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(Stock Exchange Code 3048)
October 31, 2017

To Shareholders with Voting Rights:

Hiroyuki Miyajima
Representative Director and President
BIC CAMERA INC.
3-23-23, Takada, Toshima-ku, Tokyo

**NOTICE OF
THE 37TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 37th Annual General Meeting of Shareholders of BIC CAMERA INC. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either procedure described below. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Wednesday, November 15, 2017 (JST).

[Exercise of voting rights via postage]

Please indicate your votes of approval or disapproval for proposals on the enclosed Voting Rights Exercise Form and return the form to the Company by 6:00 p.m. on Wednesday, November 15, 2017 (JST).

[Exercise of voting rights via the Internet]

Please access the designated Website for Exercise of Voting Rights (the Internet) and enter your votes of approval or disapproval for proposals in accordance with instructions on the screen using the “voting right exercise code” and the “password” indicated on the enclosed Voting Rights Exercise Form by 6:00 p.m. on Wednesday, November 15, 2017 (JST).

When you exercise your voting rights via the Internet, please refer to “Guidance on the Exercise of Voting Rights via the Internet” on page 3.

1. Date and Time: Thursday, November 16, 2017, at 10:00 a.m. (JST)

2. Venue: Large Hall, Itabashi Culture Hall
51-1, Oyama-higashicho, Itabashi-ku, Tokyo

3. Meeting Agenda:

Matters to be reported:

- (1) The Business Report, Consolidated Financial Statements for the Company's 37th Fiscal Year (September 1, 2016 - August 31, 2017) and results of audits by the Accounting Auditor and the Board of Corporate Auditors regarding the Consolidated Financial Statements
- (2) Non-consolidated Financial Statements for the Company's 37th Fiscal Year (September 1, 2016 - August 31, 2017)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 13 Directors
- Proposal 3:** Election of 1 Substitute Corporate Auditor

4. Other Matters regarding This Notice of Convocation

Among the documents to be provided with this notice of convocation, "Major Business Offices" and "Systems for Ensuring Appropriate Business Operations and Operational Status Thereof" of the Business Report, "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements, and "Non-consolidated Statement of Changes in Shareholders' Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements are not enclosed herewith but provided separately at the Company's website (<http://www.biccamera.co.jp/ir/english/download.html>) in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation. Consequently, the Attached Documents to this notice of convocation are part of the documents that were audited by the Corporate Auditors and the Accounting Auditor in preparing the Audit Reports.

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- Any changes in Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company's website (<http://www.biccamera.co.jp/ir/english/download.html>) on the Internet.
 - Upon attending the meeting, please present the enclosed Voting Rights Exercise Form to the receptionist at the venue of the meeting.

Guidance on the Exercise of Voting Rights via the Internet

1. Exercise of Voting Rights via the Internet

- (1) In place of exercising your voting rights in writing, it is possible to exercise your voting rights by PC or cellular phone via the “Website for Exercise of Voting Rights” (URL below) designated by the Company. When you wish to exercise your voting rights via the Internet, please use the voting right exercise code and the password, which are printed on the right side of the enclosed Voting Rights Exercise Form, to log-in, and follow the instructions on the screen to enter your votes. Further, for security purposes, you will be prompted to change your password the first time you log-in.

<http://www.it-soukai.com>

- (2) The deadline for voting is 6:00 p.m. on Wednesday, November 15, 2017 (JST) and votes must be finished entering by the above time. An early exercise of your vote would be very much appreciated.
- (3) If you exercise your voting rights both in writing and via the Internet, the vote via the Internet shall be accepted as the valid exercise of your voting rights. If you exercise your voting rights via the Internet more than once, the latest vote shall be accepted as the valid exercise of your voting rights.
- (4) The password (including the password changed by the shareholder) is valid only for this General Meeting of Shareholders. New passwords will be issued for the next General Meeting of Shareholders.
- (5) The cost for Internet connection is to be borne by the shareholders.

(Please note)

- The password is a tool to identify the person who is voting as the shareholder himself/herself. Please note that the Company will not contact shareholders regarding their passwords.
- If you enter an incorrect password more than a certain number of times, the password will be locked and become invalid. If it is locked, please follow the guidance on the screen.
- The Website for Exercise of Voting Rights has been confirmed for use through common Internet connection devices. However, there is a possibility that exercise is not possible depending on the device you use.

