & Supervisory Board Member of Nomura Real Estate Holdings, Inc.	
		(To present)	
		Concurrent Positions)	
		himura & Asahi	
		ozomi Servicing Co., Ltd.	
		ctor of Oracle Corporation Japan	
	External Audi		
	Development	Co., Ltd.	
	Attendance	Meeting of Board of Directors 14/15 (93%)	
	(11th term)	Meeting of Audit & Supervisory Board 13/13 (100%)	
4. Akira Yamate	(Brief Person	• /	_
(Nov. 23, 1952)	Nov. 1977	Joined Price Waterhouse & Co.	
New election	Jul. 1991	Representative Partner of Aoyama Audit Corporation Partner of Price Waterhouse	
Term of office – year	Apr. 2000	Representative Partner of Chuo Aoyama Audit Corporation	
External director		Partner of PricewaterhouseCoopers	
Independent director	Sep. 2006	Representative Partner of PricewaterhouseCoopers Arata	
	Jun. 2013	External Audit & Supervisory Board Member of Nomura Real Estate Development Co., Ltd.	
	Jun. 2013	(To present) External Audit & Supervisory Board Member of	
		Nomura Real Estate Holdings, Inc. (To present)	
	(Significant C	Concurrent Positions)	
	ι υ	t & Supervisory Board Member of Nomura Real Estate	
	Attendance	Meeting of Board of Directors 15/15 (100%)	
	(11th term)	Meeting of Audit & Supervisory Board 13/13 (100%)	

Name	Brief Personal History, Responsibilities and Significant Concurrent		Shareholdings of the Company	
(Date of Birth)	Positions	Positions		
5. Akira Ono	(Brief Person	al History)	—	
(Dec. 28 1971)	Apr. 1998	Registered with Tokyo Bar Association		
New election	Apr. 1998	Joined Tokyo Aoyama Law Office (currently, Baker & McKenzie [Gaikokuho Joint Enterprise])		
Term of office – year	Mar. 1999	Joined Okinobu, Ishihara & Sei Law Office (currently, Spring Partners)		
External director	Jan. 2006	Partner of Spring Partners		
		(To present)		
Independent director	Jun. 2012	External Audit & Supervisory Board Member of MEGALOS CO., LTD.		
		(To present)		
	(Significant Concurrent Positions)			
	Partner of Spr	Partner of Spring Partners		
	External Audi LTD.	t & Supervisory Board Member of MEGALOS CO.,		

Notes:

- 1. There are no special conflicts of interests between the candidate and the Company.
- 2. Satoshi Ogishi, Akira Yamate and Akira Ono are candidates for external director.
- The Company nominates Satoshi Ogishi, Akira Yamate and Akira Ono as external director for the following reasons.
 The Company requests that Satoshi Ogishi be elected as external director because he has great knowledge, experience and profound insights as a legal expert acquired through his many years working as a lawyer.
 - (2) The Company requests that Akira Yamate be elected as external director because he has great knowledge and experience and profound insights as an expert at accounting and auditing acquired through his many years working as a Certified Public Accountant, although he has no experience in the management of a company.
 - (3) The Company requests that Akira Ono be elected as external director because he has great knowledge, experience and profound insights as a legal expert acquired through his many years working as a lawyer, although he has no experience in the management of a company.
- 4. The Company has entered into agreements with Shigeki Fujitani, Satoshi Ogishi and Akira Yamate to limit their liability for damages provided for in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the Companies Act. If the election of Shigeki Fujitani, Satoshi Ogishi or Akira Yamate is approved, the Company will continue the said agreements with each of them to limit their liabilities. The maximum amount of liability based on the said agreements, on condition that they perform their duties in good faith and without gross negligence, shall be the sum of the amounts stipulated in each item of Article 425, Paragraph 1 of the Companies Act. Additionally, if the election of Takao Orihara and Akira Ono are approved, the Company will enter into the same agreement stated above with each of them.
- 5. Satoshi Ogishi and Akira Yamate are independent directors/auditors (external audit & supervisory board members) as stipulated under the regulations of the Tokyo Stock Exchange. If their election is approved, the Company will continue to designate them as independent directors/auditors (external director). Additionally, if the election of Akira Ono is approved, the Company will designate him as independent director/auditor (external director) as stipulated under the regulations of the Tokyo Stock Exchange.

