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Securities Code: 4739
June 3, 2016

To Shareholders with Voting Rights

Satoshi Kikuchi, President & CEO
ITOCHU Techno-Solutions Corporation
3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo

Notice of the 37th Fiscal Year Annual General Meeting of Shareholders

You are cordially invited to attend the 37th Fiscal Year Annual General Meeting of Shareholders (the “Meeting”) of ITOCHU Techno-Solutions Corporation (the “Company”) to be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights in either of the following ways. Please review the “Reference Materials for the Meeting” to be hereinafter described (pp.5-18) and exercise your voting rights by no later than 5:30 p.m., Tuesday, June 21, 2016 Japan time.

[Exercising voting rights via mail (writing)]

Please indicate your vote for or against the proposals on the Voting Rights Exercise Form enclosed herewith, and return it so that it will be received by no later than the above deadline.

[Exercising voting rights via the Internet]

Please visit the voting website using PC or other devices and enter your vote for or against the proposals by no later than the above deadline. For more details about the voting website and how to exercise voting rights, please refer to [Guide to Exercising Voting Rights via the Internet] on page 4.

1. Date and time: 10:00 a.m., Wednesday, June 22, 2016, Japan time
2. Place: Nikkei Hall, 3F, Nikkei Building
1-3-7, Otemachi, Chiyoda-ku, Tokyo

Please note that the venue for the Meeting has changed from previous years.

3. Meeting agenda:

Matters to be Reported:

1. Contents of the Business Report, Consolidated Financial Statements for the 37th Fiscal Year (from April 1, 2015 to March 31, 2016) and the report of audit results by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements.
2. Contents of the Non-consolidated Financial Statements for the 37th Fiscal Year (from April 1, 2015 to March 31, 2016).

Matters to be Resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of nine (9) Directors
- Proposal 3:** Election of two (2) Corporate Auditors
- Proposal 4:** Election of one (1) Substitute Corporate Auditor

4. Other matters related to convocation of the Meeting

(1) Exercising voting rights by proxy

When voting rights are to be exercised by proxy, please present a written certificate of proxy along with the relevant shareholder’s Voting Rights Exercise Form at the reception desk of the meeting place. Please note that only a single other shareholder with voting rights of the Company can be designated as a proxy.

(2) Diverse exercise of voting rights

If you wish to make a diverse exercise of your voting rights, please notify the Company of such intention and reasons in writing at least three days prior to the date of the Meeting.

When attending the Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk of the meeting place.

Notes:

1. Of documents which shall be provided, the following are presented in the Company's website on the Internet (stated below) pursuant to the laws and regulations and Article 16 of the Company's Articles of Incorporation, and thus not included in the documents provided with this notice of convocation of the Meeting.

Notes to Consolidated Financial Statements

Notes to Non-consolidated Financial Statements

The Consolidated and Non-consolidated Financial Statements audited by the Corporate Auditors and the Accounting Auditor include the documents attached to this notice of convocation of the Meeting as well as the Notes to Consolidated and Non-consolidated Financial Statements presented in the Company's website (stated below).

2. The Company will promptly post any revisions made to the Reference Materials for the Meeting and the attachments on its website (stated below) .

<http://www.ctc-g.co.jp/ir/>

[Guide to Exercising Voting Rights]

If attending the Meeting

Date and time of the Meeting: 10:00 a.m., Wednesday, June 22, 2016, Japan time
(The reception will begin at 9:00 a.m.)

Please bring and present the enclosed Voting Rights Exercise Form at the reception desk of the meeting place. Additionally, please bring this document with you as reference for the proceedings.

*Exercise of voting rights via proxy is allowed by a single other shareholder with voting rights of the Company in attendance at the Meeting. However, submission of a written certificate of proxy will be required.

If unable to attend the Meeting

Exercise of voting rights via mail (writing)

Exercise deadline: Arrival by 5:30 p.m., Tuesday, June 21, 2016, Japan time

Please indicate your vote for or against the proposals on the Voting Rights Exercise Form enclosed herewith, and return it so that it will be received by no later than the above deadline.

Exercise of voting rights via the Internet

Exercise deadline: Until 5:30 p.m., Tuesday, June 21, 2016, Japan time

Please visit the voting website using PC or other devices and enter your vote for or against the proposals by no later than the above deadline. For more details about the voting website and how to exercise voting rights, please refer to [Guide to Exercising Voting Rights via the Internet] on page 4.

