NOTICE OF CONVOCATION OF THE 81ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

To our Shareholders:

You are cordially invited to attend the 81st Ordinary General Meeting of Shareholders of Fuji Heavy Industries Ltd. (the “Company”), to be held as set forth below.

If you are unable to attend the meeting, you can exercise your voting rights via the following methods. After reading the “Reference Documents for the Exercise of Voting Rights” contained herein, please exercise your voting rights.

[Exercise of Voting Rights by Mail]
Please indicate your vote for or against each of the proposals on the enclosed voting form, and return the form to the Company so that it arrives no later than 5:45 p.m., Thursday, June 21, 2012.

[Exercise of Voting Rights via the Internet]
Please access the relevant Web site for the exercise of voting rights (http://www.it-soukai.com/ or https://daiko.mizuho-tb.co.jp/). This site is provided in Japanese only. Enter the “Voting Code” and the “Password” provided on the enclosed voting form and follow the instructions on the screen to enter your vote for or against each of the proposals no later than 5:45 p.m., Thursday, June 21, 2012.

Sincerely,

Yasuyuki Yoshinaga,  
President and COO

1. Date and Time:  Friday, June 22, 2012, 10 a.m.
2. Place:  Lower Ground F1, Century Room
          Hyatt Regency Tokyo
          7-2, Nishi-Shinjuku 2-chome, Shinjuku-ku, Tokyo
* Please refer to the map of the place; http://tokyo.regency.hyatt.com/hyatt/hotels/services/maps/index.jsp;jsessionid=A7192759A1B2D57DE470173823513FA1.atg04-prd-atg2?icamp=propMapDirections

(Securities Code: 7270)  
May 31, 2012

Fuji Heavy Industries Ltd.  
7-2, Nishi-Shinjuku 1-chome,  
Shinjuku-ku, Tokyo, Japan
3. Agenda of the Meeting:

**Matters to Be Reported:** These are provided in Japanese only.

1. Presentation of the Business Report and the Consolidated Financial Statements for the 81st Fiscal Period (April 1, 2011, through March 31, 2012), as well as the Independent Auditors’ Reports of the Accounting Auditors and the Board of Corporate Auditors on the Consolidated Financial Statements
2. Presentation of the Non-Consolidated Financial Statements for the 81st Fiscal Year (April 1, 2011, through March 31, 2012)

**Proposals to Be Voted on:**

- **Proposal No. 1:** Approval of the Proposed Appropriation of Retained Earnings
- **Proposal No. 2:** Partial amendment to the Articles of Incorporation
- **Proposal No. 3:** Election of Seven (7) Directors of the Board
- **Proposal No. 4:** Election of Two (2) Corporate Auditors
- **Proposal No. 5:** Election of One (1) Substitute Corporate Auditor

* If you are attending the meeting in person, please submit the enclosed voting form at the reception desk after completion. Please note that only shareholders are allowed to attend the meeting, and proxies who are not shareholders or those accompanying are not allowed.

* Among the information to be provided to our shareholders with this notice of convocation, the notes to consolidated financial statements and the notes to non-consolidated financial statements are separately provided on the Company’s Web site (http://www.fhi.co.jp/ir/index.html) in accordance with law and Article 15 of the Company’s Articles of Incorporation. Therefore, such information is not provided herewith.

The consolidated and non-consolidated financial statements that were audited by the Company’s Board of Corporate Auditors and the Accounting Auditors when they prepared the respective audit reports include the aforementioned notes to consolidated and non-consolidated financial statements, as well as the financial information provided in the attachment of this notice of convocation.

* In case any changes are made in the Reference Documents for the Exercise of Voting Rights, the Business Report and the Consolidated/Non-Consolidated Financial Statements, such changes will be posted on the Company’s Web site: http://www.fhi.co.jp/english/ir/index.html
REFERENCE DOCUMENTS FOR THE EXERCISE OF VOTING RIGHTS

Proposals and Information:
Proposal No. 1: Approval of the Proposed Appropriation of Retained Earnings

As for the appropriation of surplus for the year under review, it is proposed as follows.

The Company positions return to shareholders as an important managerial issue, and intend to maintain a continuous payment of dividends, while giving consideration to its performance each year, investment plans and management environment.

