This document is a partial English translation of the original Japanese version and is prepared solely for reference purposes and the convenience of foreign shareholders. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 6395

June 5, 2017

To Shareholders with Voting Rights:

Koichi Tadano

Representative Director, President and CEO

TADANO LTD.

Ko-34 Shinden-cho, Takamatsu, Kagawa

Notice of Convocation of 69th Ordinary General Meeting of Shareholders

Please be advised that the 69th Ordinary General Meeting of Shareholders of TADANO LTD. (hereinafter "the Company") will be held as follows. Your attendance at the meeting is cordially requested. If you are unable to attend the meeting on the day, you may exercise your voting rights by either of the methods described below. However, please note that the deadline for exercising your voting rights in this case is 5:25 p.m., Monday, June 26, 2017. Please also review the attached Reference Documents for Shareholders Meeting before making your decisions.

Exercise of Voting Rights by Mail (in Writing)

Please indicate your approval or disapproval of the proposals using the enclosed ballot form and send it back to us by the deadline specified above.

Exercise of Voting Rights via the Internet

Please access the website for exercising voting rights (http://www.it-soukai.com), input the "code for exercising voting rights" and "password" displayed on the enclosed ballot form, and follow the instructions on the screen to enter your approval or disapproval of the proposals.

Before exercising your voting rights via the internet, please be sure to check the "Instructions for Exercise of Voting Rights via the Internet" on page 33.

- 1. Date and Time: Tuesday, June 27, 2017, 10:00 a.m. (Reception starts at 9:00 a.m.)
- Place: Seto Hall, Annex 2F, Takamatsu International Hotel
 2191-1 Kita-cho, Takamatsu City, Kagawa, Japan

3. Purpose of Meeting

Items to Be Reported:

- (1) Business report, consolidated financial statements, independent auditor's audit report, and Audit and Supervisory Board's audit report on consolidated financial statements for the 69th term (from April 1, 2016 to March 31, 2017)
- (2) Financial statements for the 69th term (from April 1, 2016 to March 31, 2017)

Items to Be Resolved:

- 1) Appropriation of retained earnings
- 2) Election of six Directors
- 3) Election of one Audit and Supervisory Board Member
- 4) Revision of countermeasure policy regarding large-scale purchases, etc. of the Company's shares (takeover defense measures)

4. Other Important Matters Related to the Convocation

- (1) If you do not indicate your approval or disapproval of the proposal(s) using the ballot form, you are regarded as having approved the proposal(s).
- (2) If you cannot attend the meeting, another shareholder with voting rights can act as a proxy for you at the meeting. In this situation, however, the said proxy must submit to the Company a written document certifying the right to serve as proxy.

- ① When you attend the meeting, please present the enclosed ballot form at the day to the reception desk.
- © We will be in business casual (Coolbiz) at the meeting, and we would appreciate it if you could attend the meeting wearing light clothing as well.
- ◎ Of documents that are required to be attached to the notice of this convocation, the following items are available online via our website (http://www.tadano.co.jp/), and are excluded from this notice in accordance with legal provisions and Article 14 of the Company's articles of incorporation.
 - (1) Business report: System for ensuring appropriate business operations and the status of its operation
 - (2) Business report: Basic policy on corporate governance
 - (3) Consolidated financial statements: Consolidated statement of changes in equity and notes to consolidated financial statements
 - (4) Non-consolidated financial statements: Non-consolidated statement of changes in equity and notes to non-consolidated financial statements

Accordingly, the documents provided along with this notice are part of the consolidated financial statements or non-consolidated financial statements audited by independent auditors when preparing their audit report, and are also part of the business report, consolidated financial statements or non-consolidated financial statements audited by the Audit and Supervisory Board and its members when preparing their audit report.

© Please note that if any revisions are made to the contents of the business report, consolidated financial statements and non-consolidated financial statements, and reference documents for the Shareholders Meeting, the revised contents will be made available online via our website (http://www.tadano.co.jp/).

Reference Documents for Shareholders Meeting

Proposals and Reference Matters

Proposal 1: Appropriation of retained earnings

To continuously offer stable returns to shareholders, the Company determines the amount of retained earnings to appropriate by thoroughly considering factors such as financial strength, consolidated performance and dividend payout ratios.

The Company will work for sustainable growth and corporate value improvement by appropriating internal reserves for capital investment, investments and loans etc., in order to become a manufacturer with four synergistic strengths: product competitiveness, product quality, service capability (including parts), and used crane value.

Outlined below is the Company's proposed year-end dividend for the current fiscal year, set in consideration of the current year's performance and future management environment.

Matters regarding year-end dividend

(1) Dividend type

Cash dividends

(2) Per-share dividend amount and total amount of dividends

13 yen per common share of the Company

1,646,221,655 yen in total

It should be noted that the Company's annual dividend for the current fiscal year will be 26 yen per share, the same amount as that of the previous fiscal year which includes an interim dividend of 13 yen.

(3) Effective date of dividend payment

Wednesday, June 28, 2017

Proposal 2: Election of six Directors

The office term of all incumbent Directors (six Directors) shall expire at the close of this Shareholders Meeting. Accordingly, it is proposed that the following six Directors be elected.

The candidates for Directors are as follows:

Candidates for Director

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned	
1	Since Mr. Koichi Ta Company, he has c experience he had a	April 1977: Joined Marubeni Corporation June 1988: Joined TADANO LTD. June 1991: General Manager of President's Office January 1997: Director and President of FAUN GmbH (currently TADANO FAUN GmbH) June 1997: Director April 1999: Director and Executive Officer April 2001: Director and Senior Executive Officer April 2002: Representative Director and Senior Executive Officer June 2003: Representative Director and President and CEO April 2017: Representative Director, President and CEO, and Head of Planning & Administration Division/ICT Division/Technical Research Division (current position) nation as a candidate for Director] dano had assumed the office of Representative Director, President and CEO of the ontributed to the long term growth of the Group, by leveraging the wealth of cquired in the past, and has shown strong leadership by playing a pivotal role in dano is expected to fulfill an important role in leading the Group to further growth,	277,000	
2	management. Mr. Tadano is expected to fulfill an important role in leading the Group to further growth, and is therefore nominated as a candidate for Director. April 1976:		117,200	

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities		Shares of the Company Owned
3	Tamaki Okuyama (May10, 1954) (Reappointment)	April 1980: October 2000: January 2004: April 2008: April 2011: June 2011: April 2017:	Joined TADANO LTD. General Manager of Design I Division Director of FAUN GmbH (currently TADANO FAUN GmbH) Officer Executive Officer Director and Executive Officer Director, Senior Executive Officer and Head of R&D Division/SVE Division /Thai Operations (current position)	67,400
	[Reasons for nomination as a candidate for Director] Mr. Tamaki Okuyama has been in charge of various roles and has overseen divisions such as production, quality & safety assurance and R&D, and has abundant knowledge and depthful insight towards these areas. He is expected to fulfill an important role in leading the Group to further growth, and is therefore nominated as a candidate for Director.			
4	production and qualit	January 2009: April 2009: April 2011: June 2011: April 2017: attion as a candidates been in charge of the safety assurant and	Joined Yanmar Diesel Co., Ltd. (currently Yanmar Co., Ltd.) General Manager of Tractor Development Division I, Development Headquarters (Yanmar) General Manager of Development Group III, Development Division, Tractor Business Headquarters (Yanmar Agricultural Equipment Co., Ltd.; currently Yanmar Co., Ltd.) General Manager of Product Technology Department, Development Division, Tractor Business Headquarters (Yanmar) : Joined TADANO LTD. General Manager of R&D Planning Department Officer Executive Officer Director and Executive Officer Director, Executive Officer and Head of Production Division/Procurement Division/Quality & Safety Assurance Division /Chinese Operations (current position) te for Director] f various roles and has overseen divisions such as R&D, ce, and has abundant knowledge and depthful insight towards important role in leading the Group to further growth, and is	27,800
5	Nobuhiko Ito (February 5, 1947) (Reappointment) (Outside Director) Status of attendance [Reasons for nomine Mr. Nobuhiko Ito sate Exchange, Inc. and the The Company expects	as a candidate for I July 1971: July 1989: January 1999: September 2002 January 2004: February 2005: January 2008: June 2010: March 2012: June 2012: e at the Board of Duation as a candidatisfies the requirement "Standards for Instantion and Instantion of Instantion o	Director. Joined Exxon Chemical Japan Ltd. Joined General Electric Japan Ltd. (currently GE Japan Ltd.) Representative Director and President of GE Yokogawa Medical Systems Ltd. (currently GE Healthcare Japan Ltd.) : Representative Director, President and CEO of GE Edison Life Insurance Co. Ltd. (currently Gibraltar Life Insurance Co., Ltd.) Representative Director, President and CEO of GE Capital Leasing Co., Ltd. (currently GE Japan Ltd.)	3,300

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities		Shares of the Company Owned
6	[Reasons for nomin Mr. Yasuyuki Yoshid Exchange, Inc. and the also possesses ab employee. He is expe	October 2002: October 2007: J January 2008: M June 2008: I March 2009: I e at the Board of Direction as a candidate a satisfies the requirection of the control of the cont	April 1971: Joined Mitsubishi Research Institute, Inc. ("MRI") October 2002: Councilor of MRI October 2007: Joined NIKKEN SEKKEI Research Institute ("NSRI") (as Senior Researcher) Annuary 2008: Managing Executive and Senior Researcher of NSRI Une 2008: Director of TADANO Ltd. (current position)	

Notes:

- 1. There are no special interests between each candidate and the Company.
- Mr. Nobuhiko Ito and Mr. Yasuyuki Yoshida are candidates for Outside Directors.
 Their ninth year as Outside Directors of the Company shall end at the close of this shareholders' meeting.
- 3. Agreements with Outside Directors regarding the limitation of liability
 The Company has made agreements with Mr. Nobuhiko Ito and Mr. Yasuyuki Yoshida, Outside
 Director candidates, regarding the limitation of liability in accordance with Article 423, Paragraph 1 of
 the Companies Act. If the proposal for their election is approved, these agreements will remain valid.
 In addition, the amount of their individual liability under such agreements is the minimum amount
 stipulated by laws and regulations.