[Guide to Exercising Voting Rights via the Internet]

Exercising voting rights via the Internet

- (1) You can exercise your voting rights on the Company's designated "voting website" (see URL below) using PC or mobile phone, instead of exercising your voting rights in writing. If you wish to do so, please log in to the website with the voting rights exercise code and password printed in the right side of the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to enter your vote. For security reasons, you will have to change the password when you log in for the first time.

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

[For mobile phones]
QR code



- (2) Deadline for exercising voting rights is 5:30 p.m., Tuesday, June 21, 2016, Japan time, and you are required to finish entering your vote by then. Your exercise at the earliest opportunity is advised.
- (3) If you exercise your voting rights both in writing and via the Internet, the vote through the Internet shall be effective. If you exercise your voting rights more than once, the last exercise shall be deemed as effective.
- (4) The password (including one changed by you) is valid only for the Meeting. A new password will be issued for the next General Meeting of Shareholders.
- (5) Any fees related to internet connection will be at your own expense.

(Important notes)

- The password is a means to identify a shareholder who casts his/her votes. The Company will not ask your password.
- The password will be locked and disabled when inputted incorrectly a certain number of times. Please follow the instructions on the screen in such a case.
- The voting website has been tested and validated by general internet access devices but still may fail in some cases, depending on the device.

Contact information

For inquiries, please contact the administrator of shareholder registry, Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd. at the following numbers.

- (1) For technical support on the voting website:
0120-768-524 (Toll free within Japan/Weekdays 9:00 – 21:00)
- (2) For any other inquiries on stock administration:
0120-288-324 (Toll free within Japan /Weekdays 9:00 – 17:00)

(Reference)

With regard to institutional investors, they may use the Electronic Voting Platform for Institutional Investors operated by ICJ, Inc.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

The Company proposes the following for the appropriation of surplus:

Matters related to year-end dividend

The Company recognizes return of profits to shareholders as one of the most important issues facing management, and its basic policy is to ensure stable dividend payments in accordance with business performance and to enhance dividend scale with consideration of the balance of internal reserves. We are targeting a consolidated dividend payout ratio of around 40%.

The Company proposes the following year-end dividend based on the basic policy, an increase of ¥6.25 per share compared to the previous year, to show our appreciation to shareholders for their continued support:

- (1) Type of property for dividend
Cash
- (2) Allotment of property for dividend to shareholders and the total amount thereof
¥37.50 per share of the Company's common stock, ¥4,335,534,375 in total amount

(Note) The company conducted a 2-for-1 split of common shares with an effective date of April 1, 2015. Taking into consideration the stock split ratio, the interim and the year-end dividend per share of the previous fiscal year, ¥57.50 and ¥62.50 respectively, are equivalent to ¥28.75 and ¥31.25 per share respectively. Therefore, the year-end dividend of the current fiscal year is ¥6.25 higher than that of the previous fiscal year, taking into account the split ratio. Combined with the interim dividend of ¥32.50 per share paid on December 4, 2015, the annual dividend for the current fiscal year will be ¥70 per share, an increase of ¥10 per share from that of the previous fiscal year, if the stock split ratio has been taken into account.

- (3) Effective date for the dividend from surplus
June 23, 2016

(Reference) Transition of Annual Dividend per Share and Consolidated Dividend Payout Ratio

Period	33rd	34th	35th	36th	37th (Year ended March 31, 2016) (Note) 3
Annual dividend per share (Yen) (Note) 1	95.0 (47.5)	105.0 (52.5)	110.0 (55.0)	120.0 (60.0)	70.0 Plan
Consolidated dividend payout ratio (%) (Note) 2	43.8	39.1	45.8	40.3	44.9 Plan

(Notes)

1. The company conducted a 2-for-1 split of common shares with an effective date of April 1, 2015. Figures in brackets reflect the impact of the stock split.
2. In calculating the figures, basic earnings per share based on Japanese GAAP is used for the 33rd and 34th fiscal year, while basic earnings per share based on IFRS is used from the 35th fiscal year onwards.
3. The annual dividend per share and the consolidated dividend payout ratio for the 37th fiscal year (current fiscal year) are based on the premise that proposal is approved as drafted.



Proposal 2: Election of nine (9) Directors


As the terms of office of all the eight (8) Directors will expire at the conclusion of the Meeting and Director Shigemitsu Takatori resigned on March 31, 2016, the Company proposes the election of nine (9) Directors. The candidates for Directors are described below.


