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Renewal of Countermeasures (Takeover Defense) in Response to Large-scale Purchase of Enplas Shares, Etc.

Enplas Corporation (the “Company”) decided to introduce the “Countermeasures in Response to Large-scale Purchase of Enplas Shares, Etc.” (hereinafter called the “Former Plan”) at the meeting of the Board of Directors of the Company held on April 28, 2009, which was approved by a majority of the votes of the shareholders present at the 48th ordinary shareholders’ meeting of the Company held on June 26, 2009. The Company decided to renew the “Countermeasures in Response to Large-scale Purchases of Enplas Shares, Etc.,” with some amendments to the Former Plan, at the meeting of the Board of Directors of the Company held on April 27, 2012, which was approved by a majority of the votes of the shareholders present at the 51st ordinary shareholders’ meeting of the Company held on June 28, 2012. (The countermeasures renewed as above are hereinafter called the “Current Plan.”)

Since then, the Company has continually considered the contents of the Current Plan as an effort to achieve maintenance and improvement of Return on Equity Ratio (ROE) of the Company, and to ensure the further protection and enhancement of the Company’s corporate value and therefore common interests of the shareholders by keeping a close eye on the status of enforcement of and revisions to the relevant laws and regulations, recent trends of social conditions and the economic situation and so on and based on the progress of a recent controversy about a defense against a takeover.

The Company announces that, as a result of such considerations, toward the realization of the maintenance and improvement of Return on Equity Ratio (ROE) of the Company, it has fully reviewed the Current Plan and decided to renew the “Countermeasures in Response to Large-scale Purchases of Enplas Shares, Etc.” at the meeting of the Board of Directors of the Company held on April 30, 2015. The Company also announces that it has been resolved to submit a resolution with regard to such renewal at the 54th ordinary shareholders’ meeting of the Company to be held on June 26, 2015 (hereinafter called the “Ordinary Shareholders’ Meeting”). (The countermeasures renewed as above are hereinafter called the “New Plan.”)

At the said meeting of the Board of Directors, all of the auditors, including the external auditors, of the Company, showed their approval for the New Plan on the premise that the practical operation of the New Plan would be duly implemented.

A summary of major changes to the Current Plan made in the New Plan is as set out below:

- (1) As cases for which External Professionals should be consulted for advice, the following were added: (i) cases where there is a need to provide additional information to Large-scale Share Purchasers, (ii) cases where the specific contents of information included in the Required Information List is decided, (iii) cases where the Board of Directors Evaluation Period is established or extended, and (iv) cases where the countermeasures are discontinued or withdrawn.
- (2) The first day of the calculation of the Board of Directors Evaluation Period was specified.

- (3) Cases where the Board of Directors Evaluation Period is extended were specified in order to pursue careful evaluation and consideration of the contents of the Large-scale Purchase.
- (4) A provision was explicitly set out stating that noncompliance with the Large-scale Purchase Rules by the Large-scale Share Purchaser would not be recognized only by the fact that such Large-scale Share Purchaser failed to provide such part of the Large-scale Purchase information as required by the Board of Directors of the Company.
- (5) In order to secure the reasonableness and fairness of judgments of the Board of Directors of the Company on whether or not to trigger the countermeasures, whether or not to maintain the triggered countermeasures and whether or not to extend the Board of Directors Evaluation Period, and also, in order to otherwise ensure the reasonableness and fairness of the New Plan, it was decided to establish the Special Committee as an organization that is independent from the Board of Directors of the Company.
- (6) It was decided to define the cases where a resolution should be approved at the Shareholders' Meeting to Confirm the Shareholders' Opinion to trigger the countermeasures even if the Large-scale Share Purchaser failed to comply with the Large-scale Purchase Rules.
- (7) It was decided to limit the cases and list such limited cases where the Large-scale Purchase would be deemed to be clearly admitted to cause significant damage to the Company's corporate value and the shareholders' common interests in triggering the countermeasures.

Unless the New Plan is approved by a majority of the votes of the shareholders present at the Ordinary Shareholders' Meeting, it will not be introduced and the Current Plan will terminate at the closure of the Ordinary Shareholders' Meeting upon the expiration of the effective term.

The major shareholders of the Company as of March 31, 2015 are as set out in Exhibit 1. There is no proposal, etc. with regard to the Large-scale Purchase of the shares, etc. of the Company received as of today.

I. Basic Policy with Regard to Person Who Controls Decisions over Company's Financial and Business Policies

The Company's shares are listed on the stock exchange and the Company is allowed to freely trade its shares on the market. Therefore, a proposal to purchase shares will not be necessarily denied even if it is a proposal of a Large-scale Purchase of the Company's shares by a certain person, as long as such purchase can contribute to the protection and enhancement of the Company's corporate value and common interests of the shareholders. Making a decision on whether or not to accept a proposal for Large-scale Purchases is closely related to an issue about to whom the Company should entrust its management, and thus the Company believes that such decision should be made ultimately by the shareholders of the Company.

However, it cannot be denied that some of the proposals for Large-scale Purchases may significantly damage the Company's corporate value and common interests of the shareholders if the shareholders do not receive necessary and adequate information to make the ultimate decision, if it is likely to actually force the shareholders to sell the Company's shares or if there is no intention shown to be sincerely involved in the management of the Company.

The Company believes that a person who controls decisions over the Company's financial and business policies should be a person who fully understands the Company's corporate philosophy, various resources of the Company's corporate value and relationship of trust with each stakeholder supporting the Company and sincerely intends to protect and enhance the Company's corporate value and common interests of the shareholders for the medium and long term. Therefore, the Company believes that any person who makes a proposal for an inappropriate Large-scale Purchase or commits any similar actions thereto, which may significantly damage the Company's corporate value and common interests of the shareholders, is inappropriate as a person who controls decisions over the Company's financial and business policies.

II. Special Efforts that Can Contribute to Realization of Basic Policy

1. Resources to Back Up the Company's Corporate Value

The Company believes that, by developing corporate activities based on its corporate philosophy, "Enplas will continue pursuing cutting-edge technology and offering creative value to the global market, based on advanced technologies cultivated in the field of engineering plastics," the Company's corporate value and common interests of the shareholders will be enhanced.

The Enplas Group was formerly known as Dai-ichi Seiko in 1962, and since then, it has been involved in a range of integrated manufacturing steps from mold manufacturing to mold processing. In particular, it has developed its micro-fabrication technology and components development capability, cultivated in the development of engineering plastic products, into electronic or automobile-related, optical, semiconductor, liquid-crystal, and LED-related product technologies, which are the current business bases of the Enplas Group.

The Company, based on such businesses, has an excellent (i) development capability which enables it to carry out development in various business fields such as the electronics, automobile, optics and semiconductor fields, (ii) overall manufacturing technology including designing, processing and evaluating of engineering plastic parts, (iii) ability to respond to the demands of global customers and (iv) strong financial base.

Since its foundation, the Company has been engaged in integrated manufacturing steps from mold manufacturing to mold processing with advanced manufacturing technologies in the areas of design, processing, evaluation and so on, and thus has responded to the strong technological needs of its customers. Such continuous and steady activities have improved the Company's abilities to conduct development as well as its manufacturing technology, which is one of the factors that have enabled it to diversify its business to the current broad range of areas. The Company believes that the said capabilities of development and manufacturing technology, which have enabled micro-fabrication, are resources that back up the Company's

corporate value.

