

Note: 1. This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
2. Pictures, graphs and reference matters in the Japanese original have been omitted from this translated document.

Stock Code: 9719

June 3, 2015

To Our Shareholders,

NOTICE OF CONVOCAION OF GENERAL MEETING OF SHAREHOLDERS

It is our pleasure to extend to you a cordial invitation to attend our General Meeting of Shareholders of SCSK Corporation (hereinafter “We” , “SCSK” or “the Company”) for the financial period ended March 31, 2015, which will be held as set forth below.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or electronically (please refer to pages 54 and 55 for more details). Please take the time to examine the References for the General Meeting of Shareholders on the following pages and exercise your voting rights no later than 5:30 p.m. on Wednesday June 24, 2015.

With highest regards,

Yoshio Osawa
President
SCSK Corporation
Toyosu Front, 3-2-20 Toyosu
Koto-ku, Tokyo, Japan

1. Date and time Thursday June 25, 2015 at 10:00 a.m.

2. Venue SCSK Meeting Room, 14F, Toyosu Front
3-2-20 Toyosu, Koto-ku, Tokyo, Japan

3. Purpose of the Meeting

Matters to be reported:

Report No. 1 Business Report, Consolidated Financial Statements, and Audit Reports by the Independent Auditor and the Board of Corporate Auditors regarding the Consolidated Financial Statements for the fiscal year ending March 31, 2015 (April 1, 2014 to March 31, 2015)

Report No. 2 Non-consolidated Financial Statements for the fiscal year ending March 31, 2015 (April 1, 2014 to March 31, 2015)

Matters to be resolved:

Proposition No. 1 Amendment to the Articles of Incorporation

Proposition No. 2 Election of Eighteen (18) Directors

Proposition No. 3 Election of One (1) Corporate Auditor

~~~~~  
(Notes)

1. If you attend the Meeting in person, please submit the enclosed voting form to the receptionist.
2. Of the documents that are required to be submitted with this Notice of Convocation, the notes to the consolidated financial statements and the notes to the non-consolidated financial statements, in accordance with laws and regulations and Article 17 of our Articles of Incorporation, are posted on our website (<http://www.scsk.jp>) and do not appear in this Notice of Convocation. Therefore, the consolidated financial statements and the non-consolidated financial statements that appear in this Notice of Convocation are a part of the consolidated financial statements and the non-consolidated financial statements that were audited by the Independent Auditor and by the Corporate Auditors and the Board of Auditors, when they produced their various audit reports.
3. If any of the items included in the following business report, consolidated financial statements, non-consolidated financial statements, or references for the Meeting require amendment up to and including the day before the Meeting, the amended items will be posted on our website.

## **Business report for FY2014 (April 1, 2014 to March 31, 2015)**

### **1. Matters Regarding the Current Status of the SCSK Group**

#### **1-1 Progress of Operations and Operating Results**

In the period under review, the Japanese economy continued a mild recovery overall, supported by a recovery in personal consumption underpinned by strong capital expenditures and improvements in the employment situation, mainly at large companies. While the consumption tax hike in April 2014 continued to have an effect, contributing to the slow pace of housing sales and construction starts, there were signs of improvements in corporate activities, including production and exports, in the period under review supported by a drop in the price of oil and sustained yen depreciation.

In terms of the outlook for the economy, despite moves towards monetary normalization in the U.S. and concerns about the economies of emerging countries and resource-producing countries, the economy is beginning to show signs of following a self-sustaining recovery track, as evidenced by the recovery in business confidence indicated in the Bank of Japan Tankan survey, coupled with decisions to increase base pay in many industries and expectations for steady improvements in the wage environment, which should boost the household sector. The Japanese government and Bank of Japan's various economic measures, including monetary policy, are also having an effect, and the economic recovery appears likely to continue for some time.

IT investment appetite among customers began to recover in various industries in the IT services market while strong IT investment demand among customers became apparent in the financial, manufacturing, telecommunications and other industries.

In the financial industry, there was an increase in IT systems investment supported by factors including development demand for operations systems by major banks and systems modification demand in the banking and securities industries in response to system revisions.

In the manufacturing industry, in addition to IT system upgrade investment in the automotive and electronic parts industries, corporate customers' strategic IT investment demand is gradually being realized as part of reinforcing production and marketing activities and global business expansion.

Many more companies are considering renewing their IT infrastructures, prompting a large increase in demand for cloud-type IT infrastructure services for further improving business efficiency and productivity as well as data center services related to business continuity planning and disaster recovery.

In the Company's operating results for the period under review, consolidated net sales increased 3.3% compared to the same period of the previous fiscal year to ¥297,633 million. This reflects an increase in IT investment demand primarily among manufacturing, financial and telecommunications industry customers and the steady performance of the cloud business and other IT management service businesses. Operating income increased 16.8% to ¥28,003 million, reflecting an increase in profits from increased earnings as well as higher business efficiency and a decrease in unprofitable projects. Ordinary income increased 19.4% to ¥30,667 million, reflecting an increase in operating income as well as gains recorded on the sale of some investment securities. Net income decreased 15.0% to ¥15,638 million, reflecting the recording of extraordinary losses such as office relocation expenses and a one-time loss and tax expense for the partial reversal of deferred tax assets accompanying corporate tax revisions.



○ Business Solutions

Sales ¥14,386 million  
Percentage of total:  
4.8%

While net sales decreased 9.8% to ¥14,386 million, reflecting a reduction in the multiple ERP projects that supported results in the previous year, segment income increased 7.0% to ¥1,652 million as a result of efficiencies made in expenses and other factors.

○ Business Services

Sales ¥33,732 million  
Percentage of total:  
11.3%

As a result of strong performance in product support business for the manufacturing industry, net sales increased 5.9% to ¥33,732 million, while segment income increased 38.6% to ¥2,113 million.

○ IT Management

Sales ¥39,867 million  
Percentage of total:  
13.4%

As a result of expansion of various cloud services supported by firm demand for renewal of IT infrastructure among client companies and the start of a large-scale IT infrastructure maintenance project in the manufacturing industry, net sales increased 6.7% to ¥39,867 million, while segment income increased 27.1% to ¥4,945 million.

○ IT Platform Solutions

Sales ¥64,790 million  
Percentage of total:  
21.8%

As a result of increased sales of IT products for the telecommunications industry, net sales increased 5.7% to ¥64,790 million, while segment income increased 15.8% to ¥5,147 million.

○ Prepaid Card Business

Sales ¥3,378 million  
Percentage of total:  
1.1%

Business related to the issuing and settlement of prepaid cards was firm, and as a result net sales increased 11.0% to ¥3,378 million, while segment income increased 78.6% to ¥265 million.

○ Others

Sales ¥774 million  
Percentage of total:  
0.3%

Net sales (facility maintenance and lease income) decreased 2.4% to ¥774 million, while segment income increased 22.5% to ¥325 million.

Sales from each service type: Systems Development, System Maintenance and Operation/Services, Packaged Software/Hardware Sales, and Prepaid Card were as follows.

| Sales by service type                     | FY 2013<br>(46th Period)    |                            | FY 2014<br>(47th Period)    |                            | Year-on-year change         |            |
|-------------------------------------------|-----------------------------|----------------------------|-----------------------------|----------------------------|-----------------------------|------------|
|                                           | Amount<br>(millions of yen) | Percentage<br>of total (%) | Amount<br>(millions of yen) | Percentage<br>of total (%) | Amount<br>(millions of yen) | Change (%) |
| Systems Development                       | 117,597                     | 40.8                       | 117,843                     | 39.6                       | 245                         | 0.2        |
| System Maintenance and Operation/Services | 107,577                     | 37.3                       | 110,720                     | 37.2                       | 3,143                       | 2.9        |
| Packages Software/Hardware Sales          | 60,019                      | 20.8                       | 65,691                      | 22.1                       | 5,672                       | 9.5        |
| Prepaid Card                              | 3,042                       | 1.1                        | 3,378                       | 1.1                        | 335                         | 11.0       |
| Total                                     | 288,236                     | 100.0                      | 297,633                     | 100.0                      | 9,397                       | 3.3        |

In Systems Development, despite a reduction in the large-scale integration projects for the insurance industry that drove performance during the previous fiscal year, as a result of steady progress in new projects in the banking, securities, telecommunications and other industries, net sales rose 0.2% to ¥117,843 million.

In System Maintenance and Operation/Services, as a result of extremely strong demand for various cloud services and data centers related to IT infrastructure combined with strongly performing BPO services backed by an increase in mobile device demand, net sales increased 2.9% to ¥110,720 million.

In Packaged Software/Hardware Sales, demand was high for network IT equipment for the telecommunications industry, and as a result net sales increased 9.5% to ¥65,691 million.

In Prepaid Card, business related to the issuing and settlement of prepaid cards was firm, and as a result net sales increased 11.0% to ¥3,378 million.

## 1-2 Procurement of Funds

### (1) Fund procurement

In the period under review we refinanced a total of ¥15,000 million.

### (2) Capital investment

In the period under review, capital investment by the SCSK Group totaled ¥14,842 million. Investment was mainly in the IT management segment, where we used ¥7,626 million to fund the expansion of netXDC facilities.

### (3) Acquisition or disposal of other company shares or other holdings, or new stock acquisition rights, etc.

On May 1, 2014 we increased our holding of shares of Sumisho Joho Datacraft Corporation and made it into a consolidated subsidiary.

## 1-3 Assets, Profits and Losses

### (1) SCSK Group assets, profits and losses

| Category                      | FY2011<br>(44th Period) | FY2012<br>(45th Period) | FY2013<br>(46th Period) | FY2014<br>(47th Period) |
|-------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| Sales (million yen)           | 200,326                 | 278,634                 | 288,236                 | 297,633                 |
| Ordinary income (million yen) | 16,659                  | 22,228                  | 25,690                  | 30,667                  |
| Net income (million yen)      | 25,669                  | 16,730                  | 18,387                  | 15,638                  |
| Net income per share (yen)    | 334.19                  | 161.39                  | 177.26                  | 150.71                  |
| Total assets (million yen)    | 300,928                 | 322,828                 | 317,932                 | 334,290                 |
| Net assets (million yen)      | 124,419                 | 108,208                 | 126,159                 | 138,536                 |
| Net assets per share (yen)    | 860.37                  | 991.48                  | 1,161.29                | 1,276.37                |

(Note) The value of net income per share is calculated from the average number of shares during the period under review. The value of net assets per share is calculated from the number of shares issued as of March 31, 2015 (excluding treasury stock).

### (2) SCSK assets, profits and losses

| Category                      | FY2011<br>(44th Period) | FY2012<br>(45th Period) | FY2013<br>(46th Period) | FY 2014<br>(47th Period) |
|-------------------------------|-------------------------|-------------------------|-------------------------|--------------------------|
| Sales (million yen)           | 171,062                 | 221,472                 | 228,732                 | 235,929                  |
| Ordinary income (million yen) | 14,737                  | 17,588                  | 19,798                  | 23,711                   |
| Net income (million yen)      | 26,740                  | 13,696                  | 15,416                  | 12,420                   |
| Net income per share (yen)    | 347.04                  | 131.81                  | 148.28                  | 119.43                   |
| Total assets (million yen)    | 252,677                 | 277,787                 | 266,651                 | 280,202                  |
| Net assets (million yen)      | 119,901                 | 100,414                 | 112,177                 | 120,371                  |
| Net assets per share (yen)    | 863.39                  | 964.63                  | 1,077.45                | 1,156.30                 |

(Note) The value of net income per share is calculated from the average number of shares during the period under review. The value of net assets per share is calculated from the number of shares issued as of March 31, 2015 (excluding treasury stock).

## 1-4 Issues to be Addressed

### (1) Business environment outlook

A gentle recovery trend has continued in the Japanese economy, characterized by improvements in corporate earnings triggered by factors including the drop in the price of oil and the recovery of production as well as continued improvements in the labor and wage environments.

With this business sentiment as a background, we see capital investment, primarily in the financial and manufacturing industries, as being a continuous factor contributing to recovery, and we expect moderate growth to continue in IT investment in areas such as increased demand for various systems development, cloud-type IT services and outsourcing, as well as investments related to supporting various systems involving financial institutions and government agencies.

Within this environment, IT investment needs are expanding to include investment needs with the main objectives of cost reduction and efficiency improvement, as well as strategic IT investment to establish competitive advantages for their companies. In addition, global IT investment is expanding in line with concepts such as the paradigm shift away from system ownership with the penetration of cloud services, system standardization and optimization on a global level, and the strengthening of head office governance, as well as further diversification through the utilization of big data.

The key to differentiation in the IT services industry will lie in whether we can respond appropriately to these diversifying needs, and whether we can continue to provide higher added value services at a satisfactory quality level as the No. 1 partner that supports companies' business strategies through IT. It is becoming necessary to respond to structural changes in traditional business models as represented by contract-type and labor-intensive business that has been at the center of IT services up until now, and to implement company-wide, strategic initiatives in order to promptly strengthen the services and products provided.

### (2) Medium-term management issues and management strategy

In this environment, the Company will aim for continuous growth by working to resolve various business issues facing corporate customers through accurately perceiving corporate customers' needs and providing optimal services, and by creating new value through IT.

The Company merged with CSK Corporation in October 2011, and got off to a new start as SCSK with a three-year medium-term management plan through the year ended March 31, 2015. Since then, we have achieved the management targets of the medium-term management plan and enhanced the management base through strengthening and expanding the business base by implementing the key strategies of pursuing cross selling, expanding the global solutions business and strengthening the cloud solutions business, while also working to actively integrate and merge organizations and functions and improve the efficiency of business and operations.

In the new medium-term management plan announced in April, the period of the plan is positioned as a second stage for the Company to develop into one of the leading companies in the industry, based on which we will develop and implement a dynamic growth strategy with the high level of profitability we have established since the merger as a foundation for growth.

We have established three basic strategies for medium-term growth. Specifically: 1. transforming into a service-providing business, 2. promoting strategic business that captures the changing times, and 3. pursuing the second stage of global expansion. Other strategies announced in the plan include improvements to operational quality in system development aimed at further enhancing the management base and improvements to operational efficiency through reforms in work styles.

Going forward, we will steadily implement these strategies through concrete measures.



### 1. Transforming into a service-providing business

As a result of factors including the diversification of customer needs and the paradigm shift from ownership to usage of systems, structural changes are beginning to occur, specifically a shift from traditional business models as represented by contract-type and labor-intensive business to service provision-based business. The Company views these structural changes as an opportunity for active growth, and will strongly promote strategic initiatives aimed at expanding service-provision business in advance of competitors. Based on the intellectual property rights and IT assets that we have accumulated, we will create high value added services that only SCSK can provide, and offer these to our customers over the long term in order to improve our competitiveness.

Specifically, we will expand our existing service-providing business that includes various SaaS applications being provided for customers in the distribution industry including retailers and dispensing pharmacies, the USiZE pay-for-use IT infrastructure provision service, and various BPO services including contact centers while working to improve added value through new services that combine system development, infrastructure, and BPO.

In order to implement these measures, from April 2015 we will adopt an organizational structure that makes it possible to integrate and provide systems development, infrastructure construction, and systems investment to corporate customers in different industries (manufacturing, telecommunications, distribution and finance) as we work to expand business through the creation of high value added services and long-term, stable relationships with customers.

### 2. Promoting strategic business that captures the changing times

By effectively using the Company's human resources, technical components, track record, and accumulated know-how we will focus the allocation of management resources and the strategic expansion of business on growth industries and in fields where we can demonstrate our strengths, while being mindful of their future potential and growth potential.