No.		Name	Current position and responsibilities at the Company	Attendance at Board of Directors Meetings
1	For reappointment	Satoshi Kikuchi	President & CEO	100% (19 out of 19)
2	For reappointment	Toru Matsushima	Director and Executive Vice President (EVP) CAO, CFO and CCO COO, Global Business Development	100% (19 out of 19)
3	For reappointment	Masaaki Matsuzawa	Director and Senior Managing Executive Officer Officer responsible for Distribution & Enterprise Group and Telecommunication Group COO, Distribution & Enterprise Group	95% (18 out of 19)
4	For reappointment	Takahiro Susaki	Director and Managing Executive Officer Officer responsible for Public & Regional Business Group and Finance & Social Infrastructure Group COO, Public & Regional Business Group	100% (19 out of 19)
5	For reappointment	Tadataka Okubo	Director and Managing Executive Officer COO, IT Services Business Group CTO	100% (19 out of 19)
6	For reappointment	Makiko Nakamori	Outside Independent	Director 100% (19 out of 19)
7	For reappointment	Toshio Obi	Outside Independent	Director 95% (18 out of 19)
8	For reappointment	Shunsuke Noda	Director	95% (18 out of 19)
9	New appointment	Akira Tsuchihashi		


(Note) The name of Mr. Toshio Obi recorded in the family register is Toshio Nakamura.


Candidates for Directors


No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)	 Number of the Company's shares held 12,100
1	Satoshi Kikuchi (December 29, 1952) (For reappointment)	<p> April 1976 Joined ITOCHU Corporation June 2006 Executive Officer, ITOCHU Corporation April 2008 Managing Executive Officer, ITOCHU Corporation June 2008 Representative Director and Managing Director, ITOCHU Corporation April 2010 Representative Director and Managing Executive Officer, ITOCHU Corporation June 2012 President & CEO of the Company (current position) </p> <p> Status of attendance at Board of Directors Meetings: 19/19 (100%) </p> <p> Term of office as Director: 4 years </p> <p> Reasons for the nomination of the candidate for Director: Mr. Satoshi Kikuchi possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of President & CEO in June 2012, he has achieved the Medium-term Management Plan (fiscal 2014 to fiscal 2015), and is currently demonstrating leadership in business growth and improving corporate value toward achieving the three-year Medium-term Management Plan from fiscal 2016. Thus, the Company proposes his continued appointment as Director. </p> <p> Special interests: There are no special interests between Mr. Satoshi Kikuchi and the Company. </p>	 Number of the Company's shares held 12,100


No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)			
2	Toru Matsushima (April 16, 1955) (For reappointment)	<p>April 1979 Joined ITOCHU Corporation</p> <p>June 2006 Executive Officer, ITOCHU Corporation</p> <p>April 2009 Managing Executive Officer, ITOCHU Corporation</p> <p>June 2010 Representative Director and Managing Executive Officer, ITOCHU Corporation</p> <p>April 2014 Senior Managing Executive Officer and CSO of the Company</p> <p>June 2014 Director of the Company (current position)</p> <p>April 2015 Executive Vice President (EVP), CAO, COO, Global Business Development and CCO of the Company (current position)</p> <p>Chairman & Director, CTC GLOBAL SDN. BHD. (current position)</p> <p>Chairman & Director, CTC GLOBAL PTE. LTD. (current position)</p> <p>June 2015 CFO of the Company (current position)</p>	<table border="1"> <tr> <td data-bbox="1193 465 1423 571">Number of the Company's shares held</td> </tr> <tr> <td data-bbox="1193 571 1423 600">3,700</td> </tr> </table>	Number of the Company's shares held	3,700
		Number of the Company's shares held			
3,700					
<p>Status of attendance at Board of Directors Meetings: 19/19 (100%)</p> <p>Term of office as Director: 2 years</p> <p>Reasons for the nomination of the candidate for Director: Mr. Toru Matsushima possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of Director in June 2014, he has served as CAO, CFO, and CCO, fulfilling his duties as Director. He has extensive knowledge and abilities regarding management, and the Company believes that he is necessary for the management of the Company. Thus, the Company proposes his continued appointment as Director.</p> <p>Special interests: There are no special interests between Mr. Toru Matsushima and the Company.</p>					