Since the establishment of its first overseas base in Singapore in 1975, the Company has also actively pursued global development. By doing so, we respond to the needs of a broad range of customers all over the world and propose the optimal manufacturing base required by them. Such group-wide global responding ability is also one of the resources that back up the Company's corporate value.

In addition, the Company believes that the strong financial base which enables it to conduct research, development and capital investment will activate investment activities for the future and enhance the corporate value.

2. Efforts to Enhance Corporate Value

With regard to the recent business environment surrounding the Enplas Group, we have been generally facing difficult management conditions, such as, in the domestic businesses, effects of the backlash against the last-minute demand arising from the rise in the consumption tax and concern about higher exporting costs due to the sharp depreciation of the yen and, in the overseas businesses, the slowing economic growth of China, which has supported the world economy, due to the prolonged economic stagnation in Europe.

In such environment, in order to capture future revenue-generating opportunities, the Enplas Group has implemented various measures, such as receiving the transferred semiconductor peripherals business of a European distributor, carrying out a capital and business alliance with a bio-related company, transferring the headquarters' functions of the semiconductor peripherals business to Singapore, and establishing new bases in the Philippines and the west coast of the U.S.

In addition, in the Enplas Group, the Return on Equity Ratio (ROE) of the Company has been regarded as an important management indicator that shows the result of business activities, and we aggressively promoted the acquisition of treasury stock and dividend policy in order to achieve maintenance and improvement of Return on Equity Ratio (ROE) of the Company.

The Enplas Group will further expand its business by strengthening its customer, manufacturing, creativity and quality bases which compose the Company's business base and the financial base which enables such activities.

In particular, (i) in the engineering plastic products business, the provision of high-value added products with proposals of solutions and functional value, enhancement of the competitive strength in manufacturing technology and cost reductions will be promoted in order to advance a business structure reform. And, in the bio-related business, the expansion of sales of the Company's products in the life science market will be promoted by producing a synergy with DNA Chip Research Inc. with which a capital and business alliance agreement has been executed for the purpose of having it grow as a new business pillar.

(ii) In the semiconductor peripherals business, positive sales activities will be developed by incorporating market needs under the customer support system centered on the Singapore Head Office and allied with distributing subsidiaries located all over the world for the purpose of expanding market shares in the burn-in socket and test socket fields.

(iii) In the optical devices business, the development of high-performance products of a diffusion lens for TV LEDs, which has become the primary product, and the expansion of sales in developing countries will be promoted and the sign and lighting businesses using the diffusion lens for LEDs will be established. In the optical communication-related business, further growth as a developing business will be promoted and responding to high-speed communication and the production of smaller products will be aimed at.

(iv) For mold processing technology, the Company continuously promotes structural reforms to shorten the manufacturing lead time, carries out technological reform and develops such technology; and in the production department it continuously enhances its domestic strength in manufacturing technology and conducts global cost-reduction activities.

The Company will implement the various measures set out above and endeavor to enhance the Company's

corporate value and common interests of the shareholders with support from the shareholders, customers, business partners, employees, persons related to the Company in each area and all stakeholders.

3. Corporate Governance

The Company positions the enhancement of its corporate governance as one of the essential issues for its management and has been engaged positively in improving the transparency of its management and enhancing the supervisory function.

In particular, the Company has introduced an executive officer system and enhances the supervisory function over its management by dividing its “management” from its “execution” processes, and also it speeds up the execution of operations in an effort to sustainably enhance its corporate value.

The Board of Directors serves as a management function for establishing important policies and making decisions and, with two external directors posted, the supervisory function of the Board of Directors is therefore enhanced. In order to make the management responsibility of the directors clear, their term of office is stipulated as a period of one (1) year.

The Board of Auditors consists of two full-time company auditors and two external auditors meeting the criterion of independence prescribed by Tokyo Stock Exchange, Inc. The auditors attend important meetings in addition to meetings of the Board of Directors, give advice and make proposals from an objective viewpoint, perform a supervisory function over the Company’s management, and implement audits with high workability in alliance with an accounting auditor and a person in charge of the internal audit.

With the purpose of enhancing the workability of corporate governance, the Company has planned to shift from a “company with a board of auditors” to a “company with an audit committee, etc.” subject to the approval of the shareholders at the Ordinary Shareholders’ Meeting.

III. Efforts to Prevent Decisions over Company’s Financial and Business Policies from Being Controlled by Inappropriate Person in Light of Basic Policy

1. Purpose of Introducing New Plan

The purpose of introducing the New Plan is to achieve maintenance and improvement of Return on Equity Ratio (ROE) of the Company, and to much more protect and enhance the Company’s corporate value and common interests of the shareholders.

The Board of Directors of the Company believes, as set out in the Basic Policy in Section I above, that any person who makes a proposal for an inappropriate Large-scale Purchase or commits any similar actions thereto, which may significantly damage the Company’s corporate value and common interests of the shareholders, is inappropriate as a person who controls decisions over the Company’s financial and business policies. In order to prevent decisions over the Company’s financial and business policies from being controlled by such inappropriate person, the New Plan will be introduced so that, if there is any proposal for a Large-scale Purchase of the shares, etc. of the Company, the shareholders have necessary and adequate information and time to judge whether or not to accept such proposal and the Board of Directors of the Company may evaluate and consider the contents of the proposal for a Large-scale Purchase with regards to whether it is likely to significantly damage the Company’s corporate value and common interests of the shareholders and provide an alternative proposal to the shareholders or negotiate with a proposer.

2. Contents of New Plan

(1) Procedures for New Plan

(1-1) Large-scale Purchase Subject to New Plan

Any actions falling under Item (i) or (ii) below or any similar actions thereto, excluding those approved by the Board of Directors of the Company, (hereinafter called the “Large-scale Purchase”) will

be subject to the New Plan. Any person who does or intends to make the Large-scale Purchase (hereinafter called the “Large-scale Share Purchaser”) shall follow the procedures set forth in the New Plan (hereinafter called the “Large-scale Purchase Rules”).

- (i) Any purchase of share certificates, etc.¹ issued by the Company by a holder², which causes such holder’s holding ratio of such share certificates, etc.³ to be twenty (20) percent or more.
- (ii) Any tender offer⁵ of share certificates, etc. issued by the Company⁴, which causes the total of the ownership ratio of share certificates, etc.⁶ in respect of the tender offer and the holding ratio of share certificates of a person in a special relationship⁷ to be twenty (20) percent or more.

¹ Hereinafter, the term refers to “share certificates, etc.” as defined in Article 27-23(1) of the Financial Instruments and Exchange Act unless otherwise provided. If any law or regulation referred to in the New Plan is revised (including a change of the name thereof and the enactment of a new law or regulation which succeeds to the old law or regulation), each of the provisions thereof referred to in the New Plan shall be replaced by each of the provisions of the practically succeeding law or regulation thereto after such revision unless otherwise decided by the Board of Directors of the Company.

² The term refers to “holder” as defined in Article 27-23(1) of the Financial Instruments and Exchange Act and includes a person who is included in a holder under Paragraph (3) of the same Article.

³ Hereinafter, the term refers to “holding ratio of share certificates, etc.” as defined in Article 27-23(4) of the Financial Instruments and Exchange Act.

⁴ Hereinafter in Paragraph (ii), the term refers to “share certificates, etc.” as defined in Article 27-2(1) of the Financial Instruments and Exchange Act.