For example, in the automotive embedded systems business for the automotive industry, a large amount of advanced software development is required for one model of automobile, and global standards are rapidly evolving.

Within this environment, with the aim of being the No. 1 vendor/provider of AUTOSAR (AUTomotive Open System ARchitecture) compatible OSs and middleware (basic software), we will significantly expand personnel and actively conduct investment for R&D and business promotion. Furthermore, in response to the medium- to long-term strategies and active systems investment of leading global financial institutions, we will aim to strategically expand business in global business through means such as strengthening operations and implementing resource strategies.

### 3. Pursuing the second stage of global expansion

The Company defines the "greater Japanese market" as including IT demand accompanying the overseas expansion of customers; that is, all demand for IT services arising from the overseas expansion of Japanese companies that principally conduct business activities in Japan.

The Company has effectively used the experience and know-how it has developed through the provision of IT support for the global expansion of many customers, including the Sumitomo Corporation Group, to implement a global strategy of providing high-quality support based on Japanese standards for the "greater Japanese market" in order to increase the sales ratio of global business.

This global strategy will be further pursued within the new medium-term management plan. In addition to the initiatives implemented to date, we will strengthen systems for overseas businesses within the strategic

businesses set forth in the basic strategies of the medium-term management plan such as automotive embedded systems and major financial institutions in order to further expand our global business.

While we implement these basic strategies, we will also improve operational quality through the promotion of company-wide development standards and the strengthening of project management capabilities, strengthen profitability through business sorting and portfolio review, and enhance operational efficiency through improvements in office efficiency and work styles.

In addition, we will continue to develop internal management structures for the entire Group in areas including internal control, risk management, compliance, and security management.

Since FY2013 the Company has conducted initiatives for working style reform, called the Smart Work Challenge 20 program, focused on reducing overtime and encouraging employees to take their paid vacation days. The aim is to ensure that we have a healthy and motivated workforce capable of engaging in productive, creative high added value work for customers and society.

In addition, we have introduced a discretionary work system, flex-time system, work from home system, generous child-care and family-care measures, and a full employment system up to age 65 to support working styles aligned with employees' life stages, as well as the active promotion of a "back-up system" that allows the acquisition of additional paid vacation days if an unexpected event such as an illness or accident occurs after all paid vacation days have been used, and the scheduled award of paid vacation days, all aimed towards the full utilization of paid vacation days. Frameworks have been successfully adopted to reward employees based on the degree of organizational and individual attainment of these various systems and measures; in other words, the level of improvement in working styles.

We provide career support programs to promote the active utilization of female human resources. We have set the goal of having 100 female officers and line managers by 2018, and we provide career development support in line with this goal that includes training in response to the development issues of each generation of female employees.

These efforts by the Company have received external recognition that include 1st place overall in the 2014 Best Companies that Effectively Utilize their Employees survey sponsored by the Nihon Keizai Shimbun, the IT General Award in the IT Awards sponsored by the Japan Institute of Information Technology, selection among the FY2013 Diversity Management Selection 100 sponsored by the Japanese Ministry of Economy, Trade and Industry, and selection as a FY2014 Health & Productivity Stock and FY2014 Nadeshiko Brand jointly selected by the Japanese Ministry of Economy, Trade and Industry and Tokyo Stock Exchange.

From FY2015, in order to further promote and instill improvements in working styles and the health of employees, we will change personnel systems with the aim of having each and every employee pursue more efficient and healthy working styles without worrying about overtime allowances, and will also introduce new health promotion measures that provide each employee with points based on implementing lifestyle habits needed to maintain and improve health, and the results of regular health examinations, and improvements in these.

Based on the idea that our employees will be motivated by these efforts to create a working environment in which employees can work with ease and feel a sense of fulfillment, and that this will ultimately lead to strong business results and help create a virtuous cycle in which profits can be returned to stakeholders, the Company is further enhancing its systems in four areas: work-life balance, diversity, health management and personnel development.

Through these measures, SCSK is aiming to put into practice its corporate philosophy of "working together to create our future of dreams."

## 1-5 Major Businesses (as of March 31, 2015)

Industrial systems, financial systems, global systems, business solutions, business services, IT management, IT platform solutions, prepaid cards.

## 1-6 Major Branches (as of March 31, 2015)

### (1) Major SCSK offices

|                       |                                                                                                                                                                                              |
|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Toyosu Head Office | Koto-ku, Tokyo                                                                                                                                                                               |
| 2. Branch offices     | Minato-ku, Tokyo; Chuo-ku, Tokyo; Tama-shi, Tokyo; Osaka-shi, Osaka; Toyonaka-shi, Osaka; Nagoya-shi, Aichi Prefecture; Fukuoka-shi, Fukuoka Prefecture; Hiroshima-shi, Hiroshima Prefecture |
| 3. Data centers       | Chiyoda-ku, Tokyo; Bunkyo-ku, Tokyo; Koto-ku, Tokyo; Edogawa-ku, Tokyo; Inzai-shi, Chiba Prefecture; Osaka-shi, Osaka; Toyonaka-shi, Osaka; Sanda-shi, Hyogo Prefecture                      |

### (2) Main offices of important subsidiaries, etc.

The main offices of important subsidiaries are those listed in (2) Status of important subsidiaries in Section 1-7, Information Regarding Status of Important Parent Company and Subsidiaries.

### (3) Employees

#### 1. SCSK Group employees

| No. of employees | Year-on-year change   |
|------------------|-----------------------|
| 11,754 people    | Increase of 65 people |

| Segment                     | No. of employees |
|-----------------------------|------------------|
| Industrial Systems Business | 2,580 people     |
| Financial Systems Business  | 2,322 people     |
| Global Systems Business     | 501 people       |
| Business Solutions          | 676 people       |
| Business Services           | 2,317 people     |
| IT Management               | 1,581 people     |
| IT Platform Solutions       | 825 people       |
| Prepaid cards               | 105 people       |
| Others                      | 847 people       |
| Total                       | 11,754 people    |

(Note) "Others" means the number of people working in management and other departments.

## 2. SCSK employees

| No. of employees | Year-on-year change    | Average age        | Average length of employment |
|------------------|------------------------|--------------------|------------------------------|
| 7,328 people     | Reduction of 57 people | 41 years, 2 months | 16 years, 3 months           |

## 1-7 Information Regarding Status of Important Parent Company and Subsidiaries (as of March 31, 2015)

### (1) Status of parent company

Our parent company is Sumitomo Corporation. At the end of the period under review, Sumitomo Corporation held 52,697,000 of our Company's shares (capital contribution ratio of 48.80%). Our sales to our parent company mostly involve software development, data processing, sales of hardware, software and other products. Our parent company supplies us with software and other products.

### (2) Status of important subsidiaries

| Company name                                      | Location                   | Equity         | Capital contribution ratio (%) | Main business                                                                            |
|---------------------------------------------------|----------------------------|----------------|--------------------------------|------------------------------------------------------------------------------------------|
| HOKKAIDO CSK CORPORATION                          | Sapporo-shi, Hokkaido      | ¥100 million   | 100.00                         | Software development and data processing                                                 |
| FUKUOKA CSK CORPORATION                           | Fukuoka-shi, Fukuoka Pref. | ¥200 million   | 100.00                         | Software development and data processing                                                 |
| JIEC Co., Ltd.                                    | Shinjuku-ku, Tokyo         | ¥674 million   | 69.51                          | Design and building of data systems where fundamental technology is the core competence  |
| Sumisho Computer Systems (USA) Inc.               | New York State, USA        | US\$11,850,000 | 100.00                         | Software development and data processing                                                 |
| SUMISHO COMPUTER SYSTEMS (EUROPE) LTD.            | London, UK                 | £ 1,400,000    | 100.00                         | Software development and data processing                                                 |
| Sumisho Computer Systems (Shanghai) Limited       | Shanghai, China            | US\$500,000    | 100.00                         | Software development and data processing                                                 |
| Sumisho Computer Systems (Asia Pacific) Pte. Ltd. | Singapore                  | ¥200 million   | 100.00                         | Software development and data processing                                                 |
| CSK WinTechnology Corporation                     | Shinjuku-ku, Tokyo         | ¥100 million   | 100.00                         | Consulting in Windows platforms, system design and development, and maintenance services |
| CSK ServiceWare Corporation                       | Minato-ku, Tokyo           | ¥2,063 million | 100.00                         | Contact center services and BPO services                                                 |
| VeriServe Corporation                             | Shinjuku-ku, Tokyo         | ¥792 million   | 55.59                          | Product verification services and security verification services, etc.                   |
| CSK PRESCENDO CORPORATION                         | Minato-ku, Tokyo           | ¥100 million   | 82.63                          | EC Fulfillment services                                                                  |
| VA LinuxSystems Japan K.K.                        | Koto-ku, Tokyo             | ¥194 million   | 71.65                          | Software development (Open-source software consulting)                                   |

| Company name                       | Location           | Equity         | Capital contribution ratio (%) | Main business                                                      |
|------------------------------------|--------------------|----------------|--------------------------------|--------------------------------------------------------------------|
| CSK SYSTEM MANAGEMENT CORPORATION  | Koto-ku, Tokyo     | ¥100 million   | 100.00                         | Systems operation services                                         |
| Sumisho Joho Datacraft Corporation | Koto-ku, Tokyo     | ¥96 million    | 50.10                          | Network building and operation services                            |
| Allied Engineering Corporation     | Koto-ku, Tokyo     | ¥242 million   | 90.00                          | Development and sale of structural analysis software               |
| CSI SOLUTIONS Corporation          | Shinjuku-ku, Tokyo | ¥210 million   | 100.00                         | System integration, and the sale and maintenance of hardware, etc. |
| QUO CARD Co., Ltd.                 | Chuo-ku, Tokyo     | ¥1,810 million | 100.00                         | Prepaid card business                                              |
| SCSK Nearshore Systems Corporation | Minato-ku, Tokyo   | ¥100 million   | 100.00                         | Software development                                               |

- (Notes) 1. On May 1, 2014 we increased our holding of shares of Sumisho Joho Datacraft Corporation (an equity method subsidiary of our Company) and made it into a consolidated subsidiary.
2. On October 1, 2014, we merged our consolidated subsidiaries CSK Nearshore Systems Corporation and SCS Solutions Inc. and renamed the new company SCSK Nearshore Systems Corporation.
3. We have a total of 22 consolidated subsidiaries, including those important subsidiaries listed above.

#### 1-8 Principal Lenders and Loans Payable (as of March 31, 2015)

| Name of lender                      | Loans payable (in millions of yen) |
|-------------------------------------|------------------------------------|
| Sumitomo Mitsui Trust Bank, Ltd.    | 4,500                              |
| Sumitomo Mitsui Banking Corporation | 4,500                              |
| Bank of Tokyo-Mitsubishi UFJ, Ltd.  | 3,500                              |
| Mizuho Bank Co., Ltd.               | 2,500                              |
| Others                              | 20,000                             |
| Total                               | 35,000                             |

#### 1-9 Policy Regarding the Exercise of the Rights of the Board of Directors (pursuant to the Articles of Incorporation in accordance with Article 459 Paragraph 1 of the Companies Act) to Distribute Surpluses as Dividends, etc.

In determining dividends, the Company aims to increase returns to shareholders in response to stronger consolidated results. In that process, the Company gives comprehensive consideration to its financial position, earnings trends and dividend trends, as well as reserves for future business investment.

The Company pays dividends twice a year from its surplus: an interim dividend and a year-end dividend. The decision on whether to pay both interim dividends and year-end dividends lies with the Board of Directors.

The Company regards the acquisition of treasury shares as one means of returning profits to shareholders, and it will consider any such acquisitions taking into account share price trends and shareholder return via dividend payments in addition to the matters considered when making decisions on dividends outlined above.

## 2. Particulars Regarding the Shares of the Company

### 2-1 Total Number of Shares Authorized

200,000,000 shares

### 2-2 Total Number of Shares Issued

104,008,106 shares  
(excluding 3,978,297 shares of treasury stock)

### 2-3 Number of Shareholders on the Last Day of the Fiscal Year

37,703 people

### 2-4 Top Ten Shareholders

| Name of shareholder                                                 | Shares owned      | Shareholding ratio |
|---------------------------------------------------------------------|-------------------|--------------------|
| Sumitomo Corporation                                                | 52,697,159 shares | 50.67 %            |
| Japan Trustee Services Bank, Ltd. (trust account)                   | 6,057,300         | 5.82               |
| SCSK Group Employee Stock Ownership Association                     | 2,724,171         | 2.62               |
| The Master Trust Bank of Japan, Ltd. (trust account)                | 2,624,700         | 2.52               |
| JPMC Oppenheimer JASDEC Lending Account                             | 1,301,608         | 1.25               |
| BBH for BBHTSIA Nomura Funds Ireland plc/Japan Strategic Value Fund | 1,149,800         | 1.11               |
| ARGO GRAPHICS Inc.                                                  | 1,015,500         | 0.98               |
| Chase Manhattan Bank GTS Clients Account Escrow                     | 1,007,571         | 0.97               |
| State Street Bank and Trust Company                                 | 975,466           | 0.94               |
| Morgan Stanley & Co. LLC                                            | 790,558           | 0.76               |

(Note)

Our Company holds 3,978,297 shares of treasury stock, and this amount is excluded from the calculation of the shareholding ratios of the top-10 shareholders listed above. The shareholding ratio is calculated by dividing the number of shares held shareholder by the number of shares outstanding (shares outstanding = total number of issued shares - treasury stock)

### 3. Important Matters Regarding New Share Acquisition Rights, etc. of the Company

New share acquisition rights held by the Company's officers on the final day of this fiscal year

(1) Matters regarding the 2nd new stock acquisition rights (share-based remuneration) (shares issued on July 27, 2007)

#### 1. Holdings of the Company's officers

| Category  | Number of holders | Number of new stock acquisition rights | Type and number of shares subject to the new stock acquisition rights |
|-----------|-------------------|----------------------------------------|-----------------------------------------------------------------------|
| Directors | 3 people          | 22 rights                              | 2,200 ordinary shares                                                 |

(Notes) 1. One hundred ordinary shares shall be issued or transferred to each new stock acquisition right held by the holder.

2. The amount to be paid for exercising a new stock acquisition right shall be the exercise price per share multiplied by the number of shares for every right.

3. In addition, 1 Executive Officer (excluding Directors) has 6 new stock acquisition rights.

2. Issue price Issued without consideration

3. Amount to be paid for the exercise of new stock acquisition rights ¥1 per share

4. Exercise period From July 28, 2007 to July 26, 2007

(2) Matters regarding the 4th new stock acquisition rights (share-based remuneration) (shares issued on July 29, 2008)