No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)			
3	Masaaki Matsuzawa (November 23, 1954) (For reappointment)	<p>April 1978 Joined C.ITOH DataSystems Co., Ltd.</p> <p>October 1989 Transferred to the Company</p> <p>April 2002 General Manager, Telecom Systems Sales Division No.2 of the Company</p> <p>June 2002 Executive Officer of the Company</p> <p>April 2005 Assistant to COO, Telecommunication Systems Group of the Company</p> <p>April 2007 Managing Executive Officer and COO, Datacenter Group of the Company</p> <p>June 2009 Director of the Company (current position)</p> <p>April 2011 COO, Telecommunication Systems Group of the Company</p> <p>April 2013 Officer responsible for Telecommunication Systems Group and Financial & Public Systems Group of the Company</p> <p>April 2015 Senior Managing Executive Officer of the Company (current position)</p> <p>April 2016 Officer responsible for Distribution & Enterprise Group and Telecommunication Group COO, Distribution & Enterprise Group of the Company (current position)</p>	<table border="1"> <tr> <td data-bbox="1193 465 1423 571">Number of the Company's shares held</td> </tr> <tr> <td data-bbox="1193 571 1423 600">12,600</td> </tr> </table>	Number of the Company's shares held	12,600
Number of the Company's shares held					
12,600					
		<p>Status of attendance at Board of Directors Meetings: 18/19 (95%)</p> <p>Term of office as Director: 7 years</p> <p>Reasons for the nomination of the candidate for Director: Mr. Masaaki Matsuzawa possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of Director in June 2009, he has previously served as COO of the Datacenter Group and the Telecommunication Systems Group in addition to possessing extensive knowledge and abilities regarding management, and the Company believes that he is necessary for the management of the Company. Thus, the Company proposes his continued appointment as Director.</p> <p>Special interests: There are no special interests between Mr. Masaaki Matsuzawa and the Company.</p>			


No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)			
4	<p>Takahiro Susaki (September 8, 1956) (For reappointment)</p>	<p>April 1979 Joined ITOCHU Corporation April 2004 Deputy Chief Operating Officer, IT & Business Solutions Division, ITOCHU Corporation June 2004 Director of the Company April 2005 General Manager, Partner Distribution Division of the Company June 2005 Executive Officer of the Company April 2007 General Manager, Distribution Systems Division No.2 of the Company April 2008 General Manager, Distribution Systems Division No.4 of the Company April 2009 Executive Officer and Chief Operating Officer, ICT & Media Division, ITOCHU Corporation June 2009 Director of the Company (current position) April 2011 Chief Operating Officer, Information & Communication Technology Division, ITOCHU Corporation April 2012 Managing Executive Officer (current position) and COO, IT Support Services Group of the Company April 2013 COO, Financial & Public Systems Group of the Company January 2015 COO, Regional Business Development of the Company April 2016 Officer responsible for Public & Regional Business Group and Finance & Social Infrastructure Group; COO, Public & Regional Business Group of the Company (current position)</p>	<table border="1"> <tr> <td data-bbox="1193 472 1422 566">Number of the Company's shares held</td> </tr> <tr> <td data-bbox="1193 566 1422 600">4,800</td> </tr> </table>	Number of the Company's shares held	4,800
Number of the Company's shares held					
4,800					
		<p>Status of attendance at Board of Directors Meetings: 19/19 (100%)</p> <p>Term of office as Director: 7 years</p> <p>Reasons for the nomination of the candidate for Director: Mr. Takahiro Susaki possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of Director in June 2009, he has served as COO of the IT Support Services Group and the Financial & Public Systems Group since April 2012 in addition to possessing extensive knowledge and abilities regarding management, and the Company believes that he is necessary for the management of the Company. Thus, the Company proposes his continued appointment as Director.</p> <p>Special interests: There are no special interests between Mr. Takahiro Susaki and the Company.</p>			