Proposal No. 5: Determination of Amounts of Remuneration, etc. for Directors (Excluding Directors Serving on the Audit and Supervisory Committee)

It was resolved at the ordinary general meeting of shareholders held on June 28, 2007 and June 28, 2012 that the Company would grant stock options to directors. These options are to be in the form of stock acquisition rights with a restriction on transfer to the amount of ± 650 million a year for annual remuneration that had been approved at the ordinary general meeting of shareholders held on June 26, 2006.

This time, the Company will make a transition to a Company with a Board with an Audit and Supervisory Committee on the condition that Proposal No. 2 is approved. Accordingly, the Company proposes to abolish the current limit for remuneration of directors as provided for Article 361, Paragraphs 1 and 2 of the Companies Act and set the maximum limit for the amounts of remuneration, etc. for directors (excluding those serving on the audit and supervisory committee) to ¥650 million a year in consideration of the current economic environment and other reasons. The amounts of remuneration, etc. for directors (excluding those serving on the audit and supervisory committee) do not include the portion of employee salaries for directors who are concurrently employees.

In addition, with a view to better aligning directors' interests with those of the shareholders and further enhancing the Company's corporate value, the Company proposes to grant stock options in the form of stock acquisition rights with restriction on transfer within the maximum amount set above on the condition that Proposal No.2 is approved.

The Company intends to make the features of stock options rights "the share compensation stock options (whose amount to be paid when the right is exercised shall be ¥1 per share issued upon the exercise of the rights)" as the compensation linked to the Company's business performance as described in 1 below and "market-value stock options (whose amount to be paid when the right is exercised shall be determined based on market prices of shares issued upon the exercise of the rights)" as an incentive to improve the Company's business performance as described in 2 below.

The actual number of stock acquisition rights to be granted and the actual amount of remuneration shall be determined by a resolution of the Board of Directors. It shall be within the said maximum compensation limit, and shall be determined by taking into account the amount of fixed compensation, bonus and job details of each director. The stock acquisition rights issued for directors (excluding those serving on the audit and supervisory committee) as stock options within one year from the ordinary general meeting of shareholders held at each business year are described below (A total of 130,000 shares will be issuable in each business year upon full exercise of all of the 1,300 stock acquisition rights, which account for 0.06% of the total number of shares issued by the Company of 191,118,494 shares (excluding own shares) as of March 31, 2015 [figure rounded down to the second decimal place]). Also, the balance of stock options issued as of March 31, 2015 is 1,825,900 shares, which accounts for 0.95% of the total number of shares issued by the Company of 191,118,494 shares (excluding own shares) as of March 31, 2015 [figure rounded down to the second decimal place]). Also, the total number of shares issued by the Company of 191,118,494 shares (accluding own shares) as of March 31, 2015 [figure rounded down to the second decimal place]).

The current number of directors is eight (8), but if Proposals No. 2 and No. 3 are approved as proposed, the number of directors (excluding those serving on the audit and supervisory committee) will be eight (8) (of which two (2) are external directors).

The resolution of this Proposal becomes effective on the condition that the partial amendments to the Articles of Incorporation in Proposal No. 2 are approved as proposed.

1. Features of stock acquisition rights used as share compensation stock options

(1) Total number of stock acquisition rights and number of shares issuable under stock acquisition rights:

- Total number of stock acquisition rights
 - The maximum number of stock acquisition rights shall be 1,000.
- Number of shares issuable under stock acquisition rights
 - The maximum number of shares issuable under stock acquisition rights shall be 100,000 shares. The number of shares issuable under each stock acquisition right shall be 100 shares.