#### 1. Holdings of the Company's officers

| Category  | Number of holders | Number of new stock acquisition rights | Type and number of shares subject to the new stock acquisition rights |
|-----------|-------------------|----------------------------------------|-----------------------------------------------------------------------|
| Directors | 4 people          | 55 rights                              | 5,500 ordinary shares                                                 |

(Notes) 1. One hundred ordinary shares shall be issued or transferred to each new stock acquisition right held by the holder.

2. The amount to be paid for exercising a new stock acquisition right shall be the exercise price per share multiplied by the number of shares for every right.

3. In addition, 1 Executive Officer (excluding Directors) has 8 new stock acquisition rights.

2. Issuing price Issued without consideration

3. Amount to be paid for the exercise of new stock acquisition rights ¥1 per share

4. Exercise period From July 30, 2008 to July 28, 2008

(3) Matters regarding the 6th new stock acquisition rights (share-based remuneration) (shares issued on July 30, 2009)

1. Holdings of the Company's officers

| Category  | Number of holders | Number of new stock acquisition rights | Type and number of shares subject to the new stock acquisition rights |
|-----------|-------------------|----------------------------------------|-----------------------------------------------------------------------|
| Directors | 6 people          | 80 rights                              | 8,000 ordinary shares                                                 |

(Notes) 1. One hundred ordinary shares shall be issued or transferred to each new stock acquisition right held by the holder.

2. The amount to be paid for exercising a new stock acquisition right shall be the exercise price per share multiplied by the number of shares for every right.

3. In addition, 6 Executive Officers (excluding Directors) have 66 new stock acquisition rights.

|                                                                       |                                     |
|-----------------------------------------------------------------------|-------------------------------------|
| 2. Issuing price                                                      | Issued without consideration        |
| 3. Amount to be paid for the exercise of new stock acquisition rights | ¥1 per share                        |
| 4. Exercise period                                                    | From July 31, 2009 to July 29, 2029 |

(4) Matters regarding the 7th new share acquisition rights (shares issued on July 30, 2010)

1. Holdings of the Company's officers

| Category  | Number of holders | Number of new stock acquisition rights | Type and number of shares subject to the new stock acquisition rights |
|-----------|-------------------|----------------------------------------|-----------------------------------------------------------------------|
| Directors | 2 people          | 50 rights                              | 5,000 ordinary shares                                                 |

(Notes) 1. One hundred ordinary shares shall be issued or transferred to each new stock acquisition right held by the holder.

2. The amount to be paid for exercising a new stock acquisition right shall be the exercise price per share multiplied by the number of shares for every right.

3. In addition, 4 Executive Officers (excluding Directors) have 60 new stock acquisition rights.

|                                                                       |                                    |
|-----------------------------------------------------------------------|------------------------------------|
| 2. Issuing price                                                      | Issued without consideration       |
| 3. Amount to be paid for the exercise of new stock acquisition rights | ¥1,376 per share                   |
| 4. Exercise period                                                    | From July 1, 2012 to June 30, 2015 |



(5) Matters regarding the 8th new stock acquisition rights (share-based remuneration) (shares issued on July 30, 2010)

1. Holdings of the Company's officers

| Category  | Number of holders | Number of new stock acquisition rights | Type and number of shares subject to the new stock acquisition rights |
|-----------|-------------------|----------------------------------------|-----------------------------------------------------------------------|
| Directors | 6 people          | 147 rights                             | 14,700 ordinary shares                                                |

(Notes) 1. One hundred ordinary shares shall be issued or transferred to each new stock acquisition right held by the holder.

2. The amount to be paid for exercising a new stock acquisition right shall be the exercise price per share multiplied by the number of shares for every right.

3. In addition, 1 Corporate Auditor (who was an Executive Officer that the time the rights were granted) has 16 new stock acquisition rights, and 7 Executive Officers (excluding Directors) have 112 new stock acquisition rights.

- |                                                                       |                                     |
|-----------------------------------------------------------------------|-------------------------------------|
| 2. Issuing price                                                      | Issued without consideration        |
| 3. Amount to be paid for the exercise of new stock acquisition rights | ¥1 per share                        |
| 4. Exercise period                                                    | From July 31, 2010 to July 29, 2030 |

## 4. Particulars Regarding the Company's Officers

### 4-1 Directors and Corporate Auditors

| Name               | Position in the Company          | Significant concurrently held posts                                                                                                                                                                                               |
|--------------------|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Nobuhide Nakaido   | *1 Chairman                      |                                                                                                                                                                                                                                   |
| Yoshio Osawa       | *1 President                     |                                                                                                                                                                                                                                   |
| Hiroaki Kamata     | Director                         |                                                                                                                                                                                                                                   |
| Shigeo Kurimoto    | Director                         |                                                                                                                                                                                                                                   |
| Masahiko Suzuki    | Director                         |                                                                                                                                                                                                                                   |
| Hisakazu Suzuki    | *1 Director                      |                                                                                                                                                                                                                                   |
| Masanori Furunuma  | Director                         | Director of JIEC Co., Ltd.                                                                                                                                                                                                        |
| Tatsuyasu Kumazaki | *1 Director                      |                                                                                                                                                                                                                                   |
| Tooru Tanihara     | Director                         |                                                                                                                                                                                                                                   |
| Satoshi Toriyama   | Director                         |                                                                                                                                                                                                                                   |
| Takahiro Ichino    | Director                         | Outside Director of VeriServe Corporation                                                                                                                                                                                         |
| Tetsuya Fukunaga   | Director                         | Outside Director of ARGO GRAPHICS Inc.                                                                                                                                                                                            |
| Hiroyuki Yamazaki  | Director                         |                                                                                                                                                                                                                                   |
| Masatoshi Endo     | Director                         |                                                                                                                                                                                                                                   |
| Tatsujiro Naito    | *2 Director (part time)          | Corporate Officer, Sumitomo Corporation<br>General Manager, Network Division; Media, Network, Lifestyle Related Goods & Services Business Unit<br>Outside Director, T-Gaia Corporation<br>Corporate Officer, Sumitomo Corporation |
| Naoaki Mashimo     | *2 Director (part time)          | Deputy General Manager, Network Division; Media, Network, Lifestyle Related Goods & Services Business Unit<br>General Manager, IT Solution Department                                                                             |
| Iwao Fuchigami     | *2 Director (part time)          |                                                                                                                                                                                                                                   |
| Yoshiharu Takano   | *3, *4 Standing Auditor          |                                                                                                                                                                                                                                   |
| Yasuaki Matsuda    | *4 Corporate Auditor             |                                                                                                                                                                                                                                   |
| Hideo Ogawa        | *3 Corporate Auditor (part time) | Executive Officer, Sumitomo Corporation. General Manager, Planning & Administration Division; Media, Network, Lifestyle Related Goods & Services Business Unit                                                                    |
| Shigeki Yasunami   | *3 Corporate Auditor (part time) | Representative of the Yasunami Certified Public Accounting Office                                                                                                                                                                 |

(Notes) 1. \*1 = Representative Director

2. \*2 = Outside Director, as required by laws and regulations

3. \*3 = Outside Corporate Auditor, as required by laws and regulations

4. \*4 = Standing Auditor, as required by laws and regulations

5. Director Mr. Iwao Fuchigami and Corporate Auditor Mr. Shigeki Yasunami are independent officer who are unlikely to have any conflict of interest with respect to our general shareholders, as we are obliged by the Tokyo Stock Exchange.

6. Corporate Auditor Mr. Yasuaki Matsuda has many years of experience in accounting for both SCSK Corporation and Sumitomo Corporation, and has a high degree of knowledge of finance and accounting.

7. Corporate Auditor Mr. Shigeki Yasunami has the qualification of being a certified public accountant, and has a high degree of knowledge of finance and accounting.

Changes during the current period under review

1. New appointments      Appointed June 26, 2014  
                                         Masatoshi Endou (Director)
2. Retirements              Retired June 26, 2014  
                                         Akihiko Harima (Auditor) (Retired)  
                                         Retired March 31, 2015  
                                         Naoaki Mashimo (Director) (Retired)

Executive Officers of the Company as of March 31, 2015

| Name               | Position in the Company             | Areas of responsibility and significant posts concurrently held                                                                                                                                                                                                        |
|--------------------|-------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Nobuhide Nakaido   | * Chairman and CEO                  | Chief executive responsible for promotion of health and productivity management                                                                                                                                                                                        |
| Yoshio Osawa       | * President and COO                 |                                                                                                                                                                                                                                                                        |
| Hiroaki Kamata     | * Executive Vice President          | General Manager (Development Division)<br>General Manager, Industrial Systems Business Group                                                                                                                                                                           |
| Shigeo Kurimoto    | * Executive Vice President          | General Manager, IT Platform Solutions Group; Deputy General Manager, Business Solutions Group<br>General Manager of Big Data Strategy Promotion<br>General Manager, Business Solutions Group;                                                                         |
| Masahiko Suzuki    | * Senior Managing Executive Officer | Deputy General Manager, Industrial Systems Business Group<br>(in charge of Telecommunication & Cloud systems, Chubu, Curl business)                                                                                                                                    |
| Hisakazu Suzuki    | * Senior Managing Executive Officer | General Manager (Legal General Affairs, Corporate Communications & IR, Finance & Risk management, Internal Auditing);<br>General Manager, Legal, General Affairs, Corporate Communications & IR Group                                                                  |
| Masanori Furunuma  | * Senior Managing Executive Officer | General Manager, Financial Systems Business Group;                                                                                                                                                                                                                     |
| Tatsuyasu Kumazaki | * Senior Managing Executive Officer | Director of JIEC Co., Ltd.                                                                                                                                                                                                                                             |
| Tooru Tanihara     | * Senior Managing Executive Officer | General Manager (Accounting, Business Process Reengineering, SE Plus Center)                                                                                                                                                                                           |
| Satoshi Toriyama   | * Senior Managing Executive Officer | General Manager, IT Management Group;<br>General Manager, IT Architecture Integration Division                                                                                                                                                                         |
| Takahiro Ichino    | * Senior Managing Executive Officer | General Manager, Global Systems Business Group;<br>General Manager, SC Systems Business Division<br>General Manager, Business Services Group;<br>General Manager, Business Promotion Division;<br>Outside Director of VeriServe Corporation                            |
| Tetsuya Fukunaga   | * Senior Managing Executive Officer | Deputy General Manager (Finance & Risk Management Group and in charge of IR); General Manager of Finance & Risk Management Group;<br>Outside Director of ARGO GRAPHICS Inc.                                                                                            |
| Hiroyuki Yamazaki  | * Senior Managing Executive Officer | General Manager (Corporate Planning, Human Resources, Business Strategy, Research and Development Center)                                                                                                                                                              |
| Masatoshi Endo     | * Senior Managing Executive Officer | Deputy General Manager (in charge of Business Process Reengineering, SE Plus Center); General Manager, Business Process Reengineering Group; General Manager, SE+ Center                                                                                               |
| Toshiyuki Kato     | Managing Executive Officer          | Assistant General Manager, Global Systems Business Group;<br>General Manager, Business Promotion Group; General Manager, Global Systems Business Division; Chief Representative, China & Asia;<br>Representative Director, Sumisho Computer Systems (Shanghai) Limited |

| Name                | Position in the Company    | Areas of responsibility and significant posts concurrently held                                                                                                                                                                                                             |