Proposal 3: Election of one Audit and Supervisory Board Member

Audit and Supervisory Board Member Mr. Takashi Oshika will retire from his position at the close of this Shareholders Meeting. Accordingly, it is proposed that the following Audit and Supervisory Board Member be elected as his substitute.

If elected, the term of office of this Audit and Supervisory Board Member shall expire at the close of the 72nd Ordinary General Meeting of Shareholders.

This proposal has already been approved by the Audit and Supervisory Board.

The candidate for Audit and Supervisory Board Member is as follows:

Candidate for Audit and Supervisory Board Member

Name (Date of birth)	Employment History, Position, and Important Concurrent Responsibilities	Shares of the Company Owned
Akihiko Kitamura (October, 14, 1959) (New candidate)	April 1982: Joined NISSAN MOTOR CO., LTD. April 2008: General Manager of Operation Revenue Management Department of NISSAN MOTOR CO., LTD. September 2008: Joined TADANO LTD. December 2008: General Manager of Planning & Administration Department (responsible for Finance& Accounting) April 2011: Officer April 2012: Officer, Head of Planning & Administration Division January 2015: Officer, Deputy for European Operations Director, Executive Vice President of TADANO FAUN GmbH April 2017: Adviser of Audit and Supervisory Board Members' Office (current position)	2,000
[Reasons for nomination as a candidate for Audit and Supervisory Board Member] Mr. Akihiko Kitamura has cultivated a considerable amount of knowledge in finance and accounting through his experience in serving as the Company's Officer in charge of Planning & Administration Division. He also has experience in corporate management in general as Director, Executive Vice President of TADANO FAUN GmbH, gaining abundant experience and insight from overseas. He is expected to perform audits for the overall management of the Group, and is therefore nominated as a candidate for Audit and Supervisory Board Member.		

Note: There are no special interests between the candidate and the Company.

Proposal 4: Revision of countermeasure policy regarding large-scale purchases, etc. of the Company's shares (takeover defense measures)

The Company decided to implement a "Countermeasure policy regarding large-scale purchases, etc. of the Company's shares, etc." at the Board of Directors meeting held on May 8, 2008. This policy was approved by the Company's shareholders at the 60th Ordinary General Meeting of Shareholders held on June 24, 2008. Thereafter, the Company revised the policy after obtaining shareholder approval for a partial revision and continuous implementation at the 63rd Ordinary General Meeting of Shareholders held on June 24, 2011 and also at the 66th Ordinary General Meeting of Shareholders held on June 25, 2014 (the revised countermeasure policy regarding large-scale purchases, etc. of the Company's shares approved at the 66th Ordinary General Meeting of Shareholders is hereinafter referred to as the "Current Countermeasure Policy"). The Current Countermeasure Policy is valid until the end of this Ordinary General Meeting of Shareholders.

Even after the implementation of the Current Countermeasure Policy, the Company has continuously kept an eye on regulatory movements such as changes in the Financial Instruments and Exchange Act and relevant governmental and ministerial ordinances. The Company has also taken into consideration changes in social and economic conditions, progress in recent discussions on takeover defense measures, and other matters to explore the ideal policy implementation (including whether to revise the Current Countermeasure Policy or not) as part of the measures to ensure and further improve the Company's corporate value and the common interests of shareholders.

As a result of this exploration, while the Current Countermeasure Policy remains effective, the Company has decided, at the Board of Directors meeting held on May 18, 2017, to continuously implement the "Basic policy on how to deal with persons in control of the Company's decisions over finance and business policies" (hereinafter "Basic Policy," referring to matters stipulated in the introductory clause of Article 118, Item 3 of the Ordinance for Enforcement of the Companies Act) and revise the Current Countermeasure Policy (hereinafter, the revised countermeasure policy is referred to as "New Countermeasure Policy") as the "Measures to prevent inappropriate persons from taking control of the Company's decisions over finance and business policies in light of the Basic Policy" (referring to matters stipulated in the provisions of Article 118, Item 3 (b)-(2) of the Ordinance for Enforcement of the Companies Act), on the condition that the revision is approved by shareholders at this Ordinary General Meeting of Shareholders.

Key features of the New Countermeasure Policy and main changes from the Current Countermeasure Policy are as follows.

- Key features of the New Countermeasure Policy
 Key features of the New Countermeasures Policy are as follows.
 - [1] Structure to eliminate arbitrary decisions by the Board of Directors

 The Company shall establish an independent committee consisting of Outside Directors and Outside

 Audit and Supervisory Board Members, who are independent from the Company's management in

 charge of business execution, and consult the committee on the appropriateness of the initiation of

 countermeasures against the Large-scale Purchases, etc. and other matters, and respect the committee's

 advice to the largest extent in order to eliminate arbitrary decision by the Company's Board of

 Directors.

[2] Structure to ensure the prompt compliance with the Large-scale Purchase Rules

The Information Provision Request Period given to the Large-scale Purchaser will be no longer than 60 days as a general rule, in order to prevent the disturbance of prompt compliance with the Large-scale Purchase Rules resulting from unnecessary delays in the Large-scale Purchaser's providing information.

In addition, the Board of Directors' Assessment Period will be no longer than 90 days as a general rule, with an extension period of a maximum of 30 days.

In cases where the Large-scale Purchase Rules are complied with, countermeasures will not be initiated against the Large-scale Purchases, etc., in principle. Only exceptional cases for which countermeasures will be initiated are when the Large-scale Purchases, etc. are clearly deemed to significantly damage the Company's corporate value and the common interests of shareholders. Moreover, in cases where the Company's Board of Directors receives advice from the independent committee to the effect that a proposal regarding the appropriateness of the initiation of countermeasures should be submitted to the General Meeting of Shareholders for Confirmation of Shareholders' Intent, the Company's Board of Directors shall convene the General Meeting of Shareholders for Confirmation of Shareholders' Intent, unless it is extremely difficult to do so in practical terms, and resolve at the Company's Board of Directors on whether countermeasures should be initiated in accordance with the resolution at said General Meeting of Shareholders.

[4] Other

In cases where the gratis allotment of stock acquisition rights are conducted as countermeasures against the Large-scale Purchases, etc., the Company does not assume cases where it will pay cash as a consideration for the acquisition of Stock Acquisition Rights owned by the Large-scale Purchaser.

- 2. Main changes from the Current Countermeasure Policy
 - Main changes from the Current Countermeasure Policy are as follows.
 - [1] The Company's Board of Directors shall, in certain cases, convene the General Meeting of Shareholders for Confirmation of Shareholders' Intent, to ask shareholders whether countermeasures should be initiated against Large-scale Purchases, etc.
 - [2] The eligibility for independent committee members is limited to Outside Directors and Outside Audit and Supervisory Board Members, who are independent from the Company's management in charge of business execution, removing outside professionals.
 - [3] It is clearly stated that the Company does not assume cases where it will pay cash as a consideration for the acquisition of Stock Acquisition Rights owned by the Large-scale Purchaser in cases where the gratis allotment of stock acquisition rights are conducted as countermeasures against Large-scale Purchases, etc.
 - [4] Wording modifications and rearrangements were made to facilitate easier understanding of the New Countermeasure Policy.

The update to the New Countermeasure Policy was approved at the Company's Board of Directors meeting held with the attendance of all Directors including two Outside Directors, with disapproval of one Outside Director and approval of five other Directors. All Audit and Supervisory Board Members including the two Outside Audit and Supervisory Board Members attended the meeting. Each Audit and Supervisory Board Member expressed an opinion that he approves the New Countermeasure Policy, provided that it is specifically implemented in an

appropriate manner.

Approval by shareholders of this proposal is requested regarding the following revision of the Current Countermeasure Policy in accordance with Article 16 of the Company's Articles of Incorporation in order to incorporate shareholders' opinions into the revision to the utmost extent. In the event that this proposal is not approved by the Company's shareholders, the Current Countermeasure Policy will not be revised and will be abolished when its effective period expires at the conclusion of this General Meeting of Shareholders.

Appendix 1 shows the list of the Company's major shareholders as of March 31, 2017. The Company has not received any specific proposals for large-scale purchases, etc. of the Company's shares as of May 18, 2017.

1. Purpose of the New Countermeasure Policy

The purpose of implementing the New Countermeasure Policy is to ensure and improve the Company's corporate value and the common interests of shareholders in line with the Basic Policy.