2. Inquiries

If you have any questions or inquiries, please contact Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Department (below) which is the administrator of shareholder registry.

- (1) Inquiries regarding use of the Website for Exercise of Voting Rights:

Toll-free telephone: 0120-768-524 (Operating Hours: 9:00 a.m. through 9:00 p.m. (JST) on business days, only in Japan)

- (2) Inquiries on share administrative affairs other than the above:

Toll-free telephone: 0120-288-324 (Operating Hours: 9:00 a.m. through 5:00 p.m. (JST) on business days, only in Japan)

(Reference)

Institutional investors may also use the Electronic Voting Platform operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers the appropriate distribution of profits to shareholders as one of the most important management issues. Our basic policy for the distribution of profits is that we maintain a stable distribution of profits in the long term, after taking into account strengthening of financial structure and accumulation of internal reserves and comprehensively considering future business expansion, etc.

In line with the aforementioned policy, we propose a year-end dividend of ¥7 per share for the current fiscal year, as follows.

As the Company has already paid an interim dividend of ¥5 per share in May 2017, the annual dividend for the current fiscal year will be ¥12 per share.

(1) Type of dividend property

Cash

(2) Matters concerning allocation of dividend property to shareholders and its total amount

¥7 per common share of the Company

Total amount of dividends: ¥1,272,741,155

(3) Effective date of the distribution of surplus

November 17, 2017

Proposal 2: Election of 13 Directors

The terms of office of all 13 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In that regard, the election of 13 Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hiroyuki Miyajima (October 24, 1959)	<p>March 1984 Joined the Company</p> <p>April 1996 Director; Store Manager, Ikebukuro Main Store</p> <p>June 2002 Director; Director General, Sales</p> <p>November 2004 Senior Executive Director; Director General, Merchandise</p> <p>March 2005 Representative Director and Senior Executive Officer; Director General, Merchandise</p> <p>November 2005 Representative Director and President</p> <p>September 2011 Representative Director and President; Representative Executive Officer</p> <p>June 2012 Director, Kojima Co., Ltd. (to present)</p> <p>September 2016 Representative Director and President; President Executive Officer (to present)</p> <p>[Reasons for nomination] Mr. Miyajima has been serving as Representative Director and President of the Company since November 2005, and accordingly has amassed abundant experience, achievements, and insight in the course of engaging in the Bic Camera Group (the "Group"). As such, we have nominated him as a candidate for Director upon deeming that he is qualified to take on management of the Group drawing on his leadership strengths.</p>	281,400

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Hitoshi Kawamura (September 3, 1955)	<p>April 1976 Joined Bic Color Inc. (changed trade name to Bic Camera (Takasaki) Inc. in May 1978)</p> <p>February 1989 Representative Director and President, Bic Camera (Takasaki) Inc.</p> <p>March 1998 Representative Director and President, Umokobo Co., Ltd.</p> <p>November 2007 Outside Corporate Auditor, Nippon BS Broadcasting Corporation</p> <p>November 2008 Director of the Company (in charge of General Affairs)</p> <p>February 2009 Director; General Manager, General Affairs Department</p> <p>September 2011 Director and Executive Officer; General Manager, General Affairs Department</p> <p>January 2013 Director and Vice President</p> <p>September 2015 Director and Vice President; Vice President Executive Officer; Director General, General Affairs, and General Manager, General Affairs Department</p> <p>November 2015 Director, Nippon BS Broadcasting Corporation (to present)</p> <p>December 2015 Director and Vice President; Vice President Executive Officer; Director General, General Affairs, and General Manager, General Affairs Department and Legal Affairs Department of the Company</p> <p>April 2016 Director and Vice President; Vice President Executive Officer; Director General, General Affairs, and General Manager, Legal Affairs Department</p> <p>September 2016 Director and Vice President; Vice President Executive Officer</p> <p>November 2016 Representative Director and Vice President; Vice President Executive Officer (to present)</p> <p>[Reasons for nomination] Mr. Kawamura has long served the Group, not only as a manager with responsibility in the general affairs realm but also as Representative Director and President of a Group company, and accordingly has amassed abundant experience, achievements, and insight over this time. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	174,300