Upon consideration of the Company’s business performance for the year under review and future business possibilities, as well as its management environment and other factors, it is hereby proposed that the year-end dividend for the 81st fiscal period be as follows.

1. Type of Dividend:
   Cash

2. Regarding Dividends to Shareholders and its Amount:
   ¥4.50 per share of the Company’s common stock
   Total dividends: ¥3,513,866,117
   The annual dividend for the year under review would be ¥9.00 per share including the paid interim dividend of ¥4.50 per share.

3. Effective Date:
   June 25, 2012
Proposal No. 2: Partial amendment to the Articles of Incorporation

1. Reasons for the amendments
   To increase the publicity of the Company’s public notices and reduce the public notice expenses, the Company proposes to adopt the method of electronic public notice instead of the conventional method of publication in the Nihon Keizai Shimbun as prescribed in Article 4 of the current Articles of Incorporation. The Company also proposes to prescribe an alternative method of public notice in the case that it is unable to give electronic public notice due to unavoidable circumstances.

2. Description of the amendments
   The detailed amendments to the Articles of Incorporation are as follows.

<table>
<thead>
<tr>
<th>Current Articles of Incorporation</th>
<th>Proposed amendments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chapter 1, General Provisions</td>
<td>Chapter 1, General Provisions</td>
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<tr>
<td>(Method for Public Notices)</td>
<td>(Method for Public Notices)</td>
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<td>The public notices of the Company shall be given by way of publication in the Nihon Keizai Shimbun.</td>
<td>The public notices of the Company shall be given by way of electronic public notice, provided, however, that the method of publication in the Nihon Keizai Shimbun shall be used for cases where the Company is unable to give public notice by way of electronic public notice due to an accident or other unavoidable circumstances.</td>
</tr>
</tbody>
</table>
Proposal No. 3: Election of Seven (7) Directors of the Board

The terms of office of seven (7) Directors of the Board will expire at the conclusion of this Ordinary General Meeting of Shareholders. It is hereby proposed that seven (7) Directors of the Board be elected. Candidates for the position of Director of the Board are as follows:

<table>
<thead>
<tr>
<th>No.</th>
<th>Name</th>
<th>Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held</th>
<th>Number of the Company’s Shares Held</th>
</tr>
</thead>
</table>
| 1   | Yasuyuki Yoshinaga        | Apr. 1977 Joined the Company  
Oct. 1999 General Manager of Sales Planning Department, Domestic Sales Division  
Apr. 2005 Corporate Vice President, Senior General Manager of Strategy Development Division and General Manager of Corporate Planning Department  
Jun. 2006 Corporate Vice President, Chief General Manager of Strategy Development Division  
Apr. 2007 Corporate Vice President, Chief General Manager of Subaru Japan Sales & Marketing Division and General Manager of Sales Promotion Department  
Jun. 2007 Corporate Senior Vice President, Chief General Manager of Subaru Japan Sales & Marketing Division  
Jun. 2009 Director of the Board and Corporate Executive Vice President, Chief General Manager of Subaru Japan Sales & Marketing Division  
Jun. 2011 Representative Director of the Board, President and COO (to the present)  
*(Significant Positions Concurrently Held)*  
Director, Subaru of Indiana Automotive, Inc.  
Director, Subaru of America, Inc. | 36,000 shares |

