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Code No: 9792

June 26, 2018

2-9 Kanda-Surugadai, Chiyoda-ku, Tokyo, Japan

**Nichii Gakkan Co., Ltd.**

President and COO

Nobusuke Mori

## Notice of Resolutions at the 46th Annual Shareholders Meeting

Dear Shareholders:

We hereby inform you that the following items were reported and resolved at the 46th Annual Shareholders Meeting of Nichii Gakkan Co., Ltd. (the “Company”) held today.

### Items reported:

1. Business Report, Consolidated Financial Statements, and the audit reports on Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors for the 46th business term (from April 1, 2017 to March 31, 2018)
2. Non-consolidated Financial Statements for the 46th business term (from April 1, 2017 to March 31, 2018)

We reported on the content of the above-mentioned items 1. and 2.

### Items resolved:

#### **Proposal 1.** Appropriation of Surplus

This proposal was approved and adopted as originally proposed. The Company shall pay year-end dividends of 11 yen per share.

#### **Proposal 2.** Partial Amendments to the Articles of Incorporation

This proposal was approved and adopted as originally proposed. Details of the amendments are as follows:

- (1) In order to prepare for the Company’s future business development, business purposes were added and changed in Article 2 (Purpose) of the Articles of Incorporation before amendments.
- (2) In line with the above-mentioned amendments, the item numbers of Articles were adjusted appropriately.

#### **Proposal 3.** Election of Ten (10) Directors

This proposal was approved and adopted as originally proposed. Ten (10) persons, namely, Akihiko Terada, Nobusuke Mori, Daisuke Terada, Takayuki Masuda, Tsuyoshi Terada, Takako Ide, Mitsuo Kaise, Etsuko Kuroki, Keita Moriwaki and Yuji Sugimoto were elected as Directors, and each assumed office.

**Proposal 4.** Payment of Directors' Bonuses

This proposal was approved and adopted as originally proposed. Bonuses of 38,000 thousand yen in total shall be paid to eight (8) Directors (excluding Outside Board Members) who were in service during this business year, in view of the amounts paid in the past, the operating results of this business year, and other circumstances.

**Proposal 5.** Determination of Remuneration for Granting Restricted Shares to Directors (Excluding Outside Directors)

This proposal was approved and adopted as originally proposed. The Company shall newly provide remuneration for granting restricted shares to Directors of the Company (Excluding Outside Directors).

Details are as follows.

The restricted-share remuneration plan shall consist of the tenure-based restricted shares and the performance target commitment-based restricted shares. The remuneration to be provided to Directors of the Company for granting the restricted shares shall be monetary claims and its total amount, the tenure-based restricted shares and the performance target commitment-based restricted shares combined, shall be 1,320 million yen or less per year, which shall be provided for the limited period of seven years from the day on which this proposal was approved and adopted.

The Eligible Directors shall pay in all Monetary Remuneration Claims to be provided based on this proposal in the form of property contributed in kind, in accordance with the resolution by the Board of Directors of the Company, and shall, in return, receive common shares of the Company to be issued or disposed of by the Company. The total number of said common shares of the Company to be issued or disposed of, the tenure-based restricted shares and the performance target commitment-based restricted shares combined, shall be not more than 132,000 per year. In addition, such shares shall be issued or disposed of for the limited period of seven years from the day on which this proposal was approved and adopted.

The specific granting periods and distributions shall be determined, within the limits shown above, by resolution at a meeting of the Company's Board of Directors to be held in the future.

### **Payment of Year-end Dividends for the 46th Business Term**

By resolution of this Shareholders Meeting, it has been decided that the Company shall pay year-end dividends of 11 yen per share for the 46th business term.

1. For shareholders who have designated a bank account transfer, please find the enclosed "46th Year-end Dividend Calculation Statement" and "Notice of Dividend Transfer Confirmation."
2. For shareholders who have not designated a bank account transfer, please collect your dividends at a nearby Japan Post Bank or the savings counter at a post office by submitting the enclosed "Year-end Dividend Warrant" during the payment period (from June 27, 2018 to July 31, 2018).