⁵ Hereinafter, the term refers to “tender offer” as defined in Article 27-2(6) of the Financial Instruments and Exchange Act.

⁶ Hereinafter, the term refers to “ownership ratio of share certificates, etc.” as defined in Article 27-2(8) of the Financial Instruments and Exchange Act.

⁷ Hereinafter, the term refers to “person in a special relationship” as defined in Article 27-2(7) of the Financial Instruments and Exchange Act, except for those prescribed in Article 3(2) of the Cabinet Office Ordinance concerning Disclosure of Tender Offer of Share Certificates, etc. by Non-Issuer for those listed in Item 1 of the same Paragraph.

(1-2) Submission of Statement of Intention

Prior to initiating the Large-scale Purchase, the Large-scale Share Purchaser will be required to submit to the President of the Company a document, in such form as otherwise stipulated by the Company, which contains pledges, etc. of complying with the Large-scale Purchase Rules (hereinafter called the “Statement of Intention”) as well as a transcript of the commercial registry, a copy of articles of incorporation and other documents which objectively certify the existence of the Large-scale Share Purchaser. In particular, the Statement of Intention should contain matters set out in each of the following Items from (i) to (iii).

The Statement of Intention and all other documents to be submitted by the Large-scale Share Purchaser to the Company shall be in Japanese.

- (i) Summary of Large-scale Share Purchaser
 - a. name and address or location,
 - b. governing law of establishment,
 - c. purposes and contents of business,
 - d. name and title of a representative,
 - e. domestic contact, and
 - f. pledges of complying with the Large-scale Purchase Rules
- (ii) Number of the shares, etc. of the Company currently held by the Large-scale Share Purchaser and the status of trading of the shares, etc. of the Company by the Large-scale Share Purchaser within sixty (60) days prior to the submission of the Statement of Intention, and
- (iii) Summary of the Large-scale Purchase proposed by the Large-scale Share Purchaser, including the class and number of the shares, etc. of the Company to be acquired by the Large-scale Share Purchaser by means of the Large-scale Purchase and the purpose(s) of the Large-scale Purchase (with

details thereof for any purposes relating to the acquisition of control or participation in the management, net investment or political investment, assignment of the shares, etc. of the Company to a third party after the Large-scale Purchase, act of making an important suggestion, etc.⁸ or others). If there are multiple purposes, all of the purposes should be stated.

⁸ Hereinafter, the term refers to “act of making important suggestion, etc.” as defined in Article 27-26(1) of the Financial Instruments and Exchange Act, Article 14-8-2(1) of the Order for Enforcement of the Financial Instruments Act and Article 16 of the Cabinet Office Ordinance concerning Disclosure of Large Holding of Share Certificates, Etc. unless otherwise provided.

(1-3) Provision of Required Information

The Large-scale Share Purchaser who has submitted to the President of the Company the Statement of Intention will be required to submit necessary and adequate information for the shareholders to make decisions over the Large-scale Purchase as follows:

First, within ten (10) business days⁹ from the day on which the Statement of Intention is received from the Large-scale Share Purchaser, the Company sends to the Large-scale Share Purchaser a list of information to be initially provided by the Large-scale Share Purchaser (hereinafter called the “Required Information List”). Then, the Large-scale Share Purchaser provides the President of the Company with the adequate information in accordance with the Required Information List.

If it is reasonably judged by the Board of Directors of the Company after consulting with and obtaining advice from a third party who is independent from the Board of Directors of the Company, including a lawyer, certified public accountant, certified public tax accountant, financial advisor, consultant and other professionals, (hereinafter called the “External Professional”) that such information provided by the Large-scale Share Purchaser pursuant to the Required Information List is inadequate for the shareholders to make decisions and for the Board of Directors of the Company to implement evaluation and consideration with regards to the purchase in light of the contents and manner of the Large-scale Purchase, the Large-scale Share Purchaser will be required to provide such additional information as otherwise requested by the Board of Directors of the Company within a specified response period. The response period shall be up to sixty (60) days calculating from the date of the Required Information List.

Regardless of the contents or manner of the Large-scale Purchase, those pieces of information with regards to each of the following items shall be included in the Required Information List in principle. However, the specific contents of those pieces of information included in the Required Information List will be reasonably decided by the Board of Directors of the Company, after consulting with and obtaining advice from the External Professionals, in light of the contents and manner of the relevant Large-scale Purchase. Unless the Large-scale Share Purchaser is able to provide any of those pieces of information with regard to items set out in the Required Information List, the Large-scale Share Purchaser will be required by the Company to provide a specific reason why the Large-scale Share Purchaser is unable to provide such information.

- (i) Particulars of the Large-scale Share Purchaser and its group, including a joint holder¹⁰ and person in a special relationship, and each partner and other member in case of any fund. This includes the history, specific name, capital structure, business description, financial information, names and professional career of officers and so on.
- (ii) Purpose(s) of the Large-scale Purchase (details of the purpose(s) disclosed in the Statement of Intention), method and contents. This includes existence or non-existence of the intention to participate in the management, kind and amount of consideration of the Large-scale Purchase, time of the Large-scale Purchase, related trading structure, number of shares, etc. to be purchased,

ownership ratio of share certificates, etc. after the purchase and legality of the method of the Large-scale Purchase.

- (iii) Calculation base of the consideration of the Large-scale Purchase. This includes the assumed fact of calculation, calculation method, numerical information used in the calculation, contents of synergy expected to arise out of a sequence of trading in respect of the Large-scale Purchase and name and summary of opinion of any third party that is listened to in the calculation and the course of determining the amount based on such third party's opinion.
- (iv) Corroboration of funding for the Large-scale Purchase. This includes the specific names of persons who provide funds, including an actual provider, funding method and contents of related trading.
- (v) Existence or non-existence of communication with a third party in implementing the Large-scale Purchase, and its contents and a summary of the third party, if any.
- (vi) Type of the Security Agreement, Etc., counterparties and the specific contents of agreement, such as the number of subject shares, etc., for any lease agreement, security agreement, sell-back agreement, agreement to complete a reserved sale or other important agreements or arrangements with regard to the shares, etc. of the Company already held by the Large-scale Share Purchaser (hereinafter called the "Security Agreement, Etc.>").
- (vii) Type of the agreement to be executed, counterparty and the specific contents of the agreement, such as the number of subject shares, etc. for any Security Agreement or other agreement to be executed with a third party with regard to the Company's shares to be acquired by the Large-scale Share Purchaser through the Large-scale Purchase.
- (viii) Summary of management policies, business plans, capital policies and allotment policies of the Company and its group after the Large-scale Purchase.
- (ix) Handling policy of the Company's employees, business partners, customers, local community and other stakeholders in respect of the Company after the Large-scale Purchase.
- (x) Specific measures to prevent a conflict of interest with other shareholders of the Company.

The Board of Directors of the Company promptly discloses such fact if it receives the Statement of Intention from the Large-scale Share Purchaser and if it sends the Required Information List to the Large-scale Share Purchaser. The Board of Directors also discloses, at the time it judges appropriate, any or all of the information provided by the Large-scale Share Purchaser and, for any information not provided by the Large-scale Share Purchaser, the description of such information and the reason for the non-provision (hereinafter called the "Information Provided by the Large-scale Share Purchaser"), which is admitted as being necessary for the shareholders to make decisions.