The number of shares issuable under stock acquisition rights is subject to adjustment in the event of a stock split, consolidation of shares or allotment of shares without contribution, among others, after the conclusion of this general meeting of shareholders.

- (2) Amount of property to be contributed when exercising the stock acquisition rights The subject of the contribution to be made when exercising the stock acquisition rights shall be in the form of money, and the above amount shall be ¥1 (which is the amount to be paid per share issued when exercising the stock acquisition rights) multiplied by the number of shares issuable under one stock acquisition right.
- (3) Exercise period of the stock acquisition rights The stock acquisition rights are exercisable during a period to fall within five years of the starting date, which is three years from the date on which the stock acquisition rights were allotted ("the allotment date").
- (4) Restrictions on acquisition of the stock acquisition rights by assignment Acquisition of the stock acquisition rights by assignment shall require the approval of the Company's Board of Directors.
- (5) Other features of the stock acquisition rights Details of matters (1) to (4) and any other matter shall be determined by resolution of the Board of Directors.
- 2. Features of stock acquisition rights used as market-value stock options
- (1) Total number of stock acquisition rights and number of shares issuable under stock acquisition rights:
 - Total number of stock acquisition rights
 - The maximum number of stock acquisition rights shall be 300.
 - Number of shares issuable under stock acquisition rights The maximum number of shares issuable under stock acquisition rights shall be 30,000 shares.

The number of shares issuable under each stock acquisition right shall be 100 shares. The number of shares issuable under stock acquisition rights is subject to adjustment in the event of a stock split, consolidation of shares or allotment of shares without contribution, among others, after the conclusion of this general meeting of shareholders.

(2) Amount of property to be contributed when exercising the stock acquisition rights The subject of the contribution to be made when exercising the stock acquisition rights shall be in the form of money, and the above amount shall be the amount to be paid per share issued when exercising the stock acquisition rights, determined by the following method, multiplied by the number of shares issuable under one stock acquisition right.

The amount to be paid per share shall be the higher of an amount equal to the average closing price of the Company's common stock in regular trading on the Tokyo Stock Exchange in the month preceding the month of the allotment date (excluding any day on which there is no closing price) multiplied by 1.05 (fractions less than ¥1 are to be rounded up) or the closing price on the allotment date (if there is no closing price, the most recent closing price prior to this date).

The amount to be paid per share is subject to adjustment in the event of a stock split, consolidation of shares or allotment of shares without contribution, among others, after the allotment date.

- (3) Exercise period of the stock acquisition rights The stock acquisition rights are exercisable during a period to fall within five years of the starting date, which is three years from the allotment date.
- (4) Restrictions on acquisition of the stock acquisition rights by assignment Acquisition of the stock acquisition rights by assignment shall require the approval of the Company's Board of Directors.
- (5) Other features of the stock acquisition rights Details of matters (1) to (4) and any other matter shall be determined by resolution of the Board of Directors.

Proposal No. 6: Determination of Amounts of Remuneration, etc. for Directors Serving on the Audit and Supervisory Committee

The Company will make a transition to a Company with a Board with an Audit and Supervisory Committee on the condition that Proposal No. 2 is approved. Accordingly, the Company proposes to set the amounts of remuneration, etc. for directors serving on the audit and supervisory committee to \$150 million a year, as provided for Article 361, Paragraphs 1 and 2 of the Companies Act, in consideration of the current economic environment and other reasons.

If Proposal No. 2 and Proposal No. 4 are approved as proposed, the number of directors serving on the audit and supervisory committee will be five (5) (of which three (3) are external directors.)

The resolution of this Proposal becomes effective on the condition that the partial amendments to the Articles of Incorporation in Proposal No. 2 are approved as proposed.