The Company's Board of Directors has concluded that it needs to prepare for Large-scale Purchases, etc. of the Company's shares that damages the Company's corporate value and the common interests of shareholders, and to build a framework to prevent such purchases by providing shareholders with relevant information, ensuring time necessary for them to determine the appropriateness of such purchases, and also enabling the Company's Board of Directors to negotiate with purchasers or to take other measures for the benefit of shareholders.

The Financial Instruments and Exchange Act provides certain stipulations to regulate abusive purchases. However, due to factors such as a lack of stipulations as to the legal securement of information provision and assessment period prior to the tender offer, as well as the legal restriction of purchases within the market, the act may not be effective enough in controlling such abusive purchases. In order to achieve sustainable growth and improve corporate value over the medium- to long-term, the Company believes it is essential to lay down the New Countermeasure Policy with the aims of establishing an environment in which the Company can stabilize the Company's management and remain focused on growth strategies, as well as to prepare for the confusion or weakening of the Company caused by unexpected events, etc.

The content outline of the Basic Policy and the outline of special measures helpful for policy implementation are disclosed in a timely manner in accordance with the regulations of Tokyo Stock Exchange, Inc., and are also available online on the Company's website (please visit http://www.tadano.co.jp/ir/newsrelease/index.html).

2. Purchases of the Company's shares subject to the New Countermeasure Policy

If a person makes, or tries to make, purchases, etc., of the Company's shares aiming to raise the ratio of voting rights (Note 2) of a specified shareholder group (Note 1) to 20% or more (such person is hereinafter referred to as "Large-scale Purchaser"), or raises, or tries to raise, such ratio to 20% or more as a result of such purchases (irrespective of the specific purchase methods used in either case such as open-market purchases and takeover bids, except when the Company's Board of Directors consents to such purchases in advance; these purchases are hereinafter referred to as "Large-scale Purchases, etc."), the Large-scale Purchaser is required to provide the Company with necessary information about the Large-scale Purchases, etc., in advance in compliance with the rules below for Large-scale Purchases, etc., of the Company's shares as stipulated by the New Countermeasure Policy (hereinafter "Large-scale Purchase Rules") so that the time

period necessary for assessment and consideration, etc., of the details can be secured.

(Note 1) A specified shareholder group is:

- [1] A holder of the Company's shares, etc. (a "holder" and "shares, etc.," as stipulated in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, including a person regarded as a shareholder in accordance with Paragraph 3 of said Article; the same applies hereinafter unless otherwise specified), or a joint shareholder (a "joint holder" as stipulated in Article 27-23, Paragraph 5 of said Act, including a person regarded as a joint holder in accordance with Paragraph 6 of said Article; the same applies hereinafter), or
- [2] A person who makes purchases, etc. of the Company's shares, etc. ("shares, etc." as stipulated in Article 27-2, Paragraph 1 of said Act; the "purchases, etc." as stipulated in Article 27-2, Paragraph 1, including those made in financial instruments exchange markets; the same applies hereinafter), or a related party of such person (a "related party" as stipulated in Paragraph 7 of said Article; the same applies hereinafter).

(Note 2) The ratio of voting rights is:

- [1] The ratio of shares, etc. owned by a shareholder (the ratio stipulated by Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act if a specified shareholder group is applicable to [1] of Note 1. In this case, the number of shares, etc. owned by the shareholder's joint shareholder (the number of such shares stipulated by the said Paragraph) is also added. The same applies hereinafter), or
- [2] The ratio of total shares, etc. owned by a purchaser and related parties of the purchaser ("ratio of shares, etc. owned" as stipulated by Article 27-2, Paragraph 8 of the said Act; the same applies hereinafter) if a specified shareholder group is applicable to [2] of Note 1.

 The ratio of voting rights can be calculated using the total number of shares issued (as stipulated in Article 27-23, Paragraph 4 of said Act) and the total number of voting rights (as stipulated in Article 27-2, Paragraph 8 of said Act) that are available in the most recently submitted Securities Report, Quarterly Report, or Treasury Share Purchase Report.

3. Establishment of an Independent Committee

The Company's Board of Directors makes final decisions on whether a series of procedures have been completed in compliance with the Large-scale Purchase Rules, and whether to take certain countermeasures that are considered to be necessary and appropriate to ensure or improve the Company's corporate value and the common interests of shareholders. However, in order to ensure the reasonableness and fairness of the decision of the Board of Directors, the Company will establish an independent committee as an organization independent from the Company's Board of Directors in accordance with the Independent Committee Rules (see Appendix 2 for the outline of the Rules), and the Company's Board of Directors will respect the committee's advice to the largest extent. The independent committee consists of 3 or more committee members that the Company's Board of Directors appoints from among Outside Directors or Outside Audit and Supervisory Board Members, who are independent from the Company's management in charge of business execution. See Appendix 4 "Brief Profiles of the Independent Committee Members" for the names and brief employment history of the independent committee members.

4. Details of Large-scale Purchase Rules

The Company's Board of Directors believes that if Large-scale Purchases, etc. are made in accordance with the Large-scale Purchase Rules, they match the corporate value and common interests of shareholders. The Large-scale Purchase Rules can be summarized as follows: [1] The Large-scale Purchaser provides the Company's Board of Directors with necessary and sufficient information in advance, and [2] the Large-scale Purchaser starts making Large-scale Purchases, etc., only after the resolution of the Company's Board of Directors or the General Meeting of Shareholders for Confirmation of Shareholders' Intent with respect to whether countermeasures should be initiated.

(1) Submission of Letter of Intent

A Large-scale Purchaser who wishes to make Large-scale Purchases, etc. is required to submit a Japanese document declaring compliance with the Large-scale Purchase Rules (hereinafter "Letter of Intent") to the Company's Board of Directors. The Letter of Intent must contain the following matters.

- [1] Large-scale Purchaser and Profile
 - (i) Name and address
 - (ii) Purposes and business description of the company, etc.
 - (iii) Outline of major shareholders or equity holders (top 10 holders in terms of the number of shares owned or the equity ownership ratio)
 - (iv) Governing law for incorporation
 - (v) Representative's name
 - (vi) Contact person in Japan
- [2] Number of the Company's shares, etc. that the Large-scale Purchaser currently holds and transactions made by the Large-scale Purchaser regarding the Company's shares, etc. during the 60 days prior to submission of the Letter of Intent
- [3] Outline of Large-scale Purchases, etc. that the Large-scale Purchaser proposes (including the type and the number of the Company's shares, etc. that the Large-scale Purchaser plans to purchase as Large-scale Purchases, etc., and the outline of the purposes of making Large-scale Purchases, etc. (e.g. acquisition of control, participation in management, genuine investment, cross-shareholding investment, transfer of the Company's shares, etc. made to third parties after Large-scale Purchases, etc., provision of important proposals, etc. (Note 3), or any other purpose and the relevant outline if any. If multiple purposes exist, they must be described in their entirety.))
- [4] Declaration of Compliance with the Large-scale Purchase Rules

When a Letter of Intent is submitted, a document proving the existence of the Large-scale Purchaser (e.g. a certified copy of commercial registration and a copy of the Articles of Incorporation) must be attached (if such document is written in a foreign language, the Japanese translation must also be attached).

(Note 3) Important proposals, etc. are:

Proposals, etc., as stipulated in Article 27-26, Paragraph 1 of the Financial Instruments and Exchange Act, Article 14-8-2, Paragraph 1 of the Enforcement Order of said Act, and Article 16 of the Cabinet Office Ordinance on Disclosure of the Status of Large Volume Holding of Shares, etc.

(2) Provision of Large-scale Purchase InformationWithin 10 business days after the receipt of a Letter of Intent (Note 4) (excluding the first day), the

Company's Board of Directors will deliver a list of initially required information items (hereinafter "Initially Provided Information List") to the Large-scale Purchaser in consultation with outside professionals (including investment banks, securities firms, financial advisers, certified public accountants, lawyers, consultants and other specialists; the same applies hereinafter) whenever necessary so that shareholders can make decisions on Large-scale Purchases, etc., and the Company's Board of Directors can assess and examine the Purchases. The Large-scale Purchaser is required to submit sufficient information in Japanese to the Company's Board of Directors based on the Initially Provided Information List. Immediately after receiving information from the Large-scale Purchaser, the Company's Board of Directors will provide the independent committee with such information. If the Company's Board of Directors rationally considers, in light of the content and situation, etc. of said Large-scale Purchases, etc. while respecting the independent committee's advice to the largest extent, or if the information initially provided by the Large-scale Purchaser to the Company's Board of Directors based on the Initially Provided Information List is insufficient for shareholders' decision-making and for the assessment and consideration, etc., the Large-scale Purchaser shall be requested to provide the Company's Board of Directors with additional information (the information to be provided based on the Initially Provided Information List and the information to be additionally provided are hereinafter referred to collectively as the "Large-scale Purchase Information"). Immediately after receiving the additional information from the Large-scale Purchaser, the Company's Board of Directors will promptly provide the independent committee with such additional information.

Whenever the Company's Board of Directors needs to request the Large-scale Purchaser to provide information, it may set a deadline for provision of said information so that the Large-scale Purchase Rules can be complied with immediately. Regarding the time period available for the Large-scale Purchaser to give answers following receipt of the Company's Board of Directors' request for provision of information (hereinafter "Information Provision Request Period"), the Company's Board of Directors will set a maximum period of 60 days from the date of delivery of the Initially Provided Information List to the Large-scale Purchaser as the deadline for such provision. After the expiration of the Information Provision Request Period, the Board of Directors will immediately stop communication with the Large-scale Purchaser regarding the provision of information, and start its assessment even if all of the necessary information has not been provided. If the Large-scale Purchaser requests an extension of said time period based on reasonable cause, the Board of Directors may extend the Information Provision Request Period for a maximum of 30 days depending on necessity. Even before the expiration of the Information Provision Request Period, if the Company's Board of Directors considers that all necessary information is available, it may terminate the Period, and start its assessment.