The Company promptly notifies the Large-scale Share Purchaser of and discloses such fact if the Board of Directors of the Company reasonably judges that the Information Provided by the Large-scale Share Purchaser is adequate as the Large-scale Purchase information and the provision thereof has been completed, (hereinafter called the "Notice of Completion of Information Provision").

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Hereinafter, a "business day" means any day other than those listed in each item of Article 1(1) of the Act on Holidays of Administrative Organs.

¹⁰

Hereinafter, the term refers to the "joint holder" as defined in Article 27-23(5) of the Financial Instruments and Exchange Act and includes a person admitted by Board of Directors of the Company to be deemed as the "joint holder" under Paragraph 6 of the same Article.

(1-4) Evaluation Period by Board of Directors

After giving the Notice of Completion of Information Provision, the Board of Directors of the Company sets a period, during which the Board of Directors of the Company will evaluate, consider, negotiate, formulate an opinion and establish alternative proposals, depending on the difficulty of the Large-scale Purchase evaluation, of (i) sixty (60) days from the date of the Notice of Completion of

Information Provision in the case of a tender offer subject to all of the shares, etc. of the Company for which the consideration is limited to cash (Japanese yen) or (ii) ninety (90) days from the date of the Notice of Completion of Information Provision in the other cases of the Large-scale Purchase after consulting with and obtaining advice from the External Professionals (hereinafter called the “Board of Directors Evaluation Period”).

During the Board of Directors Evaluation Period, the Board of Directors of the Company shall fully evaluate and consider the Information Provided by the Large-scale Share Purchaser by consulting with and obtaining advice from the External Professionals, as necessary, and evaluate and consider the contents of the Large-scale Purchase to be implemented by the Large-scale Share Purchaser in terms of protecting and enhancing the Company’s corporate value and common interests of the shareholders. Through this evaluation and consideration, the Board of Directors of the Company shall sincerely summarize an opinion of the Board of Directors of the Company with regard to the Large-scale Purchase and shall notify the Large-scale Share Purchaser thereof and disclose it to the shareholders at an appropriate time and in an appropriate manner. The Board of Directors may also negotiate with the Large-scale Share Purchaser concerning the conditions and method of the Large-scale Purchase, as necessary, and provide an alternative proposal of the Board of Directors of the Company to the shareholders.

If there is any unavoidable reason for the Board of Directors of the Company not being able to summarize its opinion during the Board of Directors Evaluation Period, the Board of Directors of the Company may extend the Board of Directors Evaluation Period up to thirty (30) days (only for once) to the extent admitted reasonably necessary after consulting with and obtaining advice from the External Professionals, as necessary, and explaining the necessity and the reason for extending the Board of Directors Evaluation Period and consulting on the propriety thereof to and with the Special Committee (see Section IV.1.(5) below) and respecting the Committee’s recommendation to the greatest extent possible. If the Board of Directors of the Company decides to extend the Board of Directors Evaluation Period, the extended term and the reason therefor will be promptly notified to the Large-scale Share Purchaser and disclosed.

Until the end of the Board of Directors Evaluation Period, the Large-scale Share Purchaser may not initiate the Large-scale Purchase.

(1-5) Requirements to Trigger Countermeasures

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

(i-1) A case where the countermeasures are triggered upon the Special Committee’s recommendation.

If the Large-scale Share Purchaser fails to comply with the Large-scale Purchase Rules, the Board of Directors of the Company shall deem the relevant Large-scale Purchase to be a hostile takeover which may significantly damage the Company’s corporate value and common interests of the shareholders and shall pass a resolution to trigger the countermeasures in principle. In judging the compliance by the Large-scale Share Purchaser with the Large-scale Purchase Rules, the circumstances relating to the Large-scale Share Purchaser, such as the case where the Large-scale Share Purchaser may not necessarily have detailed information with regard to the Company, will be taken into consideration to a reasonable extent. Thus it will not be recognized that such Large-scale Share Purchaser has failed to comply with the Large-scale Purchase Rules only because the Large-scale Share Purchaser has not provided any part of the Large-scale Purchase information required by the Board of Directors of the Company.

In such case, prior to triggering the countermeasures, the Board of Directors of the Company shall promptly consult with the Special Committee on the propriety of triggering the countermeasures, and, upon such consultation, the Special Committee shall make a recommendation to the Board of Directors of the Company on the propriety of triggering the countermeasures after consulting with and obtaining advice

from the External Professionals, as necessary. In judging whether or not to trigger the countermeasures, the Board of Directors of the Company shall respect the Special Committee's recommendation to the greatest extent possible. In such case, in triggering the countermeasures, no shareholders' meeting to confirm the shareholders' opinion (hereinafter called the "Shareholders' Meeting to Confirm the Shareholders' Opinion") on the propriety thereof shall be required to be held.

(i-2) A case where the countermeasures are triggered upon the resolution of the Shareholders' Meeting to Confirm the Shareholders' Opinion.

Notwithstanding Paragraph (i-1) above, if (a) the Special Committee recommends calling the Shareholders' Meeting to Confirm the Shareholders' Opinion or (b) it is practically possible to confirm the opinion of the shareholders by taking into consideration various conditions, such as the contents of the Large-scale Purchase and the existence of enough time to confirm matters and the Board of Directors of the Company judges that it is appropriate to confirm the opinion of the shareholders on the propriety of triggering the countermeasures in light of the laws and regulations, due care of a good manager of the directors of the Company and so on, the Board of Directors of the Company shall promptly call the Shareholders' Meeting to Confirm the Shareholders' Opinion (instead of consultation with the Special Committee in the case of above (b)) and refer the judgment on whether or not to trigger the countermeasures to the shareholders.

(ii) Cases where the Large-scale Share Purchaser complies with the Large-scale Purchase Rules.

When the Large-scale Share Purchaser complies with the Large-scale Purchase Rules, the possibility of declaring an objection, providing an alternative proposal or giving an explanation to the shareholders will not be excluded if the Board of Directors of the Company disagrees on the relevant Large-scale Purchase; however, in principle, no countermeasures will be triggered against such Large-scale Purchase. The shareholders of the Company will be asked to judge whether or not to accept the proposal of the Large-scale Purchase after taking into consideration the Information Provided by the Large-scale Share Purchaser with regard to such Large-scale Purchase and the opinion thereon, an alternative proposal and so on of the Board of Directors of the Company.