|---------------------|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Katsuya Imoto       | Managing Executive Officer | General Manager, Nishinohon Branch; General Manager, Business Promotion Group; General Manager, Business Division, Nishinohon Industrial Systems Business Division II, Industrial Systems Business Group                                                                    |
| Kenji Mukai         | Managing Executive Officer | Assistant General Manager, Industrial Systems Business Group;<br>General Manager, Media Systems Business Division                                                                                                                                                           |
| Hisanori Saeki      | Senior Executive Officer   | General Manager, Manufacturing & Services Systems Business Division, Industrial Systems Business Group                                                                                                                                                                      |
| Yoshinori Imai      | Senior Executive Officer   | Assistant General Manager, Financial Systems Business Group; General Manager, Financial Systems Business Division I; Outside Director of JIEC Co., Ltd.                                                                                                                     |
| Atsushi Innami      | Senior Executive Officer   | Assistant General Manager, Business Solutions Group; Representative Director and President of CSK WinTechnology Corporation                                                                                                                                                 |
| Hideki Tazai        | Senior Executive Officer   | General Manager, Development Division; General Manager, AMO Business Division, Business Solutions Group                                                                                                                                                                     |
| Akira Komori        | Senior Executive Officer   | General Manager, Human Resources Group                                                                                                                                                                                                                                      |
| Yoshimi Jouo        | Senior Executive Officer   | General Manager, Kyushu Branch; Assistant General Manager, IT Platform Solutions Group; General Manager, Business Promotion Division; General Manager, Kyushu IT Platform IT Platform Solutions Division; Representative Direction and President of Fukuoka CSK Corporation |
| Noboru Itoh         | Senior Executive Officer   | General Manager, Distribution Systems Business Division, Industrial Systems Business Group                                                                                                                                                                                  |
| Makoto Nakamura     | Senior Executive Officer   | Assistant General Manager, Financial Systems Business Group (technical manager); Chubu Automotive Embedded Technical Manager, Industrial Systems Business Group                                                                                                             |
| Shigehiro Seki      | Senior Executive Officer   | General Manager, Telecommunication & Cloud Systems Business Division, Industrial Systems Business Group                                                                                                                                                                     |
| Hisanao Takei       | Senior Executive Officer   | General Manager, Business Promotion Division, Business Solutions Group; General Manager, ERP Solutions Division I                                                                                                                                                           |
| Koichi Naito        | Senior Executive Officer   | General Manager, IT Management Services Division, IT Management Group                                                                                                                                                                                                       |
| Atsushi Watanabe    | Senior Executive Officer   | General Manager, Nishinohon IT Management Business Division, IT Management Group                                                                                                                                                                                            |
| Takashi Shinjo      | Senior Executive Officer   | General Manager, IT Products & Services Division, IT Platform Solutions Group                                                                                                                                                                                               |
| Yasushi Shimizu     | Senior Executive Officer   | General Manager, Corporate Planning Group; Outside Director of VeriServe Corporation                                                                                                                                                                                        |
| Yoshinori Kawashima | Senior Executive Officer   | General Manager, Financial Systems Business Division III, Financial Systems Business Group                                                                                                                                                                                  |
| Tetsuya Ueda        | Senior Executive Officer   | General Manager, Business Strategy Group; Executive in charge of Research and Development Center; Assistant General Manager, IT Management Group; General Manager, Business Promotion Division                                                                              |
| Akihiko Harima      | Executive Officer          | Deputy General Manager, Business Process Reengineering Group                                                                                                                                                                                                                |
| Shoichi Kondo       | Executive Officer          | In charge of Chubu Industrial Systems Business Division, Industrial Systems Business Group                                                                                                                                                                                  |
| Tadashi Miyagawa    | Executive Officer          | General Manager, netX Data Center Business Division, IT Management Group                                                                                                                                                                                                    |
| Takaya Yamamoto     | Executive Officer          | General Manager, Business Promotion Division, Financial Systems Business Group                                                                                                                                                                                              |
| Kan Takahashi       | Executive Officer          | Deputy General Manager, Financial System Business Division I, Financial Systems Business Group                                                                                                                                                                              |
| Naoki Ike           | Executive Officer          | General Manager, IT Engineering Division, IT Platform Solutions Group                                                                                                                                                                                                       |
| Yukihiko Saito      | Executive Officer          | General Manager, Proactive Business Solutions Division, Industrial Systems Business Group                                                                                                                                                                                   |

| Name                | Position in the Company | Areas of responsibility and significant posts concurrently held                                                                                            |
|---------------------|-------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Yasuhiko Oka        | Executive Officer       | General Manager, Accounting Group; Outside Director of JIEC Co., Ltd.;                                                                                     |
| Takaaki Toma        | Executive Officer       | Outside Corporate Auditor of VeriServe Corporation                                                                                                         |
| Takayuki Okuhara    | Executive Officer       | General Manager, Business Promotion Division, Industrial Systems Business Group; General Manager, Business Promotion Department                            |
| Yuji Ueno           | Executive Officer       | General Manager, Nishinohon Industrial Systems Business Division I, Industrial Systems Business Group                                                      |
| Koji Watanabe       | Executive Officer       | General Manager, Engineering Solutions Division, IT Platform Solutions Group                                                                               |
| Toshihiko Mitsuishi | Executive Officer       | General Manager, Chubu Industrial Systems Business Division, Industrial Systems Business Group                                                             |
| Eri Kawanabe        | Executive Officer       | General Manager, Financial Systems Business Division II, Financial Systems Business Group; General Manager, Nishinohon Financial Systems Business Division |
|                     |                         | Deputy General Manager, Human Resources Group; General Manager, Human Resources Development Department                                                     |

(Notes) 1. Executive Officers marked with an asterisk concurrently serve as Directors.

2. The English-language titles of CEO and COO were abolished on April 1st, 2015.

#### 4-2 Total Remuneration, etc., Paid to Company Officers in the Fiscal Year

| Category           | No. of payees | Total amount of remuneration, etc. |
|--------------------|---------------|------------------------------------|
| Directors          | 17 people     | ¥628 million                       |
| Corporate Auditors | 5 people      | ¥63 million                        |
| Total              | 22 people     | ¥691 million                       |

4-3 Matters Regarding Significant Posts in Other Corporations Concurrently Held by Executive Officers and Outside Directors or Outside Corporate Auditors, etc.

| Category                  | Name             | Name of company where concurrently employed | Details of concurrent work                                                                                                                                             |
|---------------------------|------------------|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Outside Director          | Tatsujiro Naito  | Sumitomo Corporation                        | Corporate Officer; General Manager, Network Division; Media, Network, Lifestyle Related Goods & Services Business Unit                                                 |
|                           |                  | T-Gaia Corporation                          | Outside Director                                                                                                                                                       |
|                           | Naoaki Mashimo   | Sumitomo Corporation                        | Corporate Officer; Deputy General Manager, Network Division; Media, Network, Lifestyle Related Goods & Services Business Unit; General Manager, IT Solution Department |
|                           | Iwao Fuchigami   | —                                           | —                                                                                                                                                                      |
| Outside Corporate Auditor | Yoshiharu Takano | —                                           | —                                                                                                                                                                      |
|                           | Hideo Ogawa      | Sumitomo Corporation                        | Executive Officer; General Manager, Planning & Administration Department; Media, Network, Lifestyle Related Goods & Services Business Unit                             |
|                           | Shigeki Yasunami | Yasunami Certified Public Accounting Office | Representative                                                                                                                                                         |

(Notes) 1. Sumitomo Corporation is our parent company.

2. T-Gaia Corporation is a customer of our Company.

3. Directors that do not have any information in the Details of concurrent work or Name of company where concurrently employed columns have neither concurrent positions within the Company nor in other companies.

#### 4-4 Main Activities of Each Outside Director or Outside Corporate Auditor

| Category          | Name             | Main activities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Director          | Tatsujiro Naito  | Attended 9 out of the 10 meetings of the Board of Directors held during the fiscal year ending March 31, 2015. Based on his objective standpoint and experience, he gave a broad perspective from his excellent insight, and actively participated in the meetings.                                                                                                                                                                                                                                                                                    |
| Director          | Naoaki Mashimo   | Attended all 10 meetings of the Board of Directors held during the fiscal year ending March 31, 2015. Based on his objective standpoint and experience, he gave a broad perspective from his excellent insight, and actively participated in the meetings.                                                                                                                                                                                                                                                                                             |
| Director          | Iwao Fuchigami   | Attended all 10 meetings of the Board of Directors held during the fiscal year ending March 31, 2015. Based on his objective standpoint and experience, he gave a broad perspective from his excellent insight, and actively participated in the meetings.                                                                                                                                                                                                                                                                                             |
| Corporate Auditor | Yoshiharu Takano | Attended all 10 meetings of the Board of Directors held during the fiscal year ending March 31, 2015. Based on his objective standpoint and experience, he asked appropriate questions and gave opinions during proposals and discussions to clarify various questions that arose. In addition, he attended all 17 meetings of the Board of Corporate Auditors held during the fiscal year ending March 31, 2015. He exchanged opinions about audit findings, and entered into consultation, etc. regarding important auditing matters.                |
| Corporate Auditor | Hideo Ogawa      | Attended 9 out of the 10 meetings of the Board of Directors held during the fiscal year ending March 31, 2015. Based on his objective standpoint and experience, he asked appropriate questions and gave opinions during proposals and discussions to clarify various questions that arose. In addition, he attended 15 of the 17 meetings of the Board of Corporate Auditors held during the fiscal year ending March 31, 2015. He exchanged opinions about audit findings, and entered into consultation, etc. regarding important auditing matters. |
| Corporate Auditor | Shigeki Yasunami | Attended all 10 meetings of the Board of Directors held during the fiscal year ending March 31, 2015. Based on his objective standpoint and experience, he asked appropriate questions and gave opinions during proposals and discussions to clarify various questions that arose. In addition, he attended all 17 meetings of the Board of Corporate Auditors held during the fiscal year ending March 31, 2015. He exchanged opinions about audit findings, and entered into consultation, etc. regarding important auditing matters.                |

(Note) The number of written resolutions signed by all Directors in lieu of a meeting of the Board of Directors is excluded.

#### 4-5 Matters Regarding Liability Limitation Agreements

The Company, based on Article 427, Paragraph 1 of the Companies Act, and Article 28, Paragraph 2 and Article 37, Paragraph 2 of the Articles of Incorporation, has entered into liability limitation agreements with each Outside Director and each Outside Corporate Auditor (excluding the Standing Auditor) to limit the amount of their liabilities to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.

#### 4-6 Total Remuneration, etc. Paid to Outside Directors in the Fiscal Year

| No. of payees | Total amount of remuneration, etc. | Director remuneration from our subsidiaries or parent company |
|---------------|------------------------------------|---------------------------------------------------------------|
| 7 people      | ¥48 million                        | —                                                             |

(Note) There was no Director remuneration from any of our subsidiaries or our parent company

## 5. Matters Regarding the Independent Auditor

### 5-1 Name

KPMG AZSA LLC

### 5-2 Remuneration, etc. paid to the Independent Auditor

|                                                                                                                                          |              |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 1. Audit remuneration and other fees paid to the Independent Auditor by the Company concerning the period under review                   | ¥175 million |
| 2. Total amount of cash and other financial benefits payable by the Company and its consolidated subsidiaries to the Independent Auditor | ¥279 million |

(Notes) 1. The audit agreement between the Company and the Independent Auditor does not differentiate audit remuneration and other fees based on the Companies Act from audit remuneration and other fees based on the Financial Instruments and Exchange Law. The amount in 1. includes the audit remuneration and other fees based on the Financial Instruments and Exchange Law.