In principle, items [1] through [10] discussed below shall be included in the Initially Provided Information List, but the specific content and scope of said Large-scale Purchase Information shall be limited to such matters that the Company's Board of Directors considers necessary and sufficient in a rational manner for the Company's shareholders to make decisions and for the Company's Board of Directors to form its opinion in light of the content and situation of said Large-scale Purchases, etc. (the content and scope of additional information to be provided are determined upon respecting the independent committee's advice to the largest extent). In case the Large-scale Purchaser is unable to provide certain Large-scale Purchase Information, the Company's Board of Directors will request the Large-scale Purchaser to explain in detail the reasons why such Information cannot be provided.

[1] Details (e.g. name; address; corporate purposes and business description; corporate history; names,

employees, and members; capital structure and other corporate situation; financial condition for the past 3 fiscal years; operating results and other accounting data; and governing law for incorporation) concerning the Large-scale Purchaser and its group (including joint shareholders, related parties, fund partners and fund members)

- [2] The purposes (the specific details of the purposes disclosed in the Letter of Intent), methods and details of Large-scale Purchases, etc., (including the value and type of purchase consideration, the timing of Large-scale Purchases, relevant transaction structures, the legality of methods of Large-scale Purchases, etc. (including the acquisition of legally required permits, licenses, etc.), feasibility, and if there is a prospect of the Company being delisted after the Large-scale Purchases, etc., a statement to that effect and the reasons for delisting)
- [3] The basis of calculation of purchase consideration (including the facts and assumptions used as prerequisites for calculation, the numerical information used for calculation, the details of anticipated synergies arising from the series of transactions related to the Large-scale Purchases, etc., the names of third parties if such parties' opinions have been obtained for calculation, the outline of such opinions, and how amounts have been determined based on such opinions)
- [4] Proof of purchase funds (e.g. the fund provider's name (including substantial providers), procurement method, the conditions of the series of relevant transactions, and the transaction structure)
- [5] Whether communication with third parties has been maintained regarding Large-scale Purchases, etc., and communication details if such has been maintained
- [6] The management policies, business plans, financial plans, capital policies and dividend policies of the Company and its group that are scheduled to be formulated after the completion of Large-scale Purchases, etc.
- [7] Policies regarding the relationships of the Company and the Group with their employees, suppliers, regional society and other stakeholders after the completion of Large-scale Purchases, etc.
- [8] Specific policies to avoid conflicts of interest with other shareholders of the Company
- [9] Information about relationships with anti-social forces
- [10] Other information that the Company's Board of Directors or the independent committee considers to be rationally necessary

After receiving a Letter of Intent regarding Large-scale Purchases, etc., the Company's Board of Directors will inform shareholders of such fact. Large-scale Purchase Information provided to the Company's Board of Directors (including information not provided by the Large-scale Purchaser despite the Company's request for such information, and the reasons for the failure to provide it; the same applies hereinafter) will be entirely or partially disclosed when the Company's Board of Directors considers that disclosure is necessary for shareholder decision-making.

If, upon respecting the independent committee's advice to the largest extent, the Company's Board of Directors rationally considers that information provided by the Large-scale Purchaser is sufficient as Large-scale Purchase Information, and such Information has been completely provided, it will disclose such fact.

(Note 4) Business days are:

Days other than all items stipulated by Article 1, Paragraph 1 of the Act on Holidays of

Administrative Organs. The same applies hereinafter.

(3) Assessment and Exploration by the Company's Board of Directors

After expiration or termination of the Information Provision Request Period, the Company's Board of Directors will set the period [1] or [2] given below as the period for assessment, consideration, negotiation, opinion formation and alternative plan formulation by the Company's Board of Directors (hereinafter "Board of Directors' Assessment Period") depending on the difficulty of assessing and considering the Large-scale Purchases, etc.

- [1] A maximum of 60 days in the case of Large-scale Purchases, etc., that are cash-only (yen) consideration takeover bids for all shares, etc. of the Company ("tender offer" as stipulated in Article 27-2, Paragraph 6 of the Financial Instruments and Exchange Act; the same applies hereinafter)
- [2] A maximum of 90 days in the case of Large-scale Purchases, etc. other than [1].

However, upon expiration of the Board of Directors' Assessment Period and having respected the independent committee's advice to the largest extent, if the Company's Board of Directors considers that assessment, consideration, negotiation, opinion formation and alternative plan formulation, etc., have not been carried out sufficiently with regard to the Large-scale Purchases, etc., it may extend said Assessment Period by the maximum of 30 days. In this case, a specific extension period and the reasons why such extension is needed will be announced to the Large-scale Purchaser, and also disclosed to shareholders.

During the Board of Directors' Assessment Period, the Company's Board of Directors will assess and explore the information provided fully in consultation with outside professionals if necessary, summarize its opinions carefully, notify them to the Large-scale Purchaser, and then disclose them to shareholders in a timely and appropriate manner. The Company's Board of Directors may also negotiate with the Large-scale Purchaser regarding the conditions of Large-scale Purchases, etc., and present alternative plans to shareholders if it considers that such actions are necessary. After receiving a Letter of Intent and Large-scale Purchase Information from the Large-scale Purchaser, the Company's Board of Directors will consult the independent committee during the Board of Directors' Assessment Period about whether countermeasures should be initiated.

(4) Independent committee's advice on the initiation of countermeasures

After receiving a request for consultation from the Company's Board of Directors, the independent committee will consider during the Board of Directors' Assessment Period whether said Large-scale Purchases, etc. fall under any of the categories listed in 5.(1), (2)-[1], (2)-[2], (2)-[3], (2)-[4], or (2)-[5] below, whether countermeasures should be initiated against said Purchases, etc., and whether the General Meeting of Shareholders should be held for shareholders' decision-making as to the appropriateness of the initiation of countermeasures (hereinafter "General Meeting of Shareholders for Confirmation of Shareholders' Intent"), and will also explore other matters of consultation so that the committee can give advice on the results to the Company's Board of Directors. These actions will be taken concurrently with the assessment, consideration, negotiation, opinion formation and alternative plan formulation conducted by the Company's Board of Directors in accordance with 4. (3) above.

More specifically, the independent committee will consider whether the Large-scale Purchaser has been complying with the Large-scale Purchase Rules, and give advice on the results to the Company's Board of

Directors. In cases where the independent committee gives advice to the effect that the Large-scale Purchaser has not been complying with the Large-scale Purchase Rules, the committee will also give advice to the Company's Board of Directors on whether countermeasures should be initiated. In cases where the independent committee judges that the Large-scale Purchaser has not been complying with the Large-scale Purchase Rules but the initiation of countermeasures is not rational, the committee will give advice to the effect that countermeasures should not be initiated.

Moreover, when the independent committee judges that the Large-scale Purchaser has been complying with the Large-scale Purchase Rules, the committee will consider whether said Large-scale Purchases, etc. fall under any of the categories listed in 5. (2)-[1], [2], [3], [4], or [5] below, and will give advice on the results to the Company's Board of Directors. In cases where the independent committee gives advice to the effect that said Large-scale Purchases, etc. fall under any of the categories listed in 5. (2)-[1], [2], [3], [4], or [5] below, the committee will also advise the Company's Board of Directors on whether countermeasures should be initiated (including whether the matter should be submitted to the General Meeting of Shareholders for Confirmation of Shareholders' Intent). In cases where the independent committee judges that said Large-scale Purchases, etc. fall under any of the categories listed in 5. (2)-[1], [2], [3], [4], or [5] below but the initiation of countermeasures is not rational, the committee will give advice to the effect that countermeasures should not be initiated. Meanwhile, when the independent committee judges that said Large-scale Purchases, etc. do not fall under any of the categories listed in 5. (2)-[1], [2], [3], [4], or [5] below, the committee will advise so and give advice to the effect that countermeasures should not be initiated. In addition, in cases where the independent committee judges that said Large-scale Purchases, etc. do not fall under any of the categories listed in 5. (2)-[1], [2], [3], [4], or [5] below but that such Purchases, etc. are deemed to significantly damage the Company's corporate value and the common interests of shareholders, the committee will advise so and give advice to the Company's Board of Directors on whether countermeasures should be initiated (including whether the matter should be submitted to the General Meeting of Shareholders for Confirmation of Shareholders' Intent). The independent committee may request the Large-scale Purchaser to provide necessary information for such exploration. The independent committee may obtain, at the Company's expense, the advice of outside professionals who are independent from the management in charge of the Company's business execution to ensure that its decisions can be of definite help in ensuring and improving the Company's corporate value and the common interests of shareholders. The Company's Board of Directors will also immediately disclose information on the outline of such advice and other matters it considers appropriate.

(5) Resolutions of the Board of Directors

Having respected the independent committee's advice to the largest extent as described in 4. (4) above, the Company's Board of Directors will resolve whether to initiate countermeasures, etc. from the standpoint of ensuring and improving the Company's corporate value and the common interests of shareholders. The Company's Board of Directors will immediately disclose information on the outline of such resolution and other matters it considers appropriate.