However, even if the Large-scale Share Purchaser complies with the Large-scale Purchase Rules, the Board of Directors of the Company will promptly call the Shareholders' Meeting to Confirm the Shareholders' Opinion and refer the judgment on whether or not to trigger the countermeasures to the shareholders if the Board of Directors of the Company admits that it is clear that the Large-scale Purchase significantly damages the Company's corporate value and common interests of the shareholders and judges that it is necessary and appropriate to trigger the countermeasures. In particular, each of the cases from (a) to (e) below will be deemed as a case where it is admitted that it is clear that the Large-scale Purchase significantly damages the Company's corporate value and common interests of the shareholders in principle:

- (a) if the Large-scale Share Purchaser is a person, a so-called greenmailer, who has no intention of actually participating in the management of the Company, but acquires or intends to acquire the shares, etc. of the Company solely for the purpose of boosting the share price and causing the Company or the relevant persons of the Company to purchase such shares, etc. at a high price,
- (b) if the Large-scale Share Purchaser acquires the shares, etc. of the Company for the purpose of transferring intellectual property rights, know-how, corporate secrets, key business partners or customers, etc. of the Company or any of its group companies which are necessary for its business and management to the Large-scale Share Purchaser or any of its group companies, etc. by temporarily controlling the Company's management,
- (c) if the Large-scale Share Purchaser acquires the shares, etc. of the Company for the purpose of

appropriating the assets of the Company or any of its group companies for security or repayment resources for the liabilities of the Large-scale Share Purchaser or any of its group companies, etc. after acquiring control over the management of the Company,

- (d) if the Large-scale Share Purchaser acquires the shares, etc. of the Company for the purpose of causing a disposal of highly valued assets, such as real estate property and securities, not being currently related to the business of the Company or any of its group companies, by the sale, etc. thereof and then causing temporary high dividends to be paid with the gains of such disposal or to sell the shares, etc. of the Company at a boosted price by watching for a time of a sudden rise in the share price due to the temporary high dividends by temporarily controlling the management of the Company, or
- (e) if the proposed purchase is a purchase which is likely to actually force the shareholders to sell the shares, etc. of the Company, such as a coercive two-tier purchase, meaning the purchase of shares, including a tender offer, in which the purchase is not offered for all shares, etc. of the Company in the first stage of the purchase, and the purchase is offered for the other shares, etc. of the Company under unfavorable conditions for the shareholders or no clear conditions in the second stage of the purchase.

(1-6) Shareholders' Meeting to Confirm the Shareholders' Opinion

As set out in Paragraph (1-5) above, the Board of Directors of the Company shall call the Shareholders' Meeting to Confirm the Shareholders' Opinion in certain cases and refer the judgment on whether or not to trigger the countermeasures to the shareholders. In such case, the Company shall promptly disclose the fact that the Shareholders' Meeting to Confirm the Shareholders' Opinion is called and other matters for which the Board of Directors of the Company judges it is appropriate to disclose.

If the Shareholders' Meeting to Confirm the Shareholders' Opinion is to be held, the Board of Directors of the Company shall promptly set the record date to determine the shareholders entitled to vote at such Shareholders' Meeting to Confirm the Shareholders' Opinion and make a public notice at least two (2) weeks prior to the said record date in accordance with the provisions of the Companies Act. The shareholders entitled to vote at such Shareholders' Meeting to Confirm the Shareholders' Opinion shall be those shareholders recorded in the latest shareholder registry as of the said record date. Unless otherwise provided in laws, regulations or the Articles of Incorporation of the Company, a resolution of the Shareholders' Meeting to Confirm the Shareholders' Opinion shall be passed by a majority of the votes of the shareholders present at such Meeting.

If it is resolved to trigger or not to trigger the countermeasures at the Shareholders' Meeting to Confirm the Shareholders' Opinion, the Board of Directors of the Company shall approve the resolution to trigger or not to trigger the countermeasures in accordance with the resolution passed at such Shareholders' Meeting to Confirm the Shareholders' Opinion and disclose the result thereof.

If the Shareholders' Meeting to Confirm the Shareholders' Opinion is called, the Large-scale Share Purchaser may not initiate the Large-scale Purchase until the closure of such Shareholders' Meeting to Confirm the Shareholders' Opinion.

(2) Specific Contents of Countermeasures

Countermeasures to be triggered by the Board of Directors of the Company in the New Plan may include the allotment of share options (hereinafter called "Share Options") without contribution as well as other countermeasures permitted by the Companies Act or other laws or regulations or the Articles of Incorporation of the Company. For any allotment of share options without contribution, a summary thereof shall be as set out in "Summary of Allotment of Share Options without Contribution" of Exhibit 2.

(3) Discontinuance or Withdrawal of Triggered Countermeasures

Even if the Board of Directors of the Company has resolved to trigger the countermeasures, if (i) the Large-scale Share Purchaser discontinues the Large-scale Purchase, or (ii) the fact, etc. based on which the judgment on whether or not to trigger the countermeasures was made changes and there are circumstances where the Board of Directors of the Company judges that it is inappropriate to maintain the triggered countermeasures in terms of protecting and enhancing of the Company's corporate value and common interests of the shareholders, the Board of Directors of the Company shall consult with the Special Committee and consider the discontinuance or withdrawal of the triggered countermeasures by consulting with and obtaining advice from the External Professionals, as necessary.

The Special Committee, upon such consultation, shall consider the propriety of maintaining such countermeasures and make a recommendation to the Board of Directors of the Company by consulting with and obtaining advice from the External Professionals, as necessary. The Board of Directors of the Company shall respect the Special Committee's recommendation to the greatest extent possible in judging whether or not to maintain the countermeasures.

If the Board of Directors of the Company has resolved to discontinue or withdraw the triggered countermeasures based on such recommendation of the Special Committee, it shall promptly disclose a summary of such resolution and other matters that the Board of Directors of the Company judges it appropriate to disclose.

However, such allotment of the Share Options without contribution may be discontinued or withdrawn until two (2) business days prior to the expiry date of rights (hereinafter called the "Expiry Date of Rights") in respect of the Allotment Date (hereinafter as defined in Section 1 of Exhibit 2) of the Share Options if the Share Options are allotted without contribution as the countermeasures, but no allotment of the Share Options without contribution shall be discontinued or withdrawn on or after the previous business day of the Expiry Date of Rights to prevent any investors who have acquired the shares, etc. of the Company before the Expiry Date of Rights and who have sold such shares, etc. of the Company on the premise that they will be diluted by such allocation of the Share Options without contribution on or after Expiry Date of Rights from being damaged due to the allotment of the Share Options without contribution being discontinued or withdrawn.

(4) Effective Term, and Abolition and Modification of New Plan

The effective term of the New Plan expires at the closure of the 57th ordinary shareholders' meeting of the Company to be held in June 2018.

However, the New Plan shall be abolished at such time and in accordance with such resolution if it is approved to abolish the New Plan at the meeting of the shareholders or the Board of Directors of the Company even before the expiration of such effective term.

The Board of Directors of the Company may modify the New Plan to the extent reasonably admitted necessary as a result of any modification of, or any change of the interpretation or operation of, the provisions of the Companies Act, the Financial Instruments and Exchange Act or other laws or regulations or the rules of financial instruments exchanges or any change of the taxation system or precedents.

If the New Plan is abolished or modified, the Company shall appropriately disclose the fact of such abolition or modification, excluding any minor modification of wordings as a result of any revision of the laws, regulations and so on, and the contents of such modification.

IV. New Plan Being Consistent with Basic Policy and Neither Damaging the Common Interests of Shareholders nor Being Intended to Maintain Status of Company's Directors

The Board of Directors of the Company believes that the New Plan is consistent with the Basic Policy and neither damages the common interests of the shareholders nor is intended to maintain the status of the Company's directors for the following reasons:

1. Reasonableness of New Plan

(1) The New Plan is based on the contents of the official guidelines with regard to takeover defense measures.

The New Plan is governed by three principles (principles of protecting and enhancing corporate value and common interests of shareholders, of prior disclosure and shareholders' opinion and of ensuring the necessity and appropriateness) set forth in the "Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholder's Common Interests" issued by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005 and based on the report on "Takeover Defense Measures in Light of Recent Environmental Changes" issued by the Corporate Value Study Group on June 30, 2008 and other recent discussions regarding takeover defense measures.

(2) The New Plan is introduced for the purpose of protecting and enhancing the Company's corporate value and common interests of the shareholders.