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)			
5	Tadataka Okubo (July 20, 1956) (For reappointment)	<p>January 1981 Joined C.ITOH DataSystems Co., Ltd.</p> <p>October 1989 Transferred to the Company</p> <p>June 1996 Director, CTC FINANCIAL ENGINEERING Corporation</p> <p>April 1999 Director & Senior Vice President, CTC FINANCIAL ENGINEERING Corporation</p> <p>April 2000 Director & Executive Senior Vice President, CTC FINANCIAL ENGINEERING Corporation</p> <p>April 2001 General Manager, Sun Strategic Sales & Development Division of the Company</p> <p>April 2002 General Manager, Sales & Development Division of the Company</p> <p>June 2002 Executive Officer of the Company</p> <p>April 2003 General Manager, Enterprise Systems Promotion Division of the Company</p> <p>January 2004 COO, Information Management of the Company</p> <p>April 2004 COO, Information Systems/BPR and CIO of the Company</p> <p>April 2007 Deputy COO, Financial Systems Group of the Company</p> <p>April 2011 Managing Executive Officer of the Company (current position)</p> <p>April 2013 COO, Cross Function Group and CTO of the Company</p> <p>April 2014 COO, IT Services Business Group and CTO of the Company (current position)</p> <p> Director, CTC TECHNOLOGY Corporation</p> <p>June 2014 Director of the Company (current position)</p> <p>April 2015 Director, CTC System Management Corporation</p>	<table border="1"> <tr> <td data-bbox="1193 465 1422 566">Number of the Company's shares held</td> </tr> <tr> <td data-bbox="1193 566 1422 600">9,200</td> </tr> </table>	Number of the Company's shares held	9,200
Number of the Company's shares held					
9,200					
		<p>Status of attendance at Board of Directors Meetings: 19/19 (100%)</p> <p>Term of office as Director: 2 years</p> <p>Reasons for the nomination of the candidate for Director: Mr. Tadataka Okubo possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of Director in June 2014, he served as COO of the IT Services Business Group and CTO in addition to possessing extensive knowledge and abilities regarding management, and the Company believes that he is necessary for the management of the Company. Thus, the Company proposes his continued appointment as Director.</p> <p>Special interests: There are no special interests between Mr. Tadataka Okubo and the Company.</p>			

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)			
	Makiko Nakamori (August 18, 1963)	<p>April 1987 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>October 1991 Joined Asahi & Co. (current KPMG AZSA LLC)</p> <p>April 1996 Registered as certified public accountant</p> <p>July 1997 Director, Nakamori CPA Offices (current position)</p> <p>August 2000 Corporate Auditor, Oracle Corporation Japan</p> <p>December 2006 Corporate Auditor, istyle Inc. (current position)</p> <p>August 2008 Director, Oracle Corporation Japan</p> <p>March 2010 Corporate Auditor, GLOBAL-DINING, INC.</p> <p>September 2011 Corporate Auditor, THE JADE GROUP K.K. (current LOCONDO, Inc.) (current position)</p> <p>December 2011 Corporate Auditor, M&A Capital Partners Co., Ltd. (current position)</p> <p>June 2013 Director of the Company (current position) Corporate Auditor, NEXT Co., Ltd. (current position)</p> <p>November 2015 Corporate Auditor, TeamSpirit Inc. (current position)</p>			
6	(For reappointment) (Outside) (Independent)	<p>Status of attendance at Board of Directors Meetings: 19/19 (100%)</p> <p>Term of office as Director: 3 years</p> <p>Reasons for the nomination of the candidate for Outside Director: Ms. Makiko Nakamori possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of Director in June 2013, has fulfilled her duties as Outside Director. She does not have experience of being directly engaged in corporate management except serving as an Outside Director or an Outside Corporate Auditor, yet she possesses a high level of financial and accounting expertise and extensive experience as a certified public accountant and the Company believes she is necessary for the management of the Company. Thus, the Company proposes continued her appointment as Outside Director.</p> <p>Special interests and views toward independence: There are no special interests between Ms. Makiko Nakamori and the Company. Additionally, the Company has reported to the Tokyo Stock Exchange, Inc., Ms. Makiko Nakamori as an independent officer with no potential conflicts of interest with general shareholders as required by the aforementioned Exchange.</p> <p>Other special notes on the candidate for Director: Ms. Makiko Nakamori has entered into a liability limitation agreement with the Company under Article 423, Paragraph 1 of the Companies Act, whereby liability for damage based on the agreement is limited to the amount stipulated by laws and regulations. When her reappointment is approved, she will renew the liability limitation agreement with the Company.</p>	<table border="1"> <tr> <td data-bbox="1193 465 1420 568">Number of the Company's shares held</td> </tr> <tr> <td data-bbox="1193 568 1420 600">0</td> </tr> </table>	Number of the Company's shares held	0
Number of the Company's shares held					
0					