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Susumu Noguchi (December 13, 1956)	<p>March 1986 Joined the Company</p> <p>April 1996 Director; Store Manager, Shibuya East Store</p> <p>May 1998 Director; General Manager, Merchandise Department</p> <p>November 2005 Director; General Manager, Related Business Department</p> <p>February 2006 Representative Director and President, Sofmap Co., Ltd.</p> <p>September 2009 Managing Director; Director General, Merchandise</p> <p>September 2011 Director and Managing Director; Director General, Merchandise</p> <p>November 2011 Director and Managing Director; Director General, Merchandise</p> <p>March 2012 Director and Managing Director; Director General, Sales</p> <p>April 2013 Director and Senior Executive Officer (to present)</p> <p>[Reasons for nomination] Mr. Noguchi has long served the Group, not only as a manager with responsibility in the merchandise procurement realm but also as Representative Director and President of a Group company, and accordingly has amassed abundant experience, achievements, and insight over this time. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	17,500
4	Tomoyoshi Uranishi (February 16, 1951)	<p>April 1974 Joined the Ministry of Finance</p> <p>January 1998 Minister, Embassy of Japan in the UK</p> <p>June 2000 Deputy Director-General, Financial Services Agency (in charge of Supervisory Bureau)</p> <p>June 2001 Director-General, Yokohama Customs, Ministry of Finance</p> <p>June 2002 Deputy Director-General, Customs and Tariff Bureau</p> <p>August 2003 Executive Officer, Tokyo Stock Exchange, Inc.</p> <p>June 2009 Managing Director, Tokyo Stock Exchange, Inc.</p> <p>June 2013 Joined the Company, Advisor</p> <p>September 2013 Senior Executive Officer; Director General, Finance & Accounting</p> <p>November 2013 Director and Senior Executive Officer; Director General, Finance & Accounting</p> <p>April 2015 Director and Senior Executive Officer, supervising Internal Audit & Internal Control (to present)</p> <p>[Reasons for nomination] Mr. Uranishi has experience and broad-ranging knowledge gained through working in financial administration etc. at the Ministry of Finance, and Financial Services Agency. He also possesses extensive insight gained through key positions held at Tokyo Stock Exchange, Inc. He joined the Company in June 2013, and since then he has amassed abundant insight in the realms of finance, accounting, internal audit and internal control. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	2,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Toru Abe (June 16, 1961)	<p>July 2005 Joined the Company</p> <p>February 2006 General Manager, Office of the President</p> <p>November 2009 Director; General Manager, Corporate Planning Department</p> <p>November 2010 Director; Director General, Corporate Planning, and General Manager, Corporate Planning Department</p> <p>November 2010 Representative Director, Tokyo Camera Distribution Cooperative (to present)</p> <p>September 2011 Director and Executive Officer; Director General, Corporate Planning, and General Manager, Corporate Planning Department of the Company</p> <p>September 2012 Director and Managing Director; Director General, Corporate Planning, and General Manager, Corporate Planning Department</p> <p>January 2013 Representative Director and President, Tokyo Keikaku Co., Ltd. (to present)</p> <p>November 2013 Director, Kojima Co., Ltd. (to present)</p> <p>September 2014 Director and Managing Director; Director General, Corporate Planning, General Manager, Corporate Planning Department, and General Manager, Public Relations & IR Department of the Company</p> <p>February 2017 Director and Senior Executive Officer; Director General, Corporate Planning, General Manager, Corporate Planning Department, and General Manager, Public Relations & IR Department of the Company (to present)</p> <p>[Reasons for nomination] Mr. Abe has long served the Group, not only as a manager with responsibility in the management strategy development realms, but also as Representative Director and President of a Group company, and accordingly has amassed abundant experience, achievements, and insight over this time. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	11,200