As set out in Section III. 1 above, the New Plan will be introduced for the purpose of protecting and enhancing the Company's corporate value and common interests of the shareholders, and so that, if there is any proposal for a Large-scale Purchase of the shares, etc. of the Company, the shareholders have necessary and adequate information and time to judge whether or not to accept such proposal for the Large-scale Purchase and the Board of Directors of the Company may evaluate and consider contents of the proposal in terms of whether it might significantly damage the Company's corporate value and common interests of the shareholders and provide an alternative proposal to the shareholders or negotiate with proposers.

(3) The New Plan respects the opinion of the Company's shareholders.

As set out in the beginning, the introduction of the New Plan is subject to the approval by a majority of the votes of the shareholders present at the Ordinary Shareholders' Meeting, and, without such approval, the New Plan will not be introduced and the Current Plan will terminate at the closure of the Ordinary Shareholders' Meeting upon the expiration of the effective term. In addition, as set out in Paragraph III. 2. (4) above, there is a sunset provision which limits the effective term to a period of three (3) years in the New Plan. Even before the expiration of the effective term, the New Plan shall be abolished at such time and in accordance with such resolution if it is resolved to abolish the New Plan at the meeting of the shareholders or the Board of Directors of the Company.

As set out in Paragraph III. 2. (1). (1-6) above, the Board of Directors of the Company shall call the Shareholders' Meeting to Confirm the Shareholders' Opinion in the certain cases and refer the judgment on whether or not to trigger the countermeasures to the shareholders.

Therefore, the introduction and abolition of the New Plan and triggering of the countermeasures are designed to fully reflect the shareholders' opinion.

(4) Reasonable and objective requirements are established for triggering of the countermeasures.

As set out in Paragraph III. 2. (1). (1-5) above, the countermeasures in the New Plan are established in such a way that they will not be triggered unless the predetermined reasonable and objective requirements for triggering thereof have been satisfied and therefore the Plan ensures a structure to prevent the Board of Directors of the Company from arbitrarily triggering the countermeasures.

(5) The Special Committee will be established.

As set out in Paragraphs III. 2. (1). (1-4), (1-5) and (3) above, the Company establishes the Special Committee, which is independent from the Board of Directors of the Company, in order to secure the reasonableness and fairness of judgments of the Board of Directors of the Company on whether or not to trigger

the countermeasures, whether or not to maintain the triggered countermeasures and whether or not to extend the Board of Directors Evaluation Period in the New Plan and to otherwise ensure the reasonableness and fairness of the New Plan.

This ensures a structure under which the Board of Directors of the Company will be prevented from arbitrarily operating the New Plan or triggering the countermeasures.

A summary of the Special Committee is as set out in Exhibit 3. The Special Committee at the time of the introduction of the New Plan will consist of three (3) committee members of Mr. Koji Ogasawara, Mr. Sakae Ochiai and Mr. Masanori Kazamaki in total. Their respective brief histories are as set out in Exhibit 4. Mr. Koji Ogasawara has extensive experience and expertise in legal affairs, Mr. Sakae Ochiai has extensive experience and expertise in accounting and tax affairs, and Mr. Masanori Kazamaki has extensive experience and expertise in business. Mr. Koji Ogasawara, a Japanese attorney, does not enter into the advisory contract with the Company. Mr. Sakae Ochiai is an independent outside auditor of the Company (however, he will retire from an outside auditor of the Company at the closure of the Ordinary Shareholders' Meeting.). Mr. Masanori Kazamaki will be appointed as a member of Audit Committee (an independent outside director) of the Company at the Ordinary Shareholders' Meeting. Therefore, all of them are independent from the Company.

(6) The New Plan is not a dead-hand or slow-hand takeover defense measure.

As set out in Paragraph III. 2. (4) above, the New Plan may, at any time, be abolished at the meeting of the Board of Directors consisting of directors elected at the shareholders' meeting of the Company. Therefore, the New Plan is not a dead-hand takeover defense measure (a takeover defense measure which cannot prevent triggering of the countermeasures even if a majority of the members of the Board of Directors are replaced).

Since the term of office of the directors of the Company is one (1) year, the New Plan is also not a slow-hand takeover defense measure (a takeover defense measure which takes more time to prevent triggering of the countermeasures because the members of the Board of Directors cannot be replaced at once).

2. Effect on Shareholders and Investors

(1) Effect of New Plan Introduction on Shareholders and Investors

At the time when the New Plan is introduced, no allotment of the Share Options without contribution itself will take place. Accordingly, legal rights and economic interests in respect of the Company's shares held by the shareholders and investors at the time of the introduction of the New Plan will not be directly or specifically affected thereby.

(2) Effect on Shareholders and Investors at Allotment of Share Options without Contribution

If the Board of Directors of the Company decides to trigger the countermeasures and allots the Share Options without contribution, the Share Options will be allotted without contribution to the shareholders recorded in the latest shareholder registry as of the Allotment Date, as otherwise defined, at a ratio of one (1) share option per share held thereby. Under this system of countermeasures, the economic value per Company's share held by the shareholders will be diluted even at the time of the allotment of the Share Options without contribution, though neither the economic value of the whole shares of the Company held by the shareholders nor the voting right per Company's share will be diluted. Therefore, it is not expected that legal rights or economic interests in respect of the Company's shares held by the shareholders will be directly or specifically affected thereby.

As set out in Paragraph III. 2. (3) above, even if the Board of Directors of the Company resolves to allot the Share Options without contribution, the Company may discontinue or withdraw the allotment of the Share Options without contribution until two (2) business days prior to the Expiry Date of Rights, but not on or after

the previous business day of the Expiry Date of Rights. Even if the Company resolves to discontinue or withdraw the allotment of the Share Options without contribution, the economic value per Company's share will not be diluted. Therefore investors that made the buying and selling of the Company's shares on the assumption that the dilution of the Company's shares value per share occurs, might incur unexpected losses due to fluctuations in stock prices.

If any discriminatory conditions for the exercise or acquisition of the Share Options are provided, it is anticipated that legal rights or economic interests of the Large-scale Share Purchaser might be affected by such exercise or acquisition. However, even in such case, it is not anticipated that legal rights and economic interests in respect of the Company's shares held by the shareholders other than the Large-scale Share Purchaser will be directly or specifically affected thereby.

(3) Procedures for Shareholders after Allotment of Share Options without Contribution

With regard to procedures for the allotment of the Share Options without contribution, no procedure for the application is required for those shareholders recorded in the latest shareholder registry as of the Allotment Date because such shareholders automatically become holders of Share Options as of the effective date of the allotment of the Share Options without contribution.

If the Company acquires the Share Options pursuant to an acquisition provision, shareholders other than the Large-scale Share Purchaser receive the Company's shares in consideration for the acquisition of the Share Options by the Company without any payment of the amount equivalent to the exercise price of the Share Options. Therefore, no procedure for payment, etc. with regard to the Share Options will be required for such shareholders.

The shareholders may be required to exercise the Share Options within the stipulated period in order to acquire new shares, of course, and for this a certain amount of money will be required to be paid in. In such case, the Company discloses, at an appropriate time and in an appropriate manner, details of the relevant procedures under the applicable laws and regulations and the rules of the relevant financial instruments exchange.