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)			
		<p>July 1973 Program planner, UN Development Programme</p> <p>January 1977 Senior researcher in the Center of Japanese Economy and Business at Columbia University</p> <p>April 1980 Adviser, Communications and Information Network Association of Japan (current position)</p> <p>April 1988 Executive adviser to Japanese Minister of Labor</p> <p>April 2001 Professor, Waseda University (current position)</p> <p>April 2002 Director, Institute of e-Government, Waseda University (current position)</p> <p>May 2004 Director, APEC e-Government Research Center (current position)</p> <p>May 2006 Chair, National e-Government Promotion Council, Ministry of Internal Affairs and Communications (current position)</p> <p>September 2008 President, International Academy of CIO (current position)</p> <p>August 2009 Member, Evaluation and Expert Research Committee for IT Strategic Headquarters, Cabinet Office</p> <p>January 2011 Adviser to Secretary General of ITU</p> <p>January 2012 Vice Chairman, ICT Super-Aging Society Design Council, Ministry of Internal Affairs and Communications</p> <p>June 2014 Director of the Company (current position)</p>	 <table border="1" data-bbox="1193 465 1422 600"> <tr> <td>Number of the Company's shares held</td> </tr> <tr> <td>0</td> </tr> </table>	Number of the Company's shares held	0
Number of the Company's shares held					
0					
7	<p>(For reappointment)</p> <p>(Outside)</p> <p>(Independent)</p>	<p>Status of attendance at Board of Directors Meetings: 18/19 (95%)</p> <p>Term of office as Director: 2 years</p> <p>Reasons for the nomination of the candidate for Outside Director: Mr. Toshio Obi possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of Director in June 2014, has fulfilled his duties as Outside Director. He does not have experience of being directly engaged in corporate management except serving as an Outside Director or an Outside Corporate Auditor, yet he possesses a high level of expertise as an academic and deep knowledge in information systems and the Company believes he is necessary for the management of the Company. Thus, the Company proposes continued his appointment as Outside Director.</p> <p>Special interests and views toward independence: There are no special interests between Mr. Toshio Obi and the Company. Although there are operational transaction relationships between the Company and Waseda University, where he serves as professor, the amount of the transactions is immaterial, and there is no significance to create special interests. Thus, the Company has reported to the Tokyo Stock Exchange, Inc., Mr. Toshio Obi as an independent officer with no potential conflicts of interest with general shareholders as required by the aforementioned Exchange.</p> <p>Other special notes on the candidate for Director: Mr. Toshio Obi has entered into a liability limitation agreement with the Company under Article 423, Paragraph 1 of the Companies Act, whereby liability for damage based on the agreement is limited to the amount stipulated by laws and regulations. When his reappointment is approved, he will renew the liability limitation agreement with the Company.</p>			

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)	
8	Shunsuke Noda (May 7, 1962) (For reappointment)	<p>April 1987 Joined ITOCHU Corporation</p> <p>November 2000 General Manager, Net Venture Development Office, IT & Business Solutions Division, ITOCHU Corporation</p> <p>May 2002 Director, Excite Japan Co., Ltd. (current position)</p> <p>April 2003 Director, ITOCHU ELECTRONICS CORP. (current ITOCHU INTERACTIVE CORPORATION)</p> <p>April 2006 General Manager, Business Solutions Department, ITOCHU Corporation</p> <p>June 2008 President & Representative Director, Excite Japan Co., Ltd.</p> <p>April 2012 Chief Operating Officer, ICT, Insurance & Logistics Division, ITOCHU Corporation</p> <p>June 2012 Director of the Company (current position) Director, ITOCHU LOGISTICS CORP.</p> <p>July 2012 Director, Asurion Japan K.K. (current position)</p> <p>September 2014 Director, ITOCHU Fuji Partners, Inc. (current position)</p> <p>October 2014 Director, BELLSYSTEM24 Holdings, Inc. (current position)</p> <p>April 2015 Chief Operating Officer, ICT Division, ITOCHU Corporation (current position)</p> <p>March 2016 Director, NHK Cosmomedia America, Inc. (current position)</p>	<div data-bbox="1193 465 1423 600" style="border: 1px solid black; padding: 5px; text-align: center;"> Number of the Company's shares held 0 </div>
		<p>Status of attendance at Board of Directors Meetings: 18/19 (95%)</p> <p>Term of office as Director: 4 years</p> <p>Reasons for the nomination of the candidate for Director: Mr. Shunsuke Noda possesses personal qualities such as high ethical perspective and fairness as Director, and subsequent to assuming the office of Director in June 2012, he has fulfilled his duties as Director. He possesses a high level of expertise and extensive knowledge regarding management as Chief Operating Officer of the ICT Division of ITOCHU Corporation, and the Company believes that he is necessary for the management of the Company. Thus, the Company proposes his continued appointment as Director.</p> <p>Special interests: There are no special interests between Mr. Shunsuke Noda and the Company.</p> <p>Other special notes on the candidate for Director: Mr. Shunsuke Noda has entered into a liability limitation agreement with the Company under Article 423, Paragraph 1 of the Companies Act, whereby liability for damage based on the agreement is limited to the amount stipulated by laws and regulations. When his reappointment is approved, he will renew the liability limitation agreement with the Company.</p>	