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<tr>
<th>No.</th>
<th>Name</th>
<th>(Date of Birth)</th>
<th>Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held</th>
<th>Number of the Company’s Shares Held</th>
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<tbody>
<tr>
<td>2</td>
<td>Jun Kondo</td>
<td>(July 20, 1950)</td>
<td>Apr. 1976 Joined the Company&lt;br&gt;Apr. 1999 General Manager of 2nd Production Department, Gunma Plant&lt;br&gt;Jun. 2003 Corporate Vice President, Chief General Manager of Subaru Manufacturing Division and Chief General Manager of Gunma Plant&lt;br&gt;May 2004 Corporate Vice President, Chief General Manager of Subaru Cost Planning &amp; Management Division and General Manager of Cost Planning Department&lt;br&gt;Jun. 2004 Corporate Senior Vice President, Chief General Manager of Subaru Cost Planning &amp; Management Division&lt;br&gt;Jun. 2006 Corporate Senior Vice President, Chief General Manager of Subaru Cost Planning &amp; Management Division and Senior General Manager of Subaru Purchasing Division&lt;br&gt;Apr. 2007 Corporate Senior Vice President, Chief General Manager of Strategy Development Division and Chief General Manager of Subaru Cost Planning &amp; Management Division&lt;br&gt;Jun. 2008 Director of the Board and Corporate Executive Vice President, Chief General Manager of Strategy Development Division&lt;br&gt;Apr. 2009 Director of the Board and Corporate Executive Vice President&lt;br&gt;Jun. 2011 Representative Director of the Board and Deputy President (to the present)&lt;br&gt;(Responsibilities in the Company)&lt;br&gt;Subaru Customer Center, Subaru Parts &amp; Accessories Division, Subaru Manufacturing Division, Subaru of Indiana Automotive, Inc., Aerospace Company&lt;br&gt;(Significant Positions Concurrently Held)&lt;br&gt;Director, Subaru of Indiana Automotive, Inc.</td>
<td>40,000 shares</td>
</tr>
<tr>
<td>No.</td>
<td>Name (Date of Birth)</td>
<td>Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held</td>
<td>Number of the Company’s Shares Held</td>
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| 3   | Akira Mabuchi (Sep. 11, 1953) | Apr. 1979: Joined the Company  
Jul. 2000: General Manager of Chassis Design Department, Subaru Engineering Division  
Apr. 2005: Corporate Vice President, Senior General Manager of Subaru Engineering Division and General Manager of Engineering Administration Department  
Jun. 2007: Corporate Senior Vice President, Chief General Manager of Subaru Engineering Division  
Apr. 2009: Corporate Senior Vice President, Chief General Manager of Strategy Development Division  
Jun. 2010: Director of the Board and Corporate Executive Vice President  
Jun. 2011: Director of the Board and Corporate Executive Vice President  
Oct. 2011: Director of the Board and Corporate Executive Vice President  
General Manager, China Project Office (to the present)  
(Responsibilities in the Company)  
Corporate Planning Department, Business Planning Department, Affiliated Companies Department, China Project Office, Subaru Cost Planning & Management Division, Subaru Purchasing Division, Subaru Quality Assurance Division. | 34,000 shares |
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<tbody>
<tr>
<td>4</td>
<td>Naoto Muto (April 7, 1953)</td>
<td>Apr. 1977 Joined the Company Jun. 1999 General Manager of Engine Design Department, Subaru Development and Engineering Division Apr. 2005 Corporate Vice President, Senior General Manager of Subaru Product &amp; Portfolio Planning Division and General Manager of Subaru Product &amp; Portfolio Planning Department Jun. 2006 Corporate Vice President, Chief General Manager of Subaru Product &amp; Portfolio Planning Division Jun. 2007 Corporate Senior Vice President, Chief General Manager of Subaru Product &amp; Portfolio Planning Division Apr. 2009 Corporate Senior Vice President, Chief General Manager of Subaru Purchasing Division Jun. 2010 Corporate Executive Vice President, Chief General Manager of Subaru Purchasing Division Jun. 2011 Director of the Board and Corporate Executive Vice President, Chief General Manager of Subaru Purchasing Division Apr. 2012 Director of the Board and Corporate Executive Vice President Chief General Manager of Subaru Engineering Division Chief General Manager of Subaru Technical Research Center (to the present)</td>
<td>27,000 shares</td>
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*(Responsibilities in the Company)*