In addition to the above, the Company discloses or notifies, at an appropriate time and in an appropriate manner, details of procedures for the allotment of the Share Options without contribution under the applicable laws and regulations and the rules of the relevant financial instruments exchange. Please see the contents of such disclosure or notice.

End of Document

Status of Major Shareholders (As of March 31, 2015)

Shareholder's Name	Number of shares held (Thousands)	Percentage of shares held to total shares issued (%)
Daisuke Yokota	1,502	8.24
Makoto Yokota	1,236	6.78
GOLDMAN SACHS INTERNATIONAL	992	5.05
Mizuho Bank, Ltd.	685	3.75
Saitama Resona Bank, Limited	675	3.70
GOLDMAN, SACHS & CO. REG	328	1.80
The Dai-ichi Life Insurance Company, Limited	276	1.51
KLB EPB ORDINARY ACCOUNT 107501	250	1.37
Japan Trustee Services Bank, Ltd. (account in trust)	242	1.33
The Master Trust Bank of Japan, Ltd. (account in trust)	218	1.19

(Notes) 1. In addition to the above, 4,435,687 shares of treasury stock are held by the Company.

End of Document

Summary of Allotment of Share Options without Contribution

1. Total Number of Share Options to Be Allotted

The total number of the Share Options to be allotted shall be such number as otherwise set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution up to the number obtained by deducting the total number of the issued ordinary shares of the Company, excluding the number of ordinary shares of the Company held by the Company from the total number of the authorized shares of the Company as of the certain date as otherwise specified by the Board of Directors of the Company (hereinafter called the “Allotment Date”) in the board resolution for the allotment of the Share Options without contribution (hereinafter called the “Resolution of Allotment of Share Options without Contribution”).

2. Shareholders Entitled to Allotment

The Share Options will be allotted to the shareholders recorded in the latest shareholder registry as of the Allotment Date at a ratio of one (1) share option per Company’s ordinary share held by the shareholder, excluding ordinary shares of the Company held by the Company at that time.

3. Effective Date of Allotment of Share Options without Distribution

The effective date of the allotment shall be as otherwise specified by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution.

4. Class and Number of Shares Subject to Share Options

The class of shares subject to the Share Options shall be ordinary shares of the Company and the number of shares subject to one (1) Share Option (hereinafter called “Number of Subject Shares”) shall be the number as otherwise set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution; provided, however, that such number shall be adjusted as necessary if the Company splits its share or consolidates its shares.

5. Contents and Amount of Assets Contributed upon Exercise of Share Options

The capital contribution to be made upon the exercise of the Share Options shall be monetary contribution, and the amount of the assets to be contributed upon the exercise of the Share Options per Company’s ordinary share shall not be less than one (1) yen and shall be the amount as otherwise specified by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution.

6. Restriction on Assignment of Share Options

As to the assignment of the Share Options, an approval of the Board of Directors of the Company shall need to be obtained.

7. Conditions to Exercise Share Options

A (1) specified large holder¹¹, (2) joint holder of a specified large holder, (3) specified Large-scale Share Purchaser¹², (4) person in a special relationship with a specified Large-scale Share Purchaser, (5) person who acquires or succeeds to the Share Options from a person falling under any one of the items from (1) to (4) without the approval of the Board of Directors of the Company or (6) affiliate¹³ of a person falling under any one of the items from (1) to (5) (hereinafter collectively called an “Unentitled Person”) may not exercise the Share Options. The detailed conditions relating to exercising the Share Options shall be otherwise set forth in the Resolution of Allotment of Share Options without Contribution.

8. Acquisition of Share Options by Company

On the day as otherwise specified by the Board of Directors of the Company, the Company may acquire the Share Options held by a person other than the Unentitled Person and deliver the Company's ordinary shares of the Number of Subject Shares per Share Option in exchange therefor. The detailed conditions relating to acquiring the Share Options shall be otherwise set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution.

9. Exercise Period of Share Options

The exercise period of the Share Options shall be otherwise set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution.

10. Others

Any other matters required shall be otherwise set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution.

¹¹ A specified large holder means a person who is a holder of share certificates, etc. issued by the Company and whose holding ratio of share certificates, etc. in respect of such share certificates, etc. is twenty (20) percent or more, or a person who is admitted by the Board of Directors of the Company as being a specified large holder. However, any person whose acquisition and holding of share certificates, etc. of the Company is admitted by the Board of Directors of the Company not to be in conflict with the Company's corporate value and common interests of the shareholders and any other person as otherwise set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution shall be excluded from a specified large holder.

¹² A specified Large-scale Share Purchaser means a person who has made a public notice of the purchase, etc. (hereinafter in this note, as defined in Article 27-2(1) of the Financial Instruments and Exchange Act) of share certificates, etc. (hereinafter in this note, as defined in Article 27-2(1) of the Financial Instruments and Exchange Act) issued by the Company through a tender offer and whose holding ratio of share certificates, etc. of the share certificates, etc. held (including those prescribed in Article 7.1 of the Order for Enforcement of the Financial Instruments and Exchange Act as equivalent) by such person after such purchase, etc. is twenty (20) percent or more together with the holding ratio of share certificates, etc. of a person in a special relationship with such person or a person who is admitted by the Board of Directors of the Company as being a specified Large-scale Share Purchaser. However, any person whose acquisition and holding of share certificates, etc. of the Company is admitted by the Board of Directors of the Company not to be in conflict with the Company's corporate value and common interests of the shareholders and any other person as otherwise set forth by the Board of Directors of the Company in the Resolution of Allotment of Share Options without Contribution shall be excluded from a specified Large-scale Share Purchaser.

¹³ An "affiliate" of a person means a person who is admitted by the Board of Directors of the Company as being a person who substantially controls, is controlled by or is under common control with such person (including a person admitted by the Board of Directors of the Company as being any of such persons) or who acts in cooperation with such person. The term "control" means to "control the determination of financial and business policies" (as defined in Article 3.3 of the Ordinance for Enforcement of the Companies Act) of the other company, etc.

End of Document

Summary of Special Committee

1. The Special Committee shall be established based on the resolution of the Board of Directors of the Company.
2. The Special Committee shall consist of at least three (3) committee members, who shall be appointed by the Board of Directors of the Company from an external director and auditor, lawyer, certified public tax accountant, certified public accountant, person with academic background, person who is acquainted with investment banking and an external person with experience as a director or executive officer of another company.
3. The Special Committee shall make a recommendation on matters submitted by the Board of Directors of the Company for consultation under the resolution passed at the relevant meeting of the Special Committee with the outlined reasons therefor, in principle.
4. The Special Committee may consult with External Professionals for advice, as necessary, in order to consider matters submitted by the Board of Directors of the Company for consultation. Any expense arising in obtaining such advice shall be borne fully by the Company in principle.
5. The recommendation to be made by the Special Committee shall need to be approved with all the members of the Special Committee present at the meeting and shall need to be approved by a majority thereof unless the circumstances are exceptional.