2. The Company has paid the Independent Auditor for services outside those specified in Article 2, Paragraph 1 of the Certified Public Accountants Act, for pre-diagnostic services relating to the preparation of a US Statement of Standards on Assurance Engagements (SSAE) No. 16 Report.

### 5-3 Policy for Determination of Dismissal or Non-reappointment

In the event there is a significant adverse effect on the adequate execution of the Company's Independent Auditor's duties due to reasons such as the emergence of causes detrimental to the eligibility or independence of such Independent Auditor, and the Board of Directors judges that there is no expectation that such situation will be remedied, the Board of Directors' policy is to dismiss or not reappoint such Independent Auditor and to submit an agenda for the election of a new Independent Auditor to the General Meeting of Shareholders, subject to the consent of or in accordance with the request of the Board of Corporate Auditors.

In addition, in the event the Company's Independent Auditor falls under any of the situations stipulated in each clause of Article 340, Section 1 of the Companies Act, and the Board of Corporate Auditors judges that there is no expectation that such situation will be remedied, the Board of Corporate Auditors' policy is to dismiss such Independent Auditor in accordance with the consent of all the Corporate Auditors.



## 6. Overview of Resolutions to Set Up Systems, etc., Necessary to Ensure the Appropriateness of Operations

We have resolved to establish and implement the following basic policies and systems to ensure that our Directors comply with laws and regulations and our Articles of Incorporation in the execution of their duties, and other systems necessary to ensure the appropriateness of our operations (these systems are hereinafter referred to as the "Internal Control System").

Furthermore, we are making efforts to establish a superior Internal Control System that conforms to occasional new requirements by confirming that the current System is functioning properly and continuously revising it.

### 6-1 Systems for Ensuring that the Execution of Duties of Directors and Employees Complies with Laws and Regulations and the Articles of Incorporation

- As a Company with Corporate Auditors, we are establishing policies concerning the improvement of our Internal Control System, and make efforts to ensure that our officers and employees comply with laws and regulations.
- We continuously appoint Outside Directors to maintain and enhance the supervising functions of the Board of Directors.
- To enhance the supervising functions of Directors and the Board of Directors, we have adopted an Executive Officer system that separates a) the supervising functions of the Board of Directors and the Directors from b) the executive functions of the Executive Officers.
- We check whether the Internal Control System is functioning effectively. As an internal auditing system to supervise these checks, we have our Internal Auditing Department that directly reports to the Chairman and to the President. We have also established a Risk Management Department to sustain improvements to the Internal Control System and to assist in its operation.
- We have stipulated internal regulations, including regulations concerning compliance with laws and regulations, etc., to make the code of conduct clear to our officers and employees. We have established a Compliance Committee, prepared a Compliance Manual and have distributed copies of it to all levels within the Company to ensure thorough compliance with laws and regulations, etc.
- As part of our efforts to improve our system for compliance with laws and regulations, etc., we have introduced a system that provides thorough protection to reporters of information so that officers and employees who wish to report information about compliance can use secure routes to directly report to the Compliance Committee, the Corporate Auditors or Legal Advisers.

### 6-2 Systems for Retaining and Managing Information Pertaining to the Directors' Execution of their Duties

- We have stipulated document management regulations and other internal regulations covering the preservation and management of information and draft documents, etc. concerning the execution of the duties of the Board of Directors and regarding decisions that have been made at important meetings, including meetings of the Board of Directors. We have set up a system to ensure appropriate records administration.

### 6-3 Rules and Other Systems Pertaining to Risk Management for Losses

- We have set up systems to recognize and assess possible risks in relation to our business. We have prepared, managed and operate regulations, guidelines, etc. to prevent risk in the relevant departments and create mechanisms that can cope with different risks.

- We have set up a system to ensure compliance with regulations, guidelines, etc., related to risk management by officers and employees.
- We have prepared for the occurrence of unforeseen circumstances that might have serious effects on our Company, and have prepared emergency regulations to ensure a system that is capable of responding swiftly and appropriately.
- We have established regulations concerning information security management and the protection of personal information. We are ensuring comprehensive management and appropriate protection of confidential information and personal information in our business activities. In addition, through our training and awareness-raising programs, we are spreading the message throughout our Company of the importance of information security and how to ensure that it is done properly.

#### 6-4 Systems for Ensuring the Efficient Execution of Directors' Duties

- We have adopted an Executive Officer system and have clarified the responsibilities and limits of authority of executives, to enable more efficient execution of Directors' duties.
- We have established Management Committees to act as advisory bodies to the Chairman and to the President concerning important management matters. We have also set up committees to act as advisory bodies to the Chairman and to the President concerning specific management issues.
- We have established an organization system to enable officers and employees to perform their duties effectively, and we have set up systems which use IT to make management decision-making more effective.

#### 6-5 Systems for Ensuring the Appropriateness of Operations by SCSK and the Corporate Group Comprised of SCSK, its Subsidiaries and Parent Company

- Based on close collaboration with our parent company and our subsidiaries, etc., we have set out our Management Philosophy and Code of Conduct. We are sharing this management philosophy throughout our Corporate Group and are making efforts to ensure compliance with laws and regulations, etc., and with risk management.
- We have formulated basic management policies for our corporate subsidiaries, etc., from the perspectives of compliance with laws and regulations, etc., and with risk management, while respecting the autonomy of our subsidiaries, etc.
- Our internal regulations stipulate the important matters arising in the management of subsidiaries, etc. that need to be discussed in meetings with or reported to our Company.
- In addition, we have been taking care of the management of our subsidiaries, etc., through the dispatch of our Directors and Corporate Auditors.
- In our internal regulations, subsidiaries, etc., that are managed by our Company are subject to internal audits.
- We have given directions to our subsidiaries, etc. to set up their own compliance committees and to introduce the Group's common internal reporting system so that they can have the same kind of systems as we do to ensure compliance with laws and regulations, etc.

#### 6-6 Matters Regarding Personnel Assigned by Request of Corporate Auditors for Support of their Operations

- We have set up the Corporate Auditors' Department to assist the Corporate Auditors, and have appointed employees (the Corporate Auditor staff) to work in this department.

## 6-7 Matters Regarding Independence from Directors of the Personnel in the Preceding Item

- The Corporate Auditors' Department is independent from the Board of Directors, and it carries out its duties based on instructions from the Corporate Auditors.
- Corporate Auditors receive advance notice of personnel changes to and reviews of the Corporate Auditor staff. Where necessary, the Corporate Auditors may request the Chairman and the President to make changes.

## 6-8 Systems for Directors and Employees to Report to the Corporate Auditors and other Systems Pertaining to Reporting to Corporate Auditors

- The Board of Directors and the Directors request the Corporate Auditors to attend Management Committee meetings and other important meetings.
- Important documents concerning the execution of operations are circulated to the Corporate Auditors. If necessary, Directors promptly give reports and explanations to the Corporate Auditors concerning legal matters and matters that will have important effects throughout the Company.

## 6-9 Other Systems for Ensuring that Auditing will be Carried Out Effectively by the Corporate Auditors

- The Corporate Auditors hold regular meetings with key officers and employees, including the Chairman and the President to foster mutual communication.
- The Corporate Auditors communicate with the directors and corporate auditors of our subsidiaries, etc., and gather and exchange information with them to ensure these organizations run properly.
- The Corporate Auditors, through regular meetings with the Independent Auditor, gain an understanding of the activities of the Independent Auditor, exchange information, attend audit review meetings held by the Independent Auditor and witness audits of inventory, to enhance the effectiveness and improve quality of the activities of the Corporate Auditors.
- The Internal Auditing Department makes timely reports to the Corporate Auditors about internal audit plans and results. They work closely with the Corporate Auditors to ensure effective audits by the Corporate Auditors.
- Officers and employees cooperate with audit activities, based on a) the Board of Auditors' regulations set by the Board of Auditors, and b) the Corporate Auditors' audit standards, so that the Corporate Auditors can work effectively.

## 6-10 Our Basic Approach to and Current State of Preventing Anti-social Activities

- We have established a concept of not maintaining relationships with anti-social forces or groups as our basic policy to prevent us from ever having relationships with anti-social forces or groups that would threaten civic social order and safety.
- In our Compliance Manual, not maintaining relationships with anti-social forces or groups is stipulated as a specific rule relating to compliance.
- In close collaboration with our Legal Adviser and the police, we are creating an environment in which we can respond promptly to anti-social forces, and we are making efforts to understand trends relating to anti-social forces.
- Our standard Company agreements contain Articles that exclude criminal organizations. We conduct in-house training concerning the prevention of improper demands from anti-social forces, as well as other efforts to exclude anti-social forces.

(Note) There were revisions to the structure for the current fiscal year outlined above based on resolutions of the Board of Directors at its meeting on May 19, 2015 due to the Act to Amend the Companies Act (Act No. 90 of 2014) and the Ministerial Ordinance on Partial Revision of the Enforcement Regulations for the Companies Act (Ministry of Justice Ordinance No. 6 of 2015) having taken effect on May 1, 2015.

---

Values expressed in units of millions of yen have been rounded off to the nearest unit.

# Consolidated Balance Sheet

(As of March 31, 2015)

(Millions of yen)

| Assets                                        |                | Liabilities                                   |                |
|-----------------------------------------------|----------------|-----------------------------------------------|----------------|
| <b>Current assets</b>                         | <b>223,444</b> | <b>Current liabilities</b>                    | <b>160,799</b> |
| Cash and deposits                             | 25,908         | Notes and accounts payable                    | 17,769         |
| Notes and accounts receivable-trade           | 63,687         | Short-term borrowing                          | 10,000         |
| Lease receivables and lease investment assets | 443            | Current portion of bonds                      | 5,000          |
| Securities                                    | 900            | Current portion of long-term loans payable    | 10,000         |
| Operational investment securities             | 18,957         | Lease obligations                             | 1,086          |
| Merchandise and finished products             | 4,528          | Income taxes payable                          | 2,212          |
| Work in progress                              | 522            | Provision for bonuses                         | 6,585          |
| Raw materials and supplies                    | 25             | Provision for directors' bonuses              | 133            |
| Deferred tax assets                           | 9,563          | Provision for loss on construction contracts  | 27             |
| Deposits paid                                 | 61,798         | Deposits received on prepaid cards            | 77,204         |
| Guarantee deposits                            | 24,788         | Other                                         | 30,779         |
| Other                                         | 12,353         |                                               |                |
| Allowance for doubtful accounts               | (32)           |                                               |                |
| <b>Noncurrent assets</b>                      | <b>110,845</b> | <b>Fixed liabilities</b>                      | <b>34,954</b>  |
| <b>Property, plant and equipment</b>          | <b>64,175</b>  | Bonds payable                                 | 15,000         |
| Buildings and structures                      | 23,720         | Long-term borrowings                          | 15,000         |
| Tools, furniture and fixtures                 | 6,342          | Lease obligations                             | 1,694          |
| Land                                          | 20,681         | Liabilities related to retirement benefits    | 209            |
| Lease assets                                  | 1,551          | Provision for directors' retirement benefits  | 24             |
| Construction in progress                      | 11,874         | Asset retirement obligations                  | 1,538          |
| Other                                         | 5              | Long-term lease guarantee deposits            | 524            |
|                                               |                | Other                                         | 962            |
|                                               |                | <b>Total Liabilities</b>                      | <b>195,753</b> |
| <b>Intangible fixed assets</b>                | <b>7,963</b>   | <b>Net Assets</b>                             |                |
| Goodwill                                      | 169            | <b>Shareholder' equity</b>                    | <b>126,907</b> |
| Other                                         | 7,793          | <b>Capital stock</b>                          | <b>21,152</b>  |
|                                               |                | <b>Capital surplus</b>                        | <b>3,054</b>   |
| <b>Investment and other assets</b>            | <b>38,706</b>  | <b>Retained earnings</b>                      | <b>111,171</b> |
| Investment securities                         | 9,675          | <b>Treasury stock</b>                         | <b>(8,471)</b> |
| Long-term prepaid expenses                    | 939            | <b>Accumulated other comprehensive income</b> | <b>5,550</b>   |
| Assets related to retirement benefits         | 2,305          | Valuation differences                         | 2,520          |

|                                 |                |                                           |                |
|---------------------------------|----------------|-------------------------------------------|----------------|
| Lease and guarantee deposits    | 7,651          | Deferred gains or losses on hedges        | (16)           |
| Deferred tax assets             | 17,062         | Foreign currency translation adjustment   | 361            |
| Other                           | 1,340          | Remeasurements of defined benefit plans   | 2,684          |
| Allowance for doubtful accounts | (268)          | <b>Subscription rights to shares</b>      | <b>106</b>     |
|                                 |                | <b>Minority interests</b>                 | <b>5,971</b>   |
|                                 |                | <b>Total Net Assets</b>                   | <b>138,536</b> |
| <b>Total Assets</b>             | <b>334,290</b> | <b>Total Liabilities &amp; Net Assets</b> | <b>334,290</b> |

## Consolidated Statement of Income

(From April 1, 2014 to March 31, 2015)

(Millions of yen)

| Subject                                           | Amount        |
|---------------------------------------------------|---------------|
| Net sales                                         | 297,633       |
| Cost of sales                                     | 225,163       |
| <b>Gross profit</b>                               | <b>72,469</b> |
| Selling, general and administrative expenses      | 44,466        |
| <b>Operating income</b>                           | <b>28,003</b> |
| Non-operating income                              | 3,449         |
| Interest income                                   | 97            |
| Dividend income                                   | 48            |
| Equity in earnings of affiliates                  | 472           |
| Gains on sales of investment securities           | 1,043         |
| Hoard profit of prepaid cards                     | 1,394         |
| Other                                             | 392           |
| Non-operating expenses                            | 784           |
| Interest paid                                     | 221           |
| Retirement benefit expenses                       | 260           |
| Gains on sales of investment securities           | 39            |
| Other                                             | 262           |
| <b>Ordinary income</b>                            | <b>30,667</b> |
| Extraordinary income                              | 456           |
| Gain on sale of noncurrent assets                 | 2             |
| Gain on sales of investment securities            | 451           |
| Gain on reversal of subscription rights to shares | 3             |