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Eiji Tamura (January 19, 1960)	<p>April 1983 Joined Recruit Co., Ltd.</p> <p>July 1999 General Manager, Office of the President, Recruit Co., Ltd.</p> <p>April 2006 General Manager, Health Management Office, Health Insurance Association, Recruit Co., Ltd.</p> <p>June 2010 Joined the Company</p> <p>October 2010 Deputy General Manager, Corporate Planning Department</p> <p>April 2011 General Manager, Corporate Planning Department</p> <p>September 2011 Executive Officer; General Manager, Human Resources Department</p> <p>September 2016 Executive Officer; Director General, General Affairs, and General Manager, Human Resources Department</p> <p>November 2016 Director and Executive Officer; Director General, General Affairs, and General Manager, Human Resources Department</p> <p>February 2017 Director and Managing Director; Director General, General Affairs, and General Manager, Human Resources Department (to present)</p> <p>[Reasons for nomination] Mr. Tamura has long acted as a manager with responsibilities in the human resources and corporate planning realms, and accordingly has amassed abundant experience, achievements, and insight. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	25,600
7	Yusuke Sami (December 6, 1959)	<p>April 1982 Joined the Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>November 1998 General Manager, Commerce, Industry, Labor & Tourism Department, Oita Prefectural Government</p> <p>January 2001 Director, Service Industries Division, Commerce and Information Policy Bureau, the Ministry of Economy, Trade and Industry</p> <p>June 2002 Director, Economic Research Division, Economic Affairs Bureau, General Secretariat, Japan Fair Trade Commission</p> <p>July 2011 Deputy Representative, Taipei Office, Interchange Association, Japan</p> <p>May 2014 Joined the Company, Advisor</p> <p>September 2015 Executive Officer; General Manager, Office of the President</p> <p>November 2015 Director and Executive Officer; General Manager, Office of the President (to present)</p> <p>[Reasons for nomination] Mr. Sami has experience, broad-ranging knowledge and extensive human networks related to industry-related government policy from his long-standing service in the Ministry of Economy, Trade and Industry, and since joining the Company in May 2014, he has drawn on these attributes to amass experience in business alliance projects. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	1,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Noriko Otsuka (September 22, 1965)	<p>August 1991 Joined the Company</p> <p>September 1998 Store Manager, Ikebukuro Higashiguchi Ekimae Store</p> <p>September 2001 Representative Director and President, BIC TOYS INC.</p> <p>May 2005 General Manager, Internal Audit Office of the Company</p> <p>September 2011 General Manager, Internal Audit Office and Internal Control Office</p> <p>September 2013 Executive Officer; General Manager, Internal Audit Office and Internal Control Office</p> <p>November 2016 Director and Executive Officer; General Manager, Internal Audit Office and Internal Control Office (to present)</p> <p>[Reasons for nomination] Ms. Otsuka has long served the Group, not only as a manager with responsibility in the internal audit and internal control realms but also as Representative Director and President of a Group company, and accordingly has amassed abundant experience, achievements, and insight over this time. As such, we have nominated her as a candidate for Director, with expectations that she will draw particularly on such expertise in taking on the task of management.</p>	600
9	Masato Morioka (July 9, 1957)	<p>April 1980 Joined the Ministry of Labor (currently Ministry of Health, Labour and Welfare)</p> <p>May 1991 Assistant Counsellor, First Department, Cabinet Legislation Bureau</p> <p>August 2007 Director-General, Kanagawa Labor Bureau, Ministry of Health, Labour and Welfare</p> <p>July 2009 Deputy Director-General of Minister's Secretariat, Ministry of Health, Labour and Welfare</p> <p>September 2012 Director-General, Osaka Labour Bureau, Ministry of Health, Labour and Welfare</p> <p>July 2013 Director, Japan Organization of Occupational Health and Welfare</p> <p>June 2016 Joined the Company, Advisor</p> <p>September 2016 Executive Officer, supervising Human Resources and Legal Affairs</p> <p>November 2016 Director and Executive Officer, supervising Human Resources and Legal Affairs (to present)</p> <p>[Reasons for nomination] Mr. Morioka has experience and broad-ranging knowledge on labor-related administration, gained through his long-standing service at the Ministry of Health, Labour and Welfare, and since June 2016, he has acquired abundant insight while mainly playing an active role performing managerial oversight of labor affairs as Advisor to the Company and Executive Officer (supervising Human Resources and Legal Affairs). As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	300