Intellectual Property Department, Subaru Product & Portfolio Planning Division, Subaru Engineering Division, Subaru Technical Research Center
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<td>5</td>
<td>Tomohiko Ikeda (September 23, 1953)</td>
<td>Apr. 1977 Joined the Company&lt;br&gt;Apr. 1998 Transfer to Subaru of America, Inc.&lt;br&gt;Jun. 2006 Corporate Vice President, Chief General Manager of Subaru Overseas Division&lt;br&gt;Apr. 2007 Corporate Vice President, Chief General Manager of Subaru Overseas Division 1 and Chairman, President &amp; CEO, Subaru of America, Inc.&lt;br&gt;Apr. 2009 Corporate Senior Vice President, General Manager of Human Resources Department&lt;br&gt;Jun. 2011 Director of the Board and Corporate Executive Vice President, General Manager of Human Resources Department&lt;br&gt;Apr. 2012 Director of the Board and Corporate Executive Vice President, Chief General Manager, Subaru Global Marketing Division (to the present)&lt;br&gt;<strong>(Responsibilities in the Company)</strong>&lt;br&gt;Secretarial Office, Finance &amp; Accounting Department, Corporate Communications Department, Human Resources Department, Business Process &amp; Information System Management Department, General Administration Department, Legal Department, Internal Audit Department, Subaru Global Marketing Division, Subaru Japan Sales &amp; Marketing Division, Subaru Overseas Sales &amp; Marketing Division 1, Subaru Overseas Sales &amp; Marketing Division 2, Subaru of America, Inc.&lt;br&gt;<strong>(Significant Positions Concurrently Held)</strong>&lt;br&gt;Chairman, Fuji Heavy Industries Health Insurance Society Director, Subaru of America, Inc.</td>
<td>13,000 shares</td>
</tr>
<tr>
<td>No.</td>
<td>Name (Date of Birth)</td>
<td>Biography, Posts and Responsibilities in the Company, and Significant Positions Concurrently Held</td>
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<td>6</td>
<td>Mitsuru Takahashi (July 13, 1955)</td>
<td>Apr. 1978 Joined the Company&lt;br&gt;Jun. 2001 Staff General Manager, Finance &amp; Accounting Department&lt;br&gt;Jun. 2003 General Manager, Finance &amp; Accounting Department&lt;br&gt;Jun. 2006 Corporate Vice President, General Manager, Finance &amp; Accounting Department&lt;br&gt;Apr. 2009 Corporate Senior Vice President, General Manager, Finance &amp; Accounting Department&lt;br&gt;Apr. 2010 Corporate Senior Vice President, General Manager, Finance &amp; Accounting Department &amp; President, Eco Technologies Company&lt;br&gt;Jun. 2010 Corporate Executive Vice President, General Manager, Finance &amp; Accounting Department &amp; President, Eco Technologies Company&lt;br&gt;Apr. 2011 Corporate Executive Vice President, President, Eco Technologies Company (to the present)&lt;br&gt;(Significant Positions Concurrently Held)&lt;br&gt;Corporate Auditor, Subaru Finance Co., Ltd</td>
<td>10,000 shares</td>
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<td>7</td>
<td>Toshio Arima (May 31, 1942)</td>
<td>Apr. 1967 Joined Fuji Xerox Co., Ltd.&lt;br&gt;Jun. 2002 Representative Director, Fuji Xerox Co., Ltd.&lt;br&gt;Oct. 2006 Director, FUJIFILM Holdings Corporation&lt;br&gt;Jun. 2007 Director and Adviser, Fuji Xerox Co., Ltd.&lt;br&gt;Jul. 2007 Board Member, Global Compact Japan Network (to the present)&lt;br&gt;Jun. 2008 Executive Corporate Advisor, Fuji Xerox Co., Ltd.&lt;br&gt;Jun. 2011 Outside Director of the Company (to the present)&lt;br&gt;(Significant Positions Concurrently Held)&lt;br&gt;Outside Director, Kirin Holdings Company, Limited&lt;br&gt;Outside Director, Resona Holdings, Inc.</td>
<td>0 shares</td>
</tr>
</tbody>
</table>

Notes:
1. The candidates have no special interest relationships with the Company.
2. An asterisk (※) indicates a new candidate.
3. Of the Director candidates, Toshio Arima is a candidate for Outside Director and will have served one (1) year as an Outside Director of the Company at the conclusion of this Ordinary General Meeting of Shareholders. During this period, he has provided valuable advice on the management of the Company based on his abundant experience and extensive knowledge as a business manager and his deep insights into corporate social responsibility. Therefore, the Company proposes his reelection as Outside Director because it is expected that he will continue to provide sufficient advice on and supervise the management of the Company in all aspects from an independent standpoint.
4. After Toshio Arima assumed the office of Outside Director, it was revealed that an employee of the Company had engaged in the wrongful outflow of funds from the Company for more than one fiscal year and made untruthful statements regarding sponsored and subsidized businesses with the Ministry of Economy, Trade and Industry, and others. Toshio Arima did not recognize the existence of such fact until it was revealed, but he
pursued his duties by providing suggestions as to the importance of internal controls on a continuous basis to enhance the Company’s systems for ensuring that the execution of the duties by directors complies with laws, regulations and the Articles of Incorporation and other systems for ensuring the properness of operations. After the said fact was revealed, he performed his responsibility by advising the execution of strict measures to prevent the reoccurrence of such problems.