Cases where the Large-scale Purchaser may conduct Large-scale Purchases, etc. are as follows.

[1] Cases where the Company's Board of Directors resolves not to initiate countermeasures

In cases where the Company's Board of Directors determines, during the Board of Directors'

Assessment Period, not to initiate countermeasures, a resolution to that effect shall be made. Upon

such resolution, the Large-scale Purchaser may conduct Large-scale Purchases, etc. from the date of the resolution within the scope of method and contents provided in the Letter of Intent.

[2] Cases where the initiation of countermeasures is rejected at the General Meeting of Shareholders for Confirmation of Shareholders' Intent

In cases where the initiation of countermeasures is rejected by the majority of votes owned by shareholders present at the General Meeting of Shareholders for Confirmation of Shareholders' Intent, which shall be held in accordance with procedures prescribed in 5. (2) below, the Company's Board of Directors shall resolve not to initiate countermeasures on the basis of said resolution at the General Meeting of Shareholders for Confirmation of Shareholders' Intent. The Large-scale Purchaser may conduct Large-scale Purchases, etc. from the date of the resolution within the scope of method and contents provided in the Letter of Intent.

5. Countermeasure policy against Large-scale Purchases, etc.

When resolving on the initiation of specific countermeasures, the Company's Board of Directors shall comply with the following procedures, while obtaining the advice of outside professionals and respecting the independent committee's advice to the largest extent in order to ensure reasonableness and fairness of the decision of the Company's Board of Directors. In this case, the Company shall disclose the outline of such resolution.

- (1) Cases where the Large-scale Purchaser does not comply with the Large-scale Purchase Rules
 In cases where the Company's Board of Directors judges that the Large-scale Purchaser has not been
 complying with the Large-scale Purchase Rules, the Company's Board of Directors may resolve to initiate
 countermeasures, upon respecting the independent committee's advice to the largest extent. However, if it
 is objectively clear that the Large-scale Purchaser has not been complying with the Large-scale Purchase
 Rules, and delayed initiation of countermeasures due to the wait for the independent committee's advice
 would cause significant disadvantage for the Company or the Company's shareholders, the Company's
 Board of Directors may resolve to initiate countermeasures without the independent committee's advice.
- (2) Cases where the Large-scale Purchaser complies with the Large-scale Purchase Rules
 In cases where the Large-scale Purchaser conducts, or tries to conduct, Large-scale Purchases, etc. by
 complying with the Large-scale Purchase Rules, the initiation of countermeasures against such Purchases,
 etc., in principle, will not be resolved upon even if the Company's Board of Directors opposes such
 Purchases, etc., although this will not eliminate the possibility that the Company will express opposite
 opinions, propose alternative plans, give explanations to shareholders or take other actions. Shareholders
 are asked to make their own decisions with regard to whether the Large-scale Purchaser's proposal for
 Large-scale Purchases, etc., is acceptable or not in consideration of the details of said proposal, the
 relevant opinions of the Company's Board of Directors and alternative plans, etc.

Even if the Large-scale Purchaser conducts, or tries to conduct, Large-scale Purchases, etc., in compliance with the Large-scale Purchase Rules, the Company's Board of Directors may exceptionally resolve to initiate countermeasures, etc. by following procedures provided in (i) through (iii) below, upon respecting the independent committee's advice to the largest extent, to protect the Company's corporate value and the

common interests of shareholders if it is clearly considered that said Purchases, etc. will significantly damage the Company's corporate value and the common interests of shareholders because they fall under any of the categories listed in [1] through [5] and will cause irreparable damage to the Company, or due to other reasons.

- [1] Cases where it is judged that the Large-scale Purchaser is acquiring the Company's shares, etc., with the aim simply of boosting the stock price and making the Company or its related parties purchase them at a high price despite having no intention to participate sincerely in the Company's management (cases where the Large-scale Purchaser is judged to be a so-called greenmailer)
- [2] Cases where it is judged that the Large-scale Purchaser is acquiring the Company's shares, etc., with the aim of controlling the Company's management temporarily to transfer the Company's intellectual property rights, know-how, confidential corporate data, main suppliers, main customers, etc. which are necessary for the Company's business execution, to the Large-scale Purchaser or its group companies, etc.
- [3] Cases where it is judged that the objective of acquiring the Company's shares, etc. is to use the Company's assets after obtaining control of the Company's management as the sources for secured debts and repayments for the benefit of the Large-scale Purchaser and its group companies, etc.
- [4] Cases where it is judged that the objective of acquiring the Company's shares, etc. is to control the Company's management temporarily and make the Company dispose of high-value assets, etc., such as real estate and securities that are currently irrelevant to the Company's business, aiming to make the Company pay high dividends temporarily using gains on such disposal or to sell said shares, etc. at the highest price, taking the opportunity to make profits when the stock price jumps due to the high dividends being paid temporarily
- [5] Cases where it is judged that the method for purchasing the Company's shares, etc. that the Large-scale Purchaser proposes may restrict shareholders' decision-making opportunities or freedom and in essence compel shareholders to sell such shares, etc., (however, if a maximum number of shares to be purchased for a takeover bid is set, it will naturally not be judged to fall under this category), such as in the case of a so-called coercive two-tier purchase (i.e., the purchase, etc. of shares, etc. by means of a takeover bid, etc., without soliciting the purchase of all shares, etc. of the Company in the first stage of purchase, but with less favorable purchase conditions set in the second stage of purchase than in the first, or where such conditions are left ambiguous)
- (i) Cases where the independent committee advises seeking for a resolution at the General Meeting of Shareholders for Confirmation of Shareholders' Intent regarding whether countermeasures should be initiated
 - In cases where the independent committee judges that the Large-scale Purchases, etc. fall under any of the categories listed in [1] through [5] above, or the committee judges that said Large-scale Purchases, etc. do not fall under any of the categories listed in [1] through [5] above but are deemed to significantly damage the Company's corporate value and the common interests of shareholders, the independent committee may advise the Company's Board of Directors to submit a proposal for the initiation of countermeasures to the General Meeting of Shareholders for Confirmation of Shareholders' Intent in order to decide whether countermeasures should be initiated. Upon receiving the independent committee's advice to the effect that the General Meeting of Shareholders for Confirmation of

Shareholders' Intent should be held and a proposal for the initiation of countermeasures should be submitted to the Meeting, the Company's Board of Directors shall convene the General Meeting of Shareholders for Confirmation of Shareholders' Intent, unless it is extremely difficult to do so in practical terms, in a prompt manner and in accordance with procedures stipulated in the Companies Act, and submit a proposal on whether countermeasures should be initiated.

If the initiation of countermeasures is approved by the majority of votes owned by shareholders present at the General Meeting of Shareholders for Confirmation of Shareholders' Intent, the Company's Board of Directors shall resolve to initiate countermeasures on the basis of said resolution at the General Meeting of Shareholders for Confirmation of Shareholders' Intent. If the initiation of countermeasures is rejected at the General Meeting of Shareholders for Confirmation of Shareholders' Intent, the Company's Board of Directors shall resolve not to initiate countermeasures on the basis of said resolution at the General Meeting of Shareholders for Confirmation of Shareholders' Intent.

- (ii) Cases where the independent committee advises resolving to initiate countermeasures without the convocation of the General Meeting of Shareholders for Confirmation of Shareholders' Intent In cases where the independent committee judges that the Large-scale Purchases, etc. clearly fall under any of the categories listed in [1] through [5] above, the committee may advise the Company's Board of Directors to initiate countermeasures solely by resolution of the Company's Board of Directors. The Company's Board of Directors, upon respecting said advice to the largest extent, will resolve to initiate countermeasures if it comes to decision during the Board of Directors' Assessment Period, to the effect that countermeasures should be initiated.
- (iii) Cases where the independent committee advises resolving not to initiate countermeasures without the convocation of the General Meeting of Shareholders for Confirmation of Shareholders' Intent In cases where the independent committee judges that the Large-scale Purchases, etc. do not fall under any of the categories listed in [1] through [5] above (except when such Large-scale Purchases, etc. are deemed to significantly damage the Company's corporate value and the common interests of shareholders), or the committee judges that the Large-scale Purchases, etc. fall under any of the categories listed in [1] through [5] above but that the initiation of countermeasures is not rational, the committee will give advice to the effect that countermeasures should not be initiated. The Company's Board of Directors, upon respecting said advice to the largest extent, will resolve not to initiate countermeasures if it comes to decision during the Board of Directors' Assessment Period, to the effect that countermeasures should not be initiated. If the Company's Board of Directors, nonetheless, judges it is necessary and appropriate to initiate countermeasures in order to protect the common interests of shareholders, the Board of Directors may submit such proposal to the General Meeting of Shareholders for Confirmation of Shareholders' Intent. Subsequent procedures will be the same as (i) above.

(3) Details of countermeasures

The countermeasures against Large-scale Purchases, etc. that the Company may initiate based on the New Countermeasure Policy include the gratis allotment of stock acquisition rights and actions that the Company's Board of Directors are authorized to take in accordance with other laws and regulations or the Company's articles of incorporation, with appropriate countermeasures to be selected depending on the situation. The outline of said stock acquisition rights allotted without consideration as part of

countermeasures (hereinafter "Stock Acquisition Rights") is described in Appendix 3 "Outline of Stock Acquisition Rights"). In this case, however, the Company does not assume cases where it will pay cash as a consideration for the acquisition of Stock Acquisition Rights owned by the Large-scale Purchaser.