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	Kazuyoshi Kimura (November 12, 1943)	<p>April 1967 Joined Nikko Securities Co., Ltd.</p> <p>March 2000 Director and Vice President, Nikko Securities Co., Ltd.</p> <p>June 2005 Director and Chairman, Nikko Cordial Securities Inc.</p> <p>April 2012 Joined the Company, Advisor</p> <p>June 2012 Outside Director, DAIWA HOUSE INDUSTRY CO., LTD. (to present)</p> <p>June 2012 Outside Corporate Auditor, SPARX Group Co., Ltd. (to present)</p> <p>November 2012 Director of the Company (to present)</p> <p>February 2013 Representative Director and Chairman, Kojima Co., Ltd.</p> <p>September 2013 Representative Director, Chairman, President; Representative Executive Officer, Kojima Co., Ltd. (to present)</p> <p>June 2014 Outside Director, Tochigi Television Co., Ltd. (to present)</p> <p>[Reasons for nomination] Mr. Kimura has gained abundant experience and great insight acting as a business manager of major securities firms. Since joining the Group in February 2013, he has also amassed abundant experience, achievements and insight in such key roles as Representative Director and Chairman of a Group company, Kojima Co., Ltd. As such, we have nominated him as a candidate for Director, with expectations that he will draw particularly on such expertise in taking on the task of management.</p>	7,100

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	Toshishige Namai (November 26, 1943)	<p>June 1999 Director; General Manager, Corporate Planning Division, Tokyo Broadcasting Systems, Inc.</p> <p>June 2001 Senior Executive Officer; General Manager, Corporate Planning Division and General Manager, IR Promotion Office, Tokyo Broadcasting Systems, Inc.</p> <p>June 2002 Representative Director and President, BS-i, Inc.</p> <p>June 2002 Director, Tokyo Broadcasting Systems, Inc.</p> <p>November 2005 Director of the Company (to present)</p> <p>June 2009 Director and Chairman, TBS Service, Inc.</p> <p>June 2009 Advisor, Tokyo Broadcasting System Holdings, Inc.</p> <p>June 2009 Advisor, BS-TBS, INC.</p> <p>April 2016 Senior Advisor, BS-TBS, INC. (to present)</p> <p>June 2017 Advisor, TOKYO BROADCASTING SYSTEM TELEVISION, INC. (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Namai maintains a wealth of experience and extensive insight as a business manager. Drawing on that wide-ranging point of view, he furnishes sound advice to management of the Company and otherwise carries out the supervisory function from an independent standpoint. As such, we deem that he will properly carry out his duties serving as Outside Director. He will have served 12 years as Outside Director of the Company as of the conclusion of this Annual General Meeting of Shareholders.</p>	21,700
12	Masaaki Sato (July 27, 1942)	<p>April 2002 Director and Vice President, Mizuho Bank, Ltd.</p> <p>July 2003 Advisor, Nihonbashi Kogyo Co., Ltd.</p> <p>March 2004 Director, Shoei Co., Ltd.</p> <p>June 2004 Company Auditor, NICHIREI CORPORATION</p> <p>March 2005 Director and Chairman, Shoei Co., Ltd.</p> <p>March 2010 Senior Advisor, Shoei Co., Ltd.</p> <p>November 2010 Director of the Company (to present)</p> <p>June 2016 Advisor, TOKAI Holdings Corporation (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Sato maintains a wealth of experience and extensive insight as a business manager. Drawing on that wide-ranging point of view, he furnishes sound advice to management of the Company and otherwise carries out the supervisory function from an independent standpoint. As such, we deem that he will properly carry out his duties serving as Outside Director. He will have served 7 years as Outside Director of the Company as of the conclusion of this Annual General Meeting of Shareholders.</p>	32,300

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
13	Noboru Yamada (March 23, 1945)	<p>April 1969 Joined Nihon Keizai Shimbunsha</p> <p>July 1999 General Manager, Network Division, TV TOKYO Corporation</p> <p>March 2001 Director (in charge of General Affairs), BS Japan Corporation</p> <p>July 2004 Senior Executive Director (in charge of Programming), Television Hokkaido Broadcasting Co., Ltd.</p> <p>June 2007 Representative Director and President, BS Japan Corporation</p> <p>June 2012 Advisor, Nikkei Inc.</p> <p>November 2015 Director of the Company (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Yamada maintains a wealth of experience and extensive insight as a business manager. Drawing on that wide-ranging point of view, he furnishes sound advice to management of the Company and otherwise carries out the supervisory function from an independent standpoint. As such, we deem that he will properly carry out his duties serving as Outside Director. He will have served 2 years as Outside Director of the Company as of the conclusion of this Annual General Meeting of Shareholders.</p>	1,800