No.	Name (Date of birth)	Brief personal history, position, responsibilities and status of significant concurrent position(s)			
9	<p>Akira Tsuchihashi (September 10, 1962) (New appointment)</p>	<p>April 1985 Joined ITOCHU Corporation November 2003 Head of Plant & Project Team of Administration Department, Machinery Company, ITOCHU Corporation May 2007 General Manager, Tax Planning & Control Department, General Accounting Control Division, ITOCHU Corporation April 2012 Chief Corporate Administration Officer for ITOCHU East Asia Bloc; Director, China Corporate Administration Division, ITOCHU East Asia Bloc; ITOCHU Corporation ITOCHU SHANGHAI LTD. May 2015 CFO, ICT, General Products & Realty Company, ITOCHU Corporation April 2016 Executive Officer, CFO, ICT & Financial Business Company (current position); CFO, General Products & Realty Company, ITOCHU Corporation</p>	<table border="1"> <tr> <td data-bbox="1181 459 1428 571">Number of the Company's shares held</td> </tr> <tr> <td data-bbox="1181 571 1428 593">0</td> </tr> </table>	Number of the Company's shares held	0
Number of the Company's shares held					
0					
<p>Reasons for the nomination of the candidate for Director: Mr. Akira Tsuchihashi possesses a high level of expertise and extensive knowledge regarding management as CFO of the ICT & Financial Business Company of ITOCHU Corporation, and the Company believes that he is qualified for the management of the Company. Thus, the Company proposes his appointment as Director.</p> <p>Special interests: There are no special interests between Mr. Akira Tsuchihashi and the Company.</p> <p>Other special notes on the candidate for Director: When Mr. Akira Tsuchihashi is appointed, the Company plans to newly enter into a liability limitation agreement with him under Article 423, Paragraph 1 of the Companies Act. The liability for damage based on the agreement will be limited to the amount stipulated by laws and regulations.</p>					

(Note) The terms of office for Directors are as of the conclusion of this Meeting.


Proposal 3: Election of two (2) Corporate Auditors


As the terms of office of Corporate Auditors Takahiro Tani, Toru Shobuda, and Toshiaki Tada will expire at the conclusion of the Meeting, the Company proposes the election of two (2) Corporate Auditors.

With regard to the submission of this proposal, the Company has received approval from the Board of Corporate Auditors.

The candidates for Corporate Auditors are described below.

Candidates for Corporate Auditors

No.	Name (Date of birth)	Brief personal history, position and status of significant concurrent position(s)			
1	Hiroshi Takada (December 13, 1957) (New appointment)	April 1980	<table border="1" data-bbox="1193 757 1423 891"> <tr> <td>Number of the Company's shares held</td> </tr> <tr> <td>4,200</td> </tr> </table>	Number of the Company's shares held	4,200
		Number of the Company's shares held			
		4,200			
		October 1989		April 2001	
		April 2001		April 2004	
		April 2004		April 2005	
		April 2005		April 2007	
		April 2007		April 2010	
		April 2010		April 2015	
		April 2015		April 2016	
April 2016	Advisor of the Company (current position)				
<p>Reasons for the nomination of the candidate for Corporate Auditor: Mr. Hiroshi Takada has experienced corporate management departments at the Company and at the Company's Group multiple times across many years, and possesses an adequate level of knowledge toward corporate management of the Group. He also possesses appropriate knowledge regarding finance and accounting. Thus, the Company believes that he will appropriately audit the execution of duties by Directors, and proposes his appointment as Corporate Auditor.</p> <p>Special interests: There are no special interests between Mr. Hiroshi Takada and the Company.</p>					