(4) Suspension and cancellation of any countermeasures initiated

Even after resolving to initiate or after actually initiating countermeasures, the Company's Board of Directors may discuss and negotiate with the Large-scale Purchaser as necessary. If the Large-scale Purchaser suspends or cancels the Large-scale Purchases, etc., or it is considered undesirable to take countermeasures after they are resolved upon because there are changes in the facts, etc. used as assumptions for making judgments on whether the countermeasures should be initiated, and also from the standpoint of ensuring and improving the Company's corporate value and the common interests of shareholders, the Company's Board of Directors may suspend or cancel the countermeasures in consultation with outside professionals as necessary and while respecting the independent committee's advice to the largest extent. For example, if, after the Company's Board of Directors resolves on the gratis allotment of stock acquisition rights as a countermeasure, the Large-scale Purchaser suspends the Largescale Purchases, etc. and then the Company's Board of Directors resolves to suspend or cancel its countermeasures, such allotment may be suspended if such resolution is made at least 2 business days before the ex-rights date set for such allotment (hereinafter "Ex-rights Date"). However, if, after acquiring the Company's shares before the Ex-rights Date, an investor sells these shares assuming the dilution after the Ex-rights Date caused by such allotment, such allotment will not be suspended or canceled on or after the business day preceding the Ex-rights Date so that such investors do not incur losses.

If the Company's Board of Directors decides to suspend or cancel countermeasures after having resolved to initiate them, it will consult the independent committee again by presenting the specific causes that have resulted in the situation where it is considered inappropriate to continue taking said countermeasures. The independent committee will then explore whether said countermeasures should continue to be taken based on said consultation and also by obtaining the advice of outside professionals as necessary, and will also give advice to the Company's Board of Directors. The Company's Board of Directors will make judgments on whether the initiation of countermeasures should be suspended or canceled while respecting the independent committee's advice to the largest extent.

6. Effective period, continuation, revision and repeal of the New Countermeasure Policy

The New Countermeasure Policy will take effect at the conclusion of this General Meeting of Shareholders and its effective period will end at the conclusion of the Ordinary General Meeting of Shareholders scheduled to be held in June 2020.

Even before the expiration of said effective period, the New Countermeasure Policy may be revised or repealed whenever its revision or repeal is resolved upon at a Company's General Meeting of Shareholders or a Board of Directors meeting of the Company. In this case, the Company's Board of Directors will immediately disclose such revision or repeal.

Any revision or repeal of the New Countermeasure Policy resolved upon by the Company's Board of Directors must be in compliance with the relevant laws and regulations revised or enacted and limited to the range not contrary to the purpose of approving and resolving said Policy at such General Meeting of Shareholders. The independent committee's advice must also be respected to the largest extent.

7. Effects on shareholders and investors

(1) Effects on shareholders and investors caused by the implementation of the New Countermeasure Policy Countermeasures will not be initiated when the New Countermeasure Policy is implemented. Accordingly, there will be no direct effects specifically on the legal rights and economic interests related to the Company's shares that shareholders and investors own when the New Countermeasure Policy is implemented.

As described in 5 above, the Company will adopt different countermeasure policies against Large-scale Purchases, etc. depending on whether the Large-scale Purchaser involved complies with the Large-scale Purchase Rules. Shareholders and investors are requested to pay attention to the movements of a Large-scale Purchaser.

(2) Effects on shareholders and investors caused by the initiation of countermeasures

The Company's Board of Directors may resolve on the gratis allotment of stock acquisition rights and initiate—other countermeasures authorized under relevant laws and regulations and the Company's articles of incorporation, aiming to protect the Company's corporate value and the common interests of shareholders, but does not expect any situation where shareholders (excluding the Large-scale Purchaser and certain other persons targeted by the initiation of countermeasures) may suffer substantial losses in terms of legal rights or economic aspects. In the case where the Company's Board of Directors resolves upon the initiation of specific countermeasures, it will disclose information in a timely and appropriate manner in accordance with applicable laws and regulations and the securities listing regulations of its financial instruments exchange, etc.

If the Company's Board of Directors resolves upon the initiation of possible countermeasures and on the gratis allotment of stock acquisition rights in accordance with the outline shown in Appendix 3 (hereinafter "Resolution of the Gratis Allotment of Stock Acquisition Rights"), it will allot these rights without consideration on the separately determined effective date to shareholders recorded on the final stockholder register as of the separately determined record date at the ratio of 1 right or more per share (as determined separately by the Company's Board of Directors). Since countermeasures will be implemented as described above, the gratis allotment of stock acquisition rights will not result in the dilution of the economic value of all of the Company's shares held although the economic value of each share of the Company that shareholders and investors own will be diluted. The voting rights per share of the Company's stock will not be diluted either. As a result, the Company specifically assumes no direct effects on the legal rights and economic interests will arise related to all of the Company's shares that shareholders and investors own. The New Countermeasure Policy will be disclosed to raise awareness of the Large-scale Purchaser with respect to the Large-scale Purchase Rules so that these Rules are not violated and also to induce such Large-scale Purchaser to comply with said Rules.

Even in cases where the implementation of the gratis allotment of stock acquisition rights is resolved on as a countermeasure, such allotment may be suspended or canceled no less than 2 business days before the Ex-rights Date set for such allotment due to reasons such as the Large-scale Purchaser having canceled Large-scale Purchases, etc. as described in 5. (4) above, but such allotment shall not be suspended or canceled on or after the business day preceding the Ex-rights Date.

(3) Effects on shareholders and investors brought about by Stock Acquisition Rights exercised or acquired

after the implementation of the gratis allotment of stock acquisition rights

In the case where stock acquisition rights are allotted without consideration as a possible countermeasure in accordance with the outline shown in Appendix 3, it is anticipated that the legal rights, etc. of the

in accordance with the outline shown in Appendix 3, it is anticipated that the legal rights, etc. of the disqualified persons described in 8 of Appendix 3 "Outline of Stock Acquisition Rights" will be diluted when said Rights are exercised or acquired because the application of discriminatory conditions is planned for the time when the Stock Acquisition Rights are exercised or acquired. Even in this case, the Company specifically expects no direct effects on the legal rights and economic interests will arise related to all of the Company's shares owned by shareholders and investors other than disqualified persons.

- 8. Procedures that shareholders will need to follow when countermeasures are initiated
 - In the case where stock acquisition rights are allotted without consideration as a possible countermeasure in accordance with the outline shown in Appendix 3 and the Company acquires stock acquisition rights, shareholders will need to follow the following procedures.
 - [1] If the Company's Board of Directors decides to initiate countermeasures and implement the Resolution of the Gratis Allotment of Stock Acquisition Rights, it will determine the record date at its meeting and announce it publicly. Stock Acquisition Rights will naturally be granted on the effective date of said gratis allotment of stock acquisition rights to shareholders registered on the final stockholder register as of the record date. Accordingly, no application procedures, etc. will be required for the gratis allotment of stock acquisition rights.
 - [2] When exercising Stock Acquisition Rights, shareholders will need to exercise such Rights by paying a certain amount of money to acquire new shares. If the Company acquires Stock Acquisition Rights pursuant to the acquisition conditions, shareholders will not need to follow the above procedures to exercise such Rights.
 - However, in that situation where the Company acquires Stock Acquisition Rights, it may request each shareholder to submit a document, etc. proving that the shareholder does not fall under the category of a Large-scale Purchaser or other specified persons. The details of relevant procedures will be announced separately in accordance with applicable laws and regulations and the securities listing regulations of the financial instruments exchange once it actually becomes necessary to follow these procedures.

9. Other

- (1) The update to the New Countermeasure Policy was approved at the Company's Board of Directors meeting held on May 18, 2017 with the attendance of all Directors including two Outside Directors, with disapproval of one Outside Director and approval of five other Directors. All Audit and Supervisory Board Members including the two Outside Audit and Supervisory Board Members attended the meeting. Each Audit and Supervisory Board Member expressed an opinion that he approves the New Countermeasure Policy, provided that it is specifically implemented in an appropriate manner.
- (2) The Company's Board of Directors may, even before the expiration of the effective period of the New Countermeasure Policy, revise this Policy if necessary in consideration of revisions of relevant laws and regulations, future trends in judicial decisions, announcements of the financial instruments exchange and other public organizations, etc., and from the standpoint of ensuring and improving the Company's corporate value and the common interests of shareholders, or may take any measures necessary including

the implementation of different defense measures in place of the New Countermeasure Policy.

List of the Company's major shareholders

(As of March 31, 2017)

	Investment in the Company		
Shareholder name	Number of shares held (thousand shares)	Shareholding ratio (%)	
Japan Trustee Services Bank, Ltd.	15,025	11.8	
Nippon Life Insurance Company	6,301	4.9	
Mizuho Bank, Ltd.	5,746	4.5	
The Hyakujushi Bank, Limited	5,671	4.4	
The Master Trust Bank of Japan, Ltd.	4,092	3.2	
Meiji Yasuda Life Insurance Company	4,000	3.1	
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	3,367	2.6	
The Dai-ichi Life Insurance Company, Limited	3,215	2.5	
Tadano Client Stock Ownership Association	2,807	2.2	
The Iyo Bank, Ltd.	1,572	1.2	
Total	51,800	40.9	

- (Note) 1. The shareholding ratio is calculated after deducting 2,867,920 treasury shares.
 - 2. The shareholding ratio is calculated without the inclusion of treasury shares.
 - 3. The numbers of shares held by Japan Trustee Services Bank, Ltd. and The Master Trust Bank of Japan, Ltd. all represent shares related to the trust business of the respective companies.
 - 4. The number of shares held by The Dai-ichi Life Insurance Company, Limited includes 7,000 shares in a special account.