(Notes)

- Candidate for Director, Mr. Toru Abe, is the Representative Director of Tokyo Keikaku Co., Ltd. with which the Company has transactions such as payment of advertisement fees and lease of real estates. Furthermore, Mr. Abe is the Representative Director of Tokyo Camera Distribution Cooperative with which the Company has transactions such as borrowing of funds, and the Company also guarantees the liabilities of the Cooperative.
- Candidate for Director, Mr. Kazuyoshi Kimura, is the Representative Director of Kojima Co., Ltd. with which the Company has transactions such as receiving outsource of merchandise ordering operations, receiving outsource of payment operations, and lending funds, and the Company also guarantees the liabilities of Kojima Co., Ltd. Furthermore, Kojima Co., Ltd. and the Company are competitors in the business regarding sales of home appliances.
- There are no special interests between each candidate for Director and the Company other than the above.
- Mr. Toshishige Namai, Mr. Masaaki Sato and Mr. Noboru Yamada are candidates for Outside Director.
- Limitation of Liability Agreements with Outside Directors
Based on Article 427, paragraph 1 of the Companies Act and Article 30 of the Company's Articles of Incorporation, the Company has entered into an agreement with Mr. Toshishige Namai, Mr. Masaaki Sato and Mr. Noboru Yamada respectively to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, to the minimum liability amount provided by laws and regulations. If they are reelected at the meeting and assume the office of Outside Directors, the Company will continue the above Limitation of Liability Agreements with them.
- Independent Officers
The Company has designated Mr. Toshishige Namai, Mr. Masaaki Sato and Mr. Noboru Yamada as independent officers pursuant to the provisions of the Tokyo Stock Exchange and has registered them to the Tokyo Stock Exchange. If they are reelected at the meeting and assume the office of Directors, the Company will continue their registration as independent officers.

Proposal 3: Election of 1 Substitute Corporate Auditor

To prepare for a case in which the number of Corporate Auditors falls short of the number provided by laws and regulations, we would like to propose the election of Mr. Takeshi Toshimitsu as Outside Corporate Auditor to substitute for Outside Corporate Auditor.

The effectiveness of the election under this proposal may be cancelled on the basis of resolution of the Board of Directors with approval of the Board of Corporate Auditors; provided, however, that it is only in a time before assuming office.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Takeshi Toshimitsu (May 30, 1972)	March 2000 Completed Doctoral Program of Ph.D. (Physics), Graduate School of Science and Technology, Keio University	-
	March 2000 Established Asagao System Co., Ltd, Director	
	October 2002 Joined MTB Investment Technology Institute Co., Ltd. (currently Mitsubishi UFJ Trust Investment Technology Institute Co., Ltd.)	
	December 2011 Registered as an attorney at law, Joined Matsuda & Partners	
	July 2014 Established Seven Lights Law Firm, Co-Representative Partner (to present)	
	October 2015 Director, Marudai Taisei Shoji Co., Ltd. (to present)	
	April 2017 Auditor, Social Welfare Corporation Keishoukai (to present)	
[Reasons for nomination as a candidate for Substitute Outside Corporate Auditor] Mr. Toshimitsu has abundant experience and broad-ranging insight as a business manager and an attorney at law. We have nominated him as a candidate for Substitute Outside Corporate Auditor so that he may apply such expertise with respect to the Company's audit framework.		

(Notes)

1. There are no special interests between the candidate for Substitute Corporate Auditor and the Company.
2. Mr. Takeshi Toshimitsu is a candidate for Substitute Outside Corporate Auditor.
3. Limitation of Liability Agreement with Substitute Outside Corporate Auditor
If Mr. Takeshi Toshimitsu is elected as Substitute Corporate Auditor and assumes the office of Outside Corporate Auditor, based on Article 427, paragraph 1 of the Companies Act and Article 42 of the Company's Articles of Incorporation, the Company will enter into an agreement with him to limit the liability for damages under Article 423, paragraph 1 of the Companies Act, to the minimum liability amount provided by laws and regulations.