No.	Name (Date of birth)	Brief personal history, position and status of significant concurrent position(s)	 <table border="1" data-bbox="1193 465 1422 600"> <tr> <td data-bbox="1201 472 1414 562">Number of the Company's shares held</td> </tr> <tr> <td data-bbox="1201 562 1414 593">0</td> </tr> </table>	Number of the Company's shares held	0
Number of the Company's shares held					
0					
2	<p>Toshiaki Tada (July 28, 1968)</p> <p>(For reappointment)</p> <p>(Outside)</p> <p>(Independent)</p>	<p>April 1996 Registered as an attorney (Daini Tokyo Bar Association)</p> <p>December 1996 Joined Hibiya Sogo Law Office</p> <p>July 2002 Registered as an attorney in New York State</p> <p>June 2008 Audit & Supervisory Board Member, DENKI KAGAKU KOGYO KABUSHIKI KAISHA (currently Denka Company Limited)</p> <p>June 2012 Corporate Auditor of the Company (current position)</p> <p>Status of attendance at Board of Directors Meetings: 18/19 (95%)</p> <p>Status of attendance at Board of Corporate Auditors Meetings: 17/17 (100%)</p> <p>Term of office as Corporate Auditor: 4 years</p> <p>Reasons for the nomination of the candidate for Outside Corporate Auditor: Mr. Toshiaki Tada has been active for the past four years since June 2012 as Outside Corporate Auditor of the Company. He does not have experience of being directly engaged in corporate management except serving as an Outside Director or an Outside Corporate Auditor, yet he possesses specialized knowledge and abundant experience regarding corporate judicial affairs as an attorney, and has provided comments to the Board of Directors and Board of Corporate Auditors from a specialist standpoint. Thus, the Company believes that he will appropriately audit the execution of duties by Directors, and proposes his continued appointment as Outside Corporate Auditor.</p> <p>Special interests and views toward independence: There are no special interests between Mr. Toshiaki Tada and the Company. Additionally, the Company has reported to the Tokyo Stock Exchange, Inc., Mr. Toshiaki Tada as an independent officer with no potential conflicts of interest with general shareholders as required by the aforementioned Exchange.</p> <p>Other special notes on the candidate for Corporate Auditor: Mr. Toshiaki Tada has entered into a liability limitation agreement with the Company under Article 423, Paragraph 1 of the Companies Act, whereby liability for damage based on the agreement is limited to the amount stipulated by laws and regulations. When his reappointment is approved, he will renew the liability limitation agreement with the Company.</p>			

Proposal 4: Election of one (1) Substitute Corporate Auditor

As the validity of the currently elected Substitute Corporate Auditor will expire at the commencement of this Annual General Meeting, the Company once again proposes the election of one (1) Substitute Corporate Auditor to prepare for the event where the number of Corporate Auditors falls below the number defined by laws and regulations.

With regard to the submission of this proposal, the Company has received approval from the Board of Corporate Auditors.

The candidate for Substitute Corporate Auditor is described below.

Candidate for Substitute Corporate Auditor

Name (Date of birth)	Brief personal history, position and status of significant concurrent position(s)	Number of the Company's shares held
Seiji Tanimoto (July 9, 1970) (For reappointment)	April 1999 Registered as an attorney (Daini Tokyo Bar Association) Joined Hibiya Sogo Law Office	0
	Reasons for the nomination of the candidate for Substitute Corporate Auditor: Mr. Seiji Tanimoto does not have experience of being directly engaged in corporate management, yet he possesses abundant experience and a high level of expertise regarding corporate law as an attorney. Thus, the Company believes that he will appropriately audit the execution of duties by Directors, and proposes his continued appointment as Substitute Corporate Auditor. Additionally, he is a candidate for Substitute Outside Corporate Auditor. Special interests and views toward independence: There are no special interests between Mr. Seiji Tanimoto and the Company. Additionally, in the event that Mr. Seiji Tanimoto assumes office of Outside Corporate Auditor, the Company plans to report him as an independent officer to the Tokyo Stock Exchange, Inc. as defined by the aforementioned Exchange. Other special notes on the candidate for Substitute Corporate Auditor: When Mr. Seiji Tanimoto assumes office of Outside Corporate Auditor, the Company plans to newly enter into a liability limitation agreement with him under Article 423, Paragraph 1 of the Companies Act. The liability for damage based on the agreement will be limited to the amount stipulated by laws and regulations.	