(Reference)

[1] Total number of authorized shares
 [2] Total number of outstanding shares
 [3] Number of shareholders
 400,000,000 shares
 129,500,355 shares
 8,294 persons

* The total number of outstanding shares includes 2,867,920 treasury shares.

Outline of the independent committee regulations

- 1. An independent committee shall be established based on a resolution of the Company's Board of Directors.
- 2. The independent committee shall consist of 3 or more committee members whom the Company's Board of Directors shall appoint. These members will be Outside Directors or Outside Audit and Supervisory Board Members who are independent from the Company's management in charge of business execution.
- 3. The term of office of each member of the independent committee shall end at the conclusion of the first Board of Directors meeting held after the conclusion of the Ordinary General Meeting of Shareholders for the last fiscal year ending within one year from the date of appointment or on the date agreed upon separately by the Company and such member. However, said term of office shall not be applicable if another term of office is resolved upon by the Company's Board of Directors.
- 4. Independent committee meetings shall be called by the Company's Representative Director or any of the members of the independent committee.
- 5. The chair of the independent committee shall be chosen by the members of the independent committee.
- 6. In principle, when the independent committee resolves upon a certain matter, all of its members need to be present at the meeting and the decision must be made by a majority of those committee members present. However, if a certain event prevents a member from attending a meeting or in the case where other unavoidable reason arises, said matter can be resolved upon if a majority of committee members is present and approval is obtained by a majority of those members present.
- 7. The independent committee members shall discuss and determine resolutions on the matters listed below and give advice to the Company's Board of Directors, while explaining the details of and the reasons for making the resolutions.
 - (1) Sufficiency of information provided by the Large-scale Purchaser
 - (2) Whether the Large-scale Purchaser has been complying with the Large-scale Purchase Rules
 - (3) Whether to initiate countermeasures related to the New Countermeasure Policy (including whether the matter should be submitted to the General Meeting of Shareholders for Confirmation of Shareholders' Intent)
 - (4) Suspension or repeal of the initiation of countermeasures related to the New Countermeasure Policy
 - (5) Revision and repeal of the New Countermeasure Policy
 - (6) Other matters about which the Company's Board of Directors needs to make decisions and consult the independent committee voluntarily
- 8. The independent committee may, if necessary, request the Company's Directors, Audit and Supervisory Board Members, employees or other persons to attend a meeting to express opinions and give explanations about matters that the committee needs to know.
- 9. When carrying out the duties stipulated in Paragraph 7, the independent committee may obtain the advice of outside professionals (including investment banks, securities firms, financial advisers, certified public accountants, lawyers, consultants, and other specialists) who are independent from the management in charge of the Company's business execution at the Company's expense.

Outline of Stock Acquisition Rights

1. Total number of Stock Acquisition Rights to be allotted

The total number of Stock Acquisition Rights to be allotted shall be determined separately by the Company's Board of Directors as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights, provided that it exceeds the total number of the Company's issued shares as of the record date (excluding, however, the number of the Company's common shares that the Company owns as of the said record date).

2. Shareholders eligible for the allotment

The Company's Board of Directors shall allot stock acquisition rights to shareholders recorded on the final stockholder register as of the record date, at the ratio of one right or more per share as separately determined by the Company's Board of Directors (excluding, however, the number of the Company's common shares that the Company owns).

3. Effective date when of the gratis allotment of stock acquisition rights

The allotment shall take effect on the date that the Company's Board of Directors determines separately as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights.

4. Type and number of shares subject to Stock Acquisition Rights

The type of shares subject to Stock Acquisition Rights shall be the Company's common shares and the number of shares subject to each Stock Acquisition Right shall be one share (hereinafter "Applicable Number of Shares"). In the case where the Company conducts a stock split or a reverse stock split, the necessary adjustments will be made.

5. Details and values of assets to be contributed when Stock Acquisition Rights are exercised

The asset to be contributed when Stock Acquisition Rights are exercised is cash and the amount per common share of the Company to be contributed when Stock Acquisition Rights are exercised shall be 1 yen or more. The amount to be contributed shall be determined separately by the Company's Board of Directors as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights.

6. Restrictions on transfer of Stock Acquisition Rights

Approval of the Company's Board of Directors shall be required for the transfer of Stock Acquisition Rights.

7. Exercise period of Stock Acquisition Rights

The exercise period of Stock Acquisition Rights shall be determined separately by the Company's Board of Directors as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights.

8. Exercise conditions of Stock Acquisition Rights

Depending on the specific purchase method used by the Large-scale Purchaser, the following persons and parties will not be able to exercise Stock Acquisition Rights (hereinafter, these persons and parties are collectively referred to as "Disqualified Persons"): (1) Specified large-volume holders (Note 5), (2) Joint holders of a specified large-volume holder, (3) Specified large-volume purchaser (Note 6), (4) Related parties of a specified large-volume purchaser, (5) Persons who take over or succeed to Stock Acquisition Rights from persons mentioned in (1) through (4) above without approval of the Company's Board of Directors, or (6) persons or parties with a relationship to a person regarded as any of (1) through (5) above (Note 7). The details of the exercise conditions of Stock Acquisition Rights shall be determined separately

by the Company's Board of Directors as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights.

9. Acquisition of Stock Acquisition Rights by the Company

The Company may, on the date determined separately by its Board of Directors, acquire Stock Acquisition Rights that persons other than Disqualified Persons own and issue common shares (i.e., the Applicable Number of Shares for each Stock Acquisition Right as of the said acquisition date) as a consideration for the acquisition of such Rights. The Company may also separately resolve upon matters related to the acquisition of Stock Acquisition Rights (including matters related to the acquisition of such Rights from Disqualified Persons) as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights. However, the Company does not assume cases where it will pay cash as a consideration for the acquisition of Stock Acquisition Rights owned by Disqualified Persons.

The details of the conditions for the acquisition of Stock Acquisition Rights shall be determined separately by the Company's Board of Directors as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights.

10. Other

Other necessary matters are separately determined by the Company's Board of Directors as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights.

(Note 5) A specified large-volume holder is:

A holder of shares, etc. issued by the Company whose shareholding ratio of such shares, etc. is 20% or more, or a person whom the Company's Board of Directors treats as a specified large-volume holder. However, if the Company's Board of Directors considers that the acquisition or ownership of the Company's shares, etc. by a certain person is not against the Company's corporate value and the common interests of shareholders, or that a certain person can be specifically excluded from the designation as such a holder as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights, such person shall not be regarded as a specified large-volume holder.

(Note 6) A specified large-volume purchaser is:

A person who publicly notifies of purchases, etc. of shares, etc. (as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act; the same applies hereinafter in this Note) issued by the Company by means of a takeover bid and whose shareholding ratio of shares, etc., (including shares stipulated by Article 7, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act as equivalent) together with such ratio of shares, etc. owned by the person's related parties after said purchases, etc., will be 20% or more, or any other person whom the Company's Board of Directors treats as a specified large-volume purchaser. However, if the Company's Board of Directors considers that the acquisition or ownership of the Company's shares, etc. by a certain person is not against the Company's corporate value and the common interests of shareholders, or that a certain person can be specifically excluded from the designation as such a holder as provided in the Resolution of the Gratis Allotment of Stock Acquisition Rights, such person shall not be regarded as a specified large-volume holder.

(Note 7) A person or party with a relationship to a certain person is:

A person or party who substantially controls, is controlled by, or is under common control with said certain person (including a person or party whom the Company's Board of Directors treats as such a person or party), or any other person or party whom the Company's Board of Directors treats as a person or party who acts in cooperation with said certain person. "Control" refers to the "control of decisions on the financial and business policies" of other companies, etc. (as defined in Article 3, Paragraph 3 of the Ordinance for Enforcement of the Companies Act).

Appendix 4

Brief Profiles of the Independent Committee Members

Name Nobuhiko Ito
Date of birth February 5, 1947

Profile

July 1971 Joined Exxon Chemical Japan Ltd.

July 1989 Joined General Electric Japan Ltd. (currently GE Japan Ltd.)

January 1999 Representative Director and President of GE Yokogawa Medical Systems Ltd. (currently GE Healthcare

Japan Ltd.)

September 2002 Representative Director, President and CEO of GE Edison Life Insurance Co. Ltd. (currently

Gibraltar Life Insurance Co., Ltd.)

January 2004 Representative Director, President and CEO of GE Capital Leasing Co. Ltd. (currently GE Japan Ltd.)

February 2005 Representative Director, President and CEO of General Electric Japan Ltd. (currently GE Japan Ltd.)

January 2008 Senior Adviser of TPG Capital Co., Ltd.

February 2008 Director of NIS Group Co., Ltd.

June 2008 Director of TADANO Ltd. (current position)

June 2010 Board Director (outside) of Konica Minolta Holdings Co., Ltd. (currently Konica Minolta, Inc.)

March 2012 Representative Director and Chairman of AVON Products Co., Ltd.