| Extraordinary loss                                | <b>4,653</b>  |
| Loss on retirement of noncurrent assets           | 364           |
| Loss on sale of noncurrent assets                 | 0             |
| Loss on valuation of investment securities        | 1             |
| Office transfer related expenses                  | 2,595         |
| Loss on litigation settlement                     | 409           |
| Compensation expenses                             | 1,111         |
| Cancellation penalty                              | 170           |
| <b>Pretax profit of the current term</b>          | <b>26,471</b> |
| Income taxes - current                            | 2,944         |
| Income taxes - deferred                           | 7,439         |
| <b>Income before minority interests</b>           | <b>16,087</b> |
| Minority interests in gain                        | 448           |
| <b>Net income</b>                                 | <b>15,638</b> |

## Consolidated Statement of Changes in Shareholders' Equity

(From April 1, 2014 to March 31, 2015)

(Millions of yen)

|                                                                                       | Shareholders' equity |                 |                   |                |                            |
|---------------------------------------------------------------------------------------|----------------------|-----------------|-------------------|----------------|----------------------------|
|                                                                                       | Capital stock        | Capital surplus | Retained earnings | Treasury stock | Total shareholders' equity |
| <b>Balance on April 1, 2014</b>                                                       | <b>21,152</b>        | <b>3,061</b>    | <b>101,176</b>    | <b>(8,510)</b> | <b>116,880</b>             |
| <b>Cumulative effect of changes in accounting policy</b>                              |                      |                 | <b>(964)</b>      |                | <b>(964)</b>               |
| <b>Restated balance reflecting changes in accounting policy</b>                       | <b>21,152</b>        | <b>3,061</b>    | <b>100,212</b>    | <b>(8,510)</b> | <b>115,916</b>             |
| <b>Changes during the consolidated period</b>                                         |                      |                 |                   |                |                            |
| Dividends of surplus                                                                  |                      |                 | (4,679)           |                | (4,679)                    |
| Net income                                                                            |                      |                 | 15,638            |                | 15,638                     |
| Purchase of treasury stock                                                            |                      |                 |                   | (21)           | (21)                       |
| Disposal of treasury stock                                                            |                      | (7)             |                   | 53             | 46                         |
| Change in equity in affiliates accounted for by equity method-treasure stock          |                      |                 |                   | 6              | 6                          |
| Changes during the consolidated period of items other than shareholders' equity (net) |                      |                 |                   |                |                            |
| <b>Change during the consolidated period</b>                                          | <b>-</b>             | <b>(7)</b>      | <b>(10,958)</b>   | <b>39</b>      | <b>10,990</b>              |
| <b>Balance on March 31, 2015</b>                                                      | <b>21,152</b>        | <b>3,054</b>    | <b>111,171</b>    | <b>(8,471)</b> | <b>126,907</b>             |

(Millions of yen)

|                                                                                       | Accumulated other comprehensive income     |                                    |                                         |                                         |                                                       | Subscription rights to shares | Minority interests | Total net assets |
|---------------------------------------------------------------------------------------|--------------------------------------------|------------------------------------|-----------------------------------------|-----------------------------------------|-------------------------------------------------------|-------------------------------|--------------------|------------------|
|                                                                                       | Variation difference on available-for-sale | Deferred gains or losses on hedges | Foreign currency translation adjustment | Remeasurements of defined benefit plans | Valuation difference on available-for-sale securities |                               |                    |                  |
| <b>Balance on April 1, 2014</b>                                                       | <b>1,129</b>                               | <b>(0)</b>                         | <b>(57)</b>                             | <b>2,537</b>                            | <b>3,608</b>                                          | <b>135</b>                    | <b>5,535</b>       | <b>126,159</b>   |
| <b>Cumulative effect of changes in accounting policy</b>                              |                                            |                                    |                                         |                                         |                                                       |                               |                    | <b>(964)</b>     |
| <b>Restated balance reflecting changes in accounting policy</b>                       | <b>1,129</b>                               | <b>(0)</b>                         | <b>(57)</b>                             | <b>2,537</b>                            | <b>3,608</b>                                          | <b>135</b>                    | <b>5,535</b>       | <b>125,196</b>   |
| <b>Changes during the consolidated period</b>                                         |                                            |                                    |                                         |                                         |                                                       |                               |                    |                  |
| Dividend surplus                                                                      |                                            |                                    |                                         |                                         |                                                       |                               |                    | (4,679)          |
| Net income                                                                            |                                            |                                    |                                         |                                         |                                                       |                               |                    | 15,638           |
| Purchase of treasury stock                                                            |                                            |                                    |                                         |                                         |                                                       |                               |                    | (21)             |
| Disposal of treasury stock                                                            |                                            |                                    |                                         |                                         |                                                       |                               |                    | 46               |
| Change in equity in affiliates accounted for by equity method-treasure stock          |                                            |                                    |                                         |                                         |                                                       |                               |                    | 6                |
| Changes during the consolidated period of items other than shareholders' equity (net) | 1,390                                      | (15)                               | 419                                     | 147                                     | 1,942                                                 | (28)                          | 435                | 2,349            |
| <b>Change during the consolidated period</b>                                          | <b>1,390</b>                               | <b>(15)</b>                        | <b>419</b>                              | <b>147</b>                              | <b>1,942</b>                                          | <b>(28)</b>                   | <b>435</b>         | <b>13,340</b>    |
| <b>Balance on March 31, 2015</b>                                                      | <b>2,520</b>                               | <b>(16)</b>                        | <b>361</b>                              | <b>2,684</b>                            | <b>5,550</b>                                          | <b>106</b>                    | <b>5,971</b>       | <b>138,536</b>   |

Values expressed in units of millions of yen have been rounded off to the nearest unit.



# Non-consolidated Balance Sheet

(As of March 31, 2015)

(Millions of yen)

| Assets                                                       |                | Liabilities                                  |                |
|--------------------------------------------------------------|----------------|----------------------------------------------|----------------|
| <b>Current assets</b>                                        | <b>148,508</b> | <b>Current liabilities</b>                   | <b>123,506</b> |
| Cash and deposits                                            | 12,569         | Accounts payable-trade                       | 15,593         |
| Notes                                                        | 340            | Short-term borrowing                         | 10,000         |
| Accounts receivable                                          | 52,245         | Current portion of bonds                     | 5,000          |
| Lease investment assets                                      | 442            | Current portion of long-term loans payable   | 10,000         |
| Merchandise and finished products                            | 3,763          | Lease obligations                            | 1,043          |
| Work in progress                                             | 216            | Accounts payable                             | 8,230          |
| Raw materials and supplies                                   | 17             | Expenses payable                             | 2,332          |
| Advance payments                                             | 139            | Income taxes payable                         | 1,185          |
| Prepaid expenses                                             | 6,140          | Consumption taxes payable                    | 2,929          |
| Deferred tax assets                                          | 8,256          | Advances received                            | 7,107          |
| Deposits paid                                                | 61,000         | Deposits received                            | 55,335         |
| Short-term loans receivable from subsidiaries and affiliates | 310            | Provision for bonuses                        | 4,472          |
| Other                                                        | 3,078          | Provision for directors' bonuses             | 119            |
| Allowance for doubtful accounts                              | (10)           | Provision for loss on construction contracts | 14             |
|                                                              |                | Asset retirement obligations (short term)    | 114            |
|                                                              |                | Other                                        | 28             |
| <b>Noncurrent assets</b>                                     | <b>131,693</b> | <b>Noncurrent liabilities</b>                | <b>36,324</b>  |
| <b>Property, plant and equipment</b>                         | <b>62,681</b>  | Bonds payable                                | 15,000         |
| Buildings                                                    | 22,905         | Long-term borrowings                         | 15,000         |
| Structures                                                   | 173            | Long-term accounts payable                   | 882            |
| Motor vehicles and transport equipment                       | 0              | Lease obligation (noncurrent)                | 1,633          |
| Tools, furniture and fixtures                                | 5,853          | Provision for retirement benefits            | 1,069          |
| Land                                                         | 20,681         | Provision for directors' retirement benefits | 11             |
| Lease assets (tangible)                                      | 1,411          | Asset retirement obligations                 | 1,334          |
| Construction in progress                                     | 11,656         | Long-term lease guarantee deposits           | 1,393          |
|                                                              |                | <b>Total Liabilities</b>                     | <b>159,831</b> |
| <b>Intangible fixed assets</b>                               | <b>7,138</b>   | <b>Net Assets</b>                            |                |
| Goodwill                                                     | 31             | <b>Shareholder' equity</b>                   | <b>118,012</b> |
| Software                                                     | 6,827          | <b>Capital stock</b>                         | <b>21,152</b>  |
| Lease assets                                                 | 145            | <b>Capital surplus</b>                       | <b>1,299</b>   |
| Telephone subscription rights                                | 117            | Capital reserve                              | 1,299          |
| Utility/facility use rights                                  | 15             | <b>Retained earnings</b>                     | <b>103,595</b> |

|                                                            |                |                                                              |                |
|------------------------------------------------------------|----------------|--------------------------------------------------------------|----------------|
| Trademark rights                                           | 1              | Legal retained earnings                                      | 1,710          |
|                                                            |                | Other retained earnings                                      | 101,885        |
| <b>Investment and other assets</b>                         | <b>61,873</b>  | General reserve                                              | 23,310         |
| Investment securities                                      | 4,493          | Retained earnings brought forward                            | 78,575         |
| Shares of subsidiaries and affiliates                      | 30,800         | <b>Treasury stock</b>                                        | <b>(8,036)</b> |
| Other negotiable securities of subsidiaries and affiliates | 1,064          | <b>Valuation and translation adjustments</b>                 | <b>2,252</b>   |
| Long-term loans receivable                                 | 14             | <b>Valuation difference on available-for-sale securities</b> | <b>2,268</b>   |
| Long-term loans receivable from employees                  | 86             | <b>Deferred gains or losses on hedges</b>                    | <b>(16)</b>    |
| Claims provable in bankruptcy rehabilitation               | 213            | <b>Subscription rights to shares</b>                         | <b>106</b>     |
| Long-term prepaid expenses                                 | 934            |                                                              |                |
| Lease and guarantee deposits                               | 6,819          |                                                              |                |
| Deferred tax assets (noncurrent)                           | 16,741         |                                                              |                |
| Membership rights                                          | 208            |                                                              |                |
| Lease investment assets (noncurrent)                       | 737            |                                                              |                |
| Other (noncurrent)                                         | 27             |                                                              |                |
| Allowance for doubtful accounts (noncurrent)               | (268)          | <b>Total Net Assets</b>                                      | <b>120,371</b> |
| <b>Total Assets</b>                                        | <b>280,202</b> | <b>Total Liabilities &amp; Net Assets</b>                    | <b>280,202</b> |

## Non-consolidated Statement of Income

(From April 1, 2014 to March 31, 2015)

(Millions of yen)

| Subject                                           | Amount        |
|---------------------------------------------------|---------------|
| Sales                                             | 235,929       |
| Cost of sales                                     | 179,518       |
| <b>Gross profit</b>                               | <b>56,410</b> |
| Selling, general and administrative expenses      | 34,054        |
| <b>Operating income</b>                           | <b>22,356</b> |
| Non-operating income                              | 2,053         |
| Interest income                                   | 179           |
| Dividend income                                   | 467           |
| Gain on investments in partnership                | 1,012         |
| Other                                             | 394           |
| Non-operating expenses                            | 697           |
| Interest paid on loans                            | 271           |
| Interest paid on bonds                            | 80            |
| Retirement benefit expenses                       | 260           |
| Other                                             | 85            |
| <b>Ordinary income</b>                            | <b>23,711</b> |
| Extraordinary income                              | 456           |
| Gain on sale of noncurrent assets                 | 2             |
| Gain on sales of investment securities            | 451           |
| Gain on reversal of subscription rights to shares | 3             |
| Extraordinary loss                                | 4,609         |
| Loss on retirement of noncurrent assets           | 320           |
| Loss on sale of noncurrent assets                 | 0             |
| Loss on valuation of investment securities        | 1             |
| Office transfer related expenses                  | 2,595         |
| Loss on litigation settlement                     | 409           |
| Compensation expenses                             | 1,111         |
| Cancellation penalty                              | 170           |
| <b>Income before income taxes</b>                 | <b>19,559</b> |
| Income taxes - current                            | 30            |
| Income taxes - deferred                           | 7,108         |
| <b>Net income</b>                                 | <b>12,420</b> |

## Statement of Changes in Shareholders' Equity

(From April 1, 2014 to March 31, 2015)

(Millions of yen)

| Shareholders' equity                                                     |               |                 |                 |                         |                         |                                   |                |                            |                         |
|--------------------------------------------------------------------------|---------------|-----------------|-----------------|-------------------------|-------------------------|-----------------------------------|----------------|----------------------------|-------------------------|
|                                                                          | Capital stock | Capital surplus |                 | Retained earnings       |                         |                                   | Treasury stock | Total Shareholders' equity |                         |
|                                                                          |               | Capital stock   | Capital surplus | Legal retained earnings | Other retained earnings |                                   |                |                            | Total retained earnings |
|                                                                          |               |                 |                 |                         | General reserve         | Retained earnings brought forward |                |                            |                         |
| <b>Balance on April 1, 2014</b>                                          | 21,152        | 1,299           | 1,299           | 1,242                   | 23,310                  | 72,239                            | 96,791         | (8,068)                    | 111,175                 |
| <b>Cumulative effect of changes in accounting policy</b>                 |               |                 |                 |                         |                         | (929)                             | (929)          |                            | (929)                   |
| <b>Restated balance reflecting changes in accounting policy</b>          | 21,152        | 1,299           | 1,299           | 1,242                   | 23,310                  | 71,310                            | 95,862         | (8,068)                    | 110,246                 |
| <b>Changes during the consolidated period</b>                            |               |                 |                 |                         |                         |                                   |                |                            |                         |
| Dividends of surplus                                                     |               |                 |                 |                         |                         | (4,679)                           | (4,679)        |                            | (4,679)                 |
| Net income                                                               |               |                 |                 |                         |                         | 12,420                            | 12,420         |                            | 12,420                  |
| Purchase of treasury stock                                               |               |                 |                 |                         |                         |                                   |                | (21)                       | (21)                    |
| Disposal of treasury stock                                               |               |                 |                 |                         |                         | (7)                               | (7)            | 53                         | 46                      |
| Legal retained earnings                                                  |               |                 |                 | 467                     |                         | (467)                             | -              |                            | -                       |
| Changes during the period of items other than shareholders' equity (net) |               |                 |                 |                         |                         |                                   |                |                            |                         |
| <b>Total change during the period</b>                                    | -             | -               | -               | 467                     | -                       | 7,265                             | 7,733          | 32                         | 7,765                   |
| <b>Balance on March 31, 2015</b>                                         | 21,152        | 1,299           | 1,299           | 1,710                   | 23,310                  | 78,575                            | 103,595        | (8,036)                    | 118,012                 |

(Millions of yen)

|                                                                                       | Variation and translation adjustments                 |                                    |                                             | Subscription rights to shares | Total net assets |
|---------------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------|---------------------------------------------|-------------------------------|------------------|
|                                                                                       | Variation difference on available-for-sale securities | Deferred gains or losses on hedges | Total valuation and translation adjustments |                               |                  |
| <b>Balance on April 1, 2014</b>                                                       | 867                                                   | (0)                                | 866                                         | 135                           | 112,177          |
| <b>Cumulative effect of changes in accounting policy</b>                              |                                                       |                                    |                                             |                               | (929)            |
| <b>Restated balance reflecting changes in accounting policy</b>                       | 867                                                   | (0)                                | 866                                         | 135                           | 111,248          |
| <b>Changes during the consolidated period</b>                                         |                                                       |                                    |                                             |                               |                  |
| Dividend surplus                                                                      |                                                       |                                    |                                             |                               | (4,679)          |
| Net income                                                                            |                                                       |                                    |                                             |                               | 12,420           |
| Purchase of treasury stock                                                            |                                                       |                                    |                                             |                               | (21)             |
| Disposal of treasury stock                                                            |                                                       |                                    |                                             |                               | 46               |
| Legal retained earnings                                                               |                                                       |                                    |                                             |                               | -                |
| Changes during the consolidated period of items other than shareholders' equity (net) | 1,401                                                 | (15)                               | 1,385                                       | (28)                          | 1,357            |
| <b>Total change during the consolidated period</b>                                    | 1,401                                                 | (15)                               | 1,385                                       | (28)                          | 9,122            |
| <b>Balance on March 31, 2015</b>                                                      | 2,268                                                 | (16)                               | 2,252                                       | 106                           | 120,371          |

Values expressed in units of millions of yen have been rounded off to the nearest unit.

# Independent Auditor's Report

May 14, 2015

The Board of Directors  
SCSK Corporation

KPMG AZSA LLC

Toshiya Mori (Seal)  
Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant

Tomoyasu Sugizaki (Seal)  
Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant

Hideki Yoneyama (Seal)  
Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant

We have audited the consolidated financial statements, comprising the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in shareholders' equity and notes to the consolidated financial statements of SCSK Corporation for the fiscal year from April 1, 2014 to March 31, 2015 in accordance with Article 444, Section 4 of the Companies Act.

## Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with corporate accounting standards generally accepted to be fair and appropriate in Japan, and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit as the Independent Auditor. We conducted our audit in accordance with auditing standards generally accepted to be fair and appropriate in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected are based on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making these risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate for the circumstances, although the objective of the consolidated financial statement audit is not for the purpose of expressing an opinion

on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is appropriate and sufficient to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the consolidated financial statements referred to above, which were prepared in accordance with corporate accounting standards generally accepted to be fair and appropriate in Japan, present fairly, in all material aspects, the financial position and the results of operations of SCSK Corporation and its consolidated subsidiaries for the period for which the consolidated financial statements were prepared.

### **Relationships of Interest**

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law of Japan.

# Independent Auditor's Report

May 14, 2015

The Board of Directors  
SCSK Corporation

KPMG AZSA LLC

Toshiya Mori (Seal)  
Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant

Tomoyasu Sugizaki (Seal)  
Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant

Hideki Yoneyama (Seal)  
Designated Limited Liability Partner  
Engagement Partner  
Certified Public Accountant

We have audited the non-consolidated financial statements, comprising the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in shareholders' equity and the related notes, and the supplementary schedules of SCSK Corporation for the fiscal year from April 1, 2014 to March 31, 2015 in accordance with Article 436, Section 2, Paragraph 1 of the Companies Act.

## Management's Responsibility for the Non-consolidated Financial Statements and Others

Management is responsible for the preparation and fair presentation of these non-consolidated financial statements and supplementary schedules in accordance with corporate accounting standards generally accepted to be fair and appropriate in Japan, and for such internal control as Management determines is necessary to enable the preparation of non-consolidated financial statements and supplementary schedules that are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on the non-consolidated financial statements and the supplementary schedules based on our audit as the Independent Auditor. We conducted our audit in accordance with auditing standards generally accepted to be fair and appropriate in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the non-consolidated financial statements and the supplementary schedules are free from material misstatement.

An audit involves performing procedures to obtain evidence about the amounts and disclosures in the non-consolidated financial statements and the supplementary schedules. The procedures selected are based on our judgment, including the assessment of the risks of material misstatement of the non-consolidated financial statements and supplementary schedules, whether due to fraud or error. In making these risk assessments, we

consider internal control relevant to the entity's preparation and fair presentation of the non-consolidated financial statements and supplementary schedules in order to design audit procedures that are appropriate for the circumstances, although the objective of the non-consolidated financial statement audit is not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements and the supplementary schedules.

We believe that the audit evidence we have obtained is appropriate and sufficient to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the non-consolidated financial statements and supplementary schedules referred to above present fairly, in all material aspects, the financial position and the results of operations of SCSK Corporation for the period for which the non-consolidated financial statements and supplementary schedules were prepared, in accordance with corporate accounting standards generally accepted to be fair and appropriate in Japan.

### **Relationships of Interest**

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law of Japan.



## Audit Report

The Board of Corporate Auditors, based on audit reports prepared by each Corporate Auditor related to the execution of duties of Directors during the 47th fiscal year from April 1, 2014 to March 31, 2015, hereby reports its audit results, after examination and discussion, as follows:

### 1. Audit methods used by the individual Corporate Auditors and by the Board of Corporate Auditors, and their details

We, the Board of Corporate Auditors, established auditing policies, auditing plans and role sharing for the fiscal year and received audit reports from each Corporate Auditor on the execution of his auditing activities and the result thereof. In addition, we received reports on the execution of duties from Directors and others and from the Independent Auditor, and, when necessary, requested their explanations regarding such reports.

In accordance with the auditing standards for Corporate Auditors set by the Board of Corporate Auditors, each Corporate Auditor communicated with Directors, the Internal Auditing Department and employees, and endeavored to gather information and create an environment conducive to auditing, according to the auditing policies, auditing plans and role sharing for the fiscal year. We also attended the meetings of the Board of Directors and other important meetings, received reports from Directors and employees of the Company on business execution, and, when necessary, requested their explanations regarding those reports. We inspected documents related to important decisions and examined operations and assets at the Company's head office and major operational establishments. In addition, on the details of the Board of Directors' resolutions regarding the development of systems necessary to ensure that the execution of duties by Directors complies with laws and regulations, the Articles of Incorporation, and other systems prescribed by Article 100, Paragraphs 1 and 3 of the Enforcement Regulations promulgated under the Companies Act as systems necessary to ensure the appropriateness of operations of the Company, which is stated in the business report, and the systems that are established in accordance with such resolutions (the "Internal Control System"), we received regular reports from Directors, employees, etc. regarding the status of development and implementation of the Internal Control System, asked them for explanations as necessary, and stated our opinions. As for internal controls over financial reporting, we received reports from the Directors, etc., and from KPMG AZSA LLC regarding the evaluation and status of audits on such internal controls and asked them for explanations as necessary. As for SCSK's subsidiaries, we communicated with their directors corporate auditors, etc. We visited subsidiaries and received business reports as necessary. By the methods set forth above, we inspected the Business Report and its supplementary schedules for the financial year ended March 31, 2015.

Furthermore, we monitored and followed up on whether the Independent Auditor had retained its independent position and had conducted its audit in an adequate manner, received reports from the Independent Auditor regarding the execution of its duties, and asked the Accounting Auditor for explanations as necessary. In addition, we received notice from the Independent Auditor that a "System to Ensure the Execution of Duties is Conducted in an Appropriate Manner