5. To allow the Company's Outside Directors to fulfill their expected roles, Article 25 of the Company’s Articles of Incorporation provides that the Company may conclude a contract with its Outside Director to limit liabilities for the compensation of damages under Article 423 Item 1 of the Corporation Law. Accordingly, the Company holds a contract with Toshio Arima that sets the upper limit of liabilities at whichever is higher, ¥5 million or an amount stipulated by law. If his reelection is approved, the Company will continue the said contract.

6. The Company designates Toshio Arima as an independent director as set forth by the Tokyo Stock Exchange. If his reelection is approved, the Company will continue this designation.
Proposal No. 4: Election of Two (2) Corporate Auditors

Of the current four (4) Corporate Auditors, the term of office of two Outside Corporate Auditors, Nobushige Imai and Kenji Tamazawa, will expire at the conclusion of this Ordinary General Meeting of Shareholders. It is hereby proposed that two Outside Corporate Auditors be elected.

This proposal has been approved at a Board of Corporate Auditors Meeting. The candidates for the position of Outside Corporate Auditor are as follows.

<table>
<thead>
<tr>
<th>No.</th>
<th>Name</th>
<th>Biography, Posts in the Company and Significant Concurrent Positions</th>
<th>Number of the Company’s Shares Held</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Nobushige Imai (December 1, 1949)</td>
<td>Apr. 1972 Joined The Industrial Bank of Japan, Limited&lt;br&gt;Jun. 2000 Executive Officer, General Manager of General Fund Division, The Industrial Bank of Japan, Limited&lt;br&gt;Apr. 2002 Senior Executive Officer, Mizuho Corporate Bank, Ltd.&lt;br&gt;Apr. 2004 President, IBJ Systems Ltd.&lt;br&gt;Oct. 2004 Representative Director of the Board, Senior Executive Vice President, Mizuho Information &amp; Research Institute, Inc.&lt;br&gt;Jun. 2008 Standing Corporate Auditor of the Company (Outside Corporate Auditor) (to the present)</td>
<td>7,000 shares</td>
</tr>
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<td></td>
<td><em>(Significant Positions Concurrently Held)</em>&lt;br&gt;Corporate Auditor, SUBARU KOHSAN INC.</td>
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<td>2</td>
<td>Takatoshi Yamamoto (October 20, 1952)</td>
<td>Apr. 1975 Joined Nomura Research Institute, Ltd.&lt;br&gt;Jun. 1999 Vice Chairman and Managing Director, Morgan Stanley Japan Limited Tokyo Branch&lt;br&gt;Jul. 2005 Vice Chairman and Managing Director, UBS Securities Japan Co., Ltd.&lt;br&gt;Jun. 2009 Managing Director, CASIO COMPUTER CO., LTD.&lt;br&gt;Jun. 2011 Part-Time Advisor, CASIO COMPUTER CO., LTD. (scheduled to retire as of June 20, 2012)</td>
<td>0 shares</td>
</tr>
</tbody>
</table>

Notes:
1. The candidates have no special interest relationships with the Company.
2. An asterisk (*) indicates a new candidate.
3. Nobushige Imai and Takatoshi Yamamoto are the candidates for Outside Corporate Auditor.
4. Nobushige Imai will have served four (4) years as an Outside Corporate Auditor of the Company at the conclusion of this Ordinary General Meeting of Shareholders. During this period, he has promoted the reinforcement of the Company’s auditing systems based on his abundant experience and extensive knowledge in the financial industry, thereby fulfilling his role of supervising the Company’s business management. Therefore, the Company proposes his election as Outside Corporate Auditor because it is expected that he will continue to execute his duties appropriately from the objective and neutral standpoint as an Outside Corporate Auditor.
5. While Nobushige Imai was in service as an Outside Corporate Auditor of the Company, it was revealed that an employee of the Company had engaged in the wrongful outflow of funds from the Company for more than one fiscal year and made untruthful statements regarding sponsored and subsidized businesses with the Ministry of Economy, Trade and Industry, and others. Nobushige Imai did not recognize the existence of such fact until it was revealed, but he pursued his duties by providing suggestions as to the importance of internal controls on a continuous basis to enhance the Company’s systems for ensuring that the execution of the duties
by directors complies with laws, regulations and the Articles of Incorporation and other systems for ensuring the properness of operations. After the said fact was revealed, he performed his responsibility by advising the execution of strict measures to prevent the reoccurrence of such problems.

6. Takatoshi Yamamoto has extensive knowledge on corporate activities as a securities analyst and in business management through his experience as a director of a manufacturing company. Therefore, the Company proposes his election as Outside Corporate Auditor because it is expected that he will be able to perform the duties of an Outside Corporate Auditor appropriately. If he is elected as Outside Corporate Auditor, the Company will designate him as an independent auditor as set forth by the Tokyo Stock Exchange.

7. To allow the Company’s Outside Corporate Auditors to fulfill their expected roles, Article 37 of the Company’s Articles of Incorporation provides that the Company may conclude a contract with its Outside Corporate Auditors to limit liabilities for compensation of damages under Article 423 Item 1 of the Corporation Law. Accordingly, the Company holds a contract with Nobushige Imai that sets the upper limit of liabilities at whichever is higher, ¥5 million or an amount stipulated by law. If his reelection is approved, the Company will continue said contract. If Takatoshi Yamamoto is elected as Outside Corporate Auditor, the Company will conclude the said contract with him as well.
Proposal No. 5: Election of One (1) Substitute Corporate Auditor

It is proposed that one (1) Substitute Auditor for Outside Corporate Auditor be elected in case of vacancy of the statutory number of Corporate Auditors.

The candidate for the position of Substitute Auditor for Outside Corporate Auditor is as follows:

The validity of the resolution on the election of Kenji Tamazawa shall expire at the opening of the first Ordinary General Meeting of Shareholders to be held after said resolution is made, and can be nullified by resolution of the Board of Directors, with the consent of the Board of Corporate Auditors Meeting, only before he assumes office.

The proposal has been approved by the Board of Corporate Auditors Meeting.

<table>
<thead>
<tr>
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<th>Number of the Company’s Shares Held</th>
</tr>
</thead>
</table>
| Kenji Tamazawa (November 20, 1949) | Apr. 1973 Enter Tokyo Regional Taxation Bureau  
Jul. 1984 Resign National Tax Agency  
Aug. 1984 Register as Certified Public Accountant  
Aug. 2001 Register as Certified Tax Accountant  
Sep. 2001 Establish Kenji Tamazawa Tax Accountant Office (Representative, to the present)  
May 2010 Outside Auditor, Three F Co., LTD (to the present)  
May 2012 Outside Corporate Auditor of the Company (to the present) | 0 shares |

Notes:
1. The above candidate for Substitute Corporate Auditor has no special interest relationship with the Company.
2. The above candidate is nominated for Substitute Auditor for Outside Corporate Auditor.
3. We chose Kenji Tamazawa as a candidate for Substitute Auditor for Outside Corporate Auditor in the belief that he is capable as an Outside Corporate Auditor of the Company and should be able to fulfill the relevant duties if he takes office.

Due to his long experience as a Certified Public Accountant and Certified Tax Accountant, Kenji Tamazawa has advanced professional expertise in corporate management. Although he has no experience dealing directly with corporate management other than as Outside Auditor, he has adequate insights to guide corporate management based on his expertise in corporate accounting and tax.

4. To allow the Company’s Outside Corporate Auditors to fulfill their expected roles, Article 37 of the Company’s Articles of Incorporation provides that the Company may conclude a contract with its Outside Corporate Auditor to limit liabilities for compensation of damages under Article 423 Item 1 of the Corporation Law. Accordingly, the Company will conclude a contract with Kenji Tamazawa that sets the upper limit of liabilities at whichever is higher, ¥5 million or an amount stipulated by law, if he assumes the office of Outside Corporate Auditor.

5. After Mr. Tamazawa assumes office, the Company will register him as the Independent Corporate Auditor set forth by Tokyo Stock Exchange.