End of Document

Brief Histories of the Members of the Special Committee

Koji Ogasawara

Born in February 1960

1991 April: Registered as a Japanese attorney to the present day

1998 April: Appointed as a Representative Partner Attorney at Tokyo Ginza Law Office

1999 April: Appointed as a Director at Hudson Japan Servicer

2000 March: Retired from a Director at Hudson Japan Servicer

2002 April: Appointed as a Representative Partner Attorney at OGASAWARA KONNO & ROKUGAWA Law Office to the present day

2004 April: Appointed as a Professor at the Law School of Tokai University

2009 April: Appointed as a professor at Graduate School of International Management of Aoyama Business School of Aoyama Gakuin University

2009 April: Appointed as a councillor at General Incorporation Foundation Education for Development Foundation (currently Public Interest Incorporated Foundation Education for Development Foundation) to the present day

2009 May: Appointed as a councillor selection committee member at Public Interest Incorporated Foundation Foreign Press Center

2011 March: Retired from a professor at Graduate School of International Management of Aoyama Business School of Aoyama Gakuin University

2011 April: Appointed as a professor at Faculty of Economics of Aoyama Gakuin University to the present day

2012 March: Retired from a Professor at Law School of Tokai University

2012 April: Appointed as a part-time professor at Law School of Tokai University to the present day

Sakae Ochiai

Born in November 1955

1980 April: Joined Kantoshinetsu Regional Taxation Bureau

1999 July: Special Officer, First Corporation Taxation Group, Urawa Tax Office

2001 July: Chief Examiner, Third Corporation Taxation Group, Mito Tax Office

2002 July: Chief Examiner, Fifth Corporation Taxation Group, Nagano Tax Office

2004 July: Chief Examiner, Second Corporation Taxation Group, Omiya Tax Office

2006 September: Registered as a Japanese licensed tax accountant to the present day

2007 June: Appointed as an Outside Auditor at the Company to the present day

Masanori Kazamaki

Born in March 1949

1971 April: Joined Nissei Sangyo Co., Ltd. (Existing Hitachi High-Technologies Corporation)

2001 October: General Manager, Electric Material Dept. at Hitachi High-Technologies Corporation

2003 April: Depty Senior General Manager of Industrial Material Marketing Division at Hitachi High-Technologies Corporation

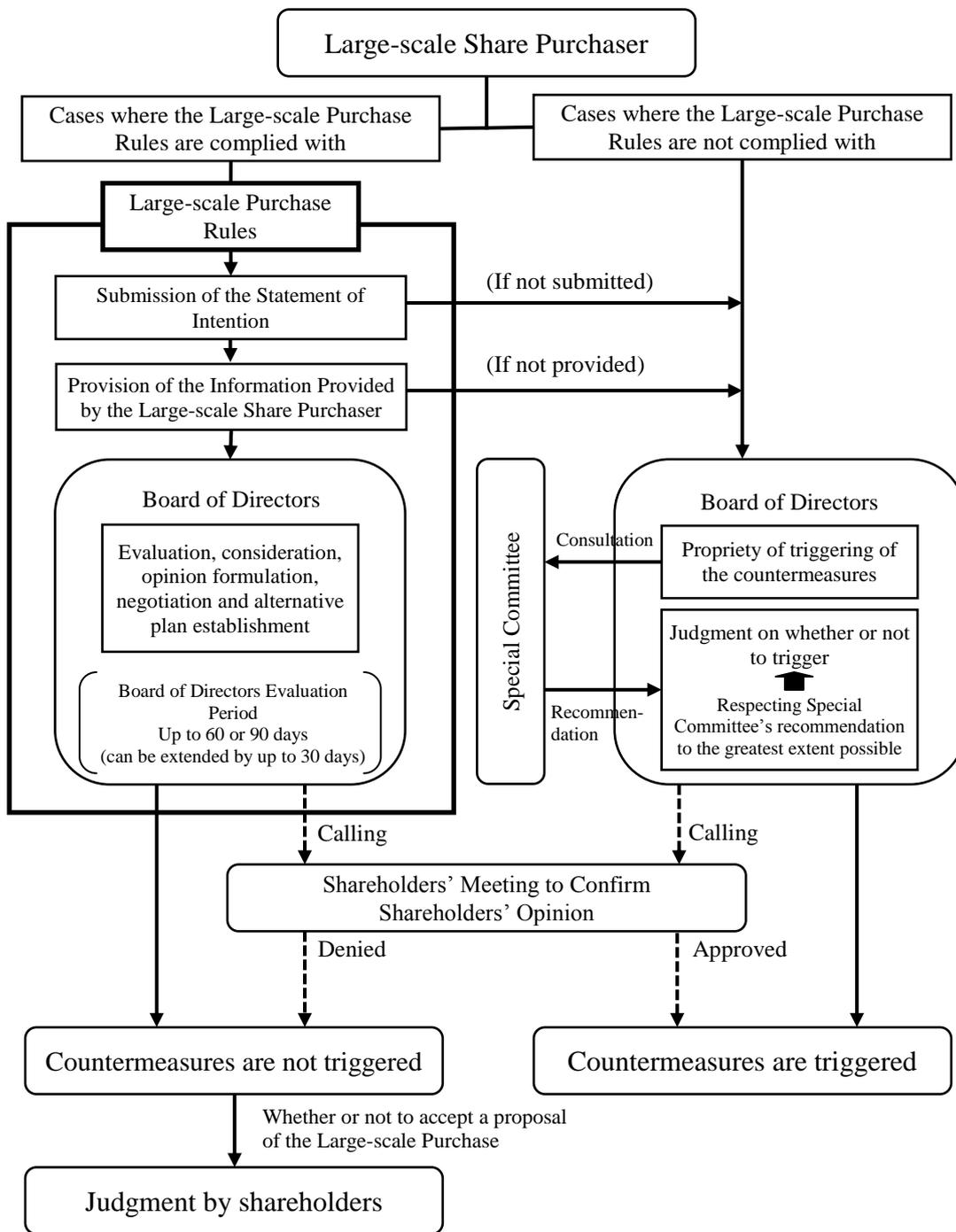
2005 April: Senior General Manager of Industrial Material Marketing Division at Hitachi High-Technologies Corporation

2005 June: Administration Officer, Senior General Manager of Industrial Material Marketing Division at Hitachi High-Technologies Corporation

2008 April: Senior Executive Officer in charge of Industrial Material Marketing Division at Hitachi High-Technologies Corporation

- 2010 April: Senior Executive Officer in charge of West Japan Area and Kansai Branch Office Manager at Hitachi High-Technologies Corporation
- 2011 April: Senior Executive Officer, Deputy Senior General Manager in charge of Marketing Control Division and Kansai Branch Office Manager at Hitachi High-Technologies Corporation
- 2012 April: Executive Advisor at Hitachi High-Technologies Corporation
- 2013 March: Retired from Executive Advisor at Hitachi High-Technologies Corporation
- 2015 June: Scheduled to be appointed as a member of Audit Committee at the Company (not to be concurrently served as another post)

Flowchart of Procedures for New Plan



This flowchart has been prepared only for reference to give you a better explanation of the summary of the New Plan. For details of the New Plan, please see the text.

End of Document

Notice:

1. This announcement contains forward-looking statements. These forward-looking statements are based on Enplas's current assumptions, expectations and beliefs in light of the information currently possessed by it and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause Enplas's actual results, financial position or cash flows to be materially different from any future results, financial position or cash flows expressed or implied by these forward-looking statements. These risks, uncertainties and other factors referred to above include, but are not limited to, those contained in Enplas's latest Annual Securities Report and Quarterly Securities Report, and Enplas undertakes no obligation to publicly update or revise any forward-looking statements.

2. The official version of this announcement was published in Japanese. An unofficial English translation is provided for the convenience of overseas investors. For any discrepancies between the Japanese and English versions, the Japanese version shall prevail.