June 2012 Outside Director of TOMY COMPANY, LTD.

* Mr. Nobuhiko Ito is currently an Outside Director of the Company and is scheduled to be reappointed as an Outside Director at this General Meeting of Shareholders. The Company has registered Mr. Ito with Tokyo Stock Exchange, Inc. as an independent director. There are no special interests between Mr. Ito and the Company.

Name Yasuyuki Yoshida Date of birth August 23, 1947

Profile

April 1971 Joined Mitsubishi Research Institute, Inc. ("MRI")

October 2002 Councilor of MRI

October 2007 Joined NIKKEN SEKKEI Research Institute ("NSRI") (as Senior Researcher)

January 2008 Managing Executive and Senior Researcher of NSRI

June 2008 Director of TADANO Ltd. (current position)

March 2009 Director, Managing Executive and Vice President of NSRI

* Mr. Yasuyuki Yoshida is currently an Outside Director of the Company and is scheduled to be reappointed as an Outside Director at this General Meeting of Shareholders. The Company has registered Mr. Yoshida with Tokyo Stock Exchange, Inc. as an independent director. There are no special interests between Mr. Yoshida and the Company.

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Date of birth	August 8, 1947
Profile	
April 1972	Registered as a lawyer (to present)
April 1972	Joined Miyake & Partners (to present)
August 1994	Outside Auditor of TAIHEI PAPER CORPORATION (currently DYNIC CORPORATION)
June 1995	Outside Auditor of SANYO DENKI CO., LTD.
June 1998	Outside Auditor of Sumitomo Osaka Cement Co., Ltd.
June 1999	Outside Director of SANYO DENKI CO., LTD. (current position)
November 20	Outside Auditor of Tokyo Individualized Educational Institute, INC.
June 2003	Outside Auditor of Shindengen Electric Manufacturing Co., Ltd. (current position)
August 2006	Outside Auditor of ASAHI KASEI CORPORATION
June 2008	Audit and Supervisory Board Member of TADANO LTD. (current position)
June 2014	Outside Director of ASAHI ORGANIC CHEMICALS INDUSTRY CO., LTD. (currently ASAHI
	YUKIZAI CORPORATION) (current position)

(Important concurrent responsibilities)

Yuichiro Miyake

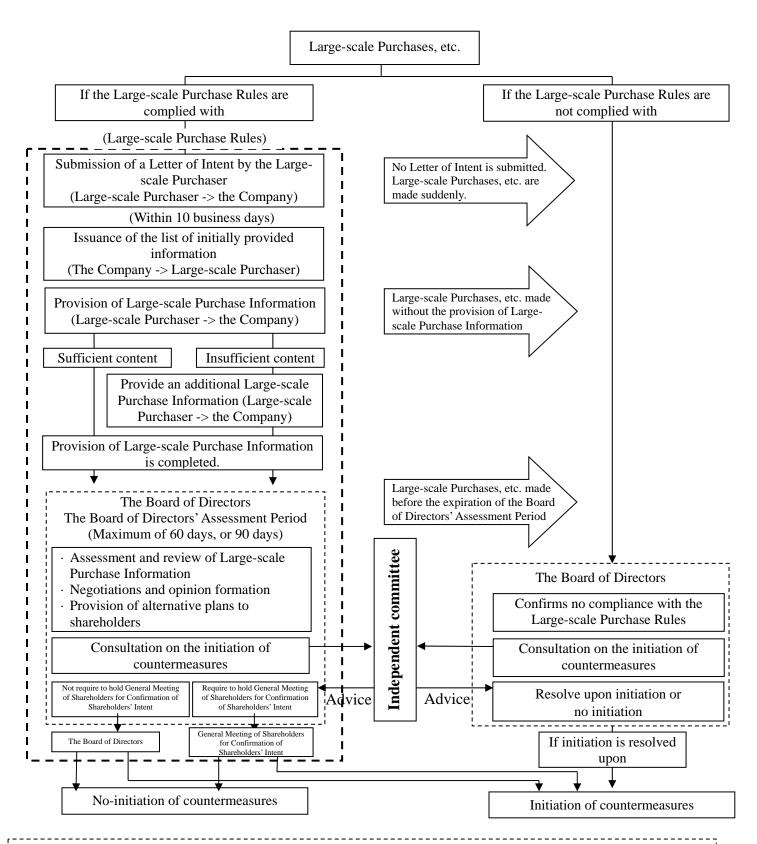
Name

Lawyer (Representative of Miyake & Partners), Outside Director of SANYO DENKI CO., LTD., Outside Auditor of Shindengen Electric Manufacturing Co., Ltd., and Outside Director of ASAHI YUKIZAI CORPORATION

^{*} Mr. Yuichiro Miyake is currently an Outside Audit and Supervisory Board Member of the Company. The Company has registered Mr. Miyake with Tokyo Stock Exchange, Inc. as an independent auditor. There are no special interests between Mr. Miyake and the Company.

Appendix 5

Countermeasure Policy against Large-scale Purchases, etc. of the Company's Shares (Flowchart Diagram)



The diagram above is presented to help readers better understand the New Countermeasure Policy and the Large-scale Purchase Rules and explains the representative flow of procedures. Some procedures are omitted. Please see the main text regarding details.

Standards for Independence of Outside Officers

With regard to standards for judging independence of Outside Directors and Outside Audit and Supervisory Board Members (hereinafter collectively called "Outside Officers"), the Company shall deem an Outside Officer to lack independence in the event that he/she falls under any of the items below, considering that there may occur conflicts of interest with general shareholders; that he/she is under significant control of the management; or that he/she could have significant control over the management.

- 1. A major shareholder of the Company, or in the event that the major shareholder is a legal entity, a person who serves as an executor of business of such major shareholder
 - *A major shareholder of the Company shall mean a shareholder who holds 10% or more of the total voting rights.
 - * An executor of business shall include operating officers, executive officers and employees besides executive directors (the same shall apply hereinafter).
- 2. A person for whom the TADANO Group is a major business partner or its executor of business *A person for whom the TADANO Group is a major business partner shall mean a business partner (including legal entities and groups) who received 2% or more of its consolidated net sales from the TADANO Group in any of the last three business years.
- 3. A major business partner of the TADANO Group, or a person who serves as an executor of business in an entity that is a major business partner of the TADANO Group *A major business partner shall mean a business partner whose amount of transactions with the TADANO Group accounted for 2% or more of consolidated net sales of the TADANO Group in any of the last three business years.
- 4. A person who receives a large amount of donations from the TADANO Group (or in the event that the person receiving such donations is a legal entity, group, etc., a person who serves as its director or other executor of business)
 - *A large amount of donations shall mean donations whose annual average in the last three years exceeds 10 million yen.
- 5. A lawyer, a certified public accountant, a consultant or other professional who receives a large amount of monetary consideration and/or other property from the TADANO Group, besides the compensation for officers
 - *A large amount of monetary consideration shall mean monetary consideration exceeding 10 million yen a year on the average of the last three years.
- 6. The spouse or a relative within the second degree of kinship of a person falling under any of the following items:
 - (1) Director, Audit and Advisory Board Member, Executive Officer or important employee of the TADANO Group
 - (2) A person who has been Director, Audit and Advisory Board Member, Executive Officer or important employee of the TADANO Group in the past one year
 - (3) A person who falls under any of foregoing 1. through 5.*An important employee shall mean an employee who holds a post of general manager of a division or higher.

Note: The TADANO Group means the Company and its consolidated subsidiaries.

Instructions for Exercise of Voting Rights via the Internet

1. Exercise of voting rights via the Internet

(1) You may exercise your voting rights via the Company's designated "website for exercising voting rights" (see link below), instead of in writing. If you wish to do so, please login to the website, input the code for exercising voting rights and your password displayed on the right side of the enclosed ballot form, and then follow the instructions on the screen. To ensure security, you will need to change your password upon initial login.

Please also note that the website for exercising voting rights is not accessible via mobile phones.

http://www.it-soukai.com

- (2) The deadline for exercising voting rights is 5:25 pm, Monday, June 26, 2017. Please finish entering your votes by the said time. Voting ahead of time is greatly appreciated.
- (3) If you exercise your voting rights both in writing and via the internet, only your votes exercised via the internet will be considered valid. If you exercise your voting rights more than once, only the final exercise of your voting rights will be considered valid.
- (4) Your password (including your changed password) will be valid for this General Meeting of Shareholders only. A new password will be issued for the next General Meeting of Shareholders.
- (5) Shareholders are requested to gain internet access at their own expense.

(Important)

- The password is a means of confirming that the voter is qualified to vote. The Company will never ask for your password.
- If you enter the wrong password more than a certain number of times, your password will be locked
 and become unusable. If this happens, please follow the instructions on the screen to unlock your
 password.
- The website for exercising voting rights is designed to be compatible with general devices with an internet connection. However, the website may not be compatible with some devices.

2. Contact

For any inquiries, please contact the Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd., the Company's shareholder registry administrator (see below).

(1) Inquiries about how to use the website for exercising voting rights

Toll-free number: 0120-768-524 (Weekdays: 9:00 – 21:00)

(2) Inquiries about stock administration other than the above

Toll-free number: 0120-288-324 (Weekdays: 9:00 – 17:00)

(Reference)

The platform for electronically exercising voting rights provided by Investor Communications Japan (ICJ) is available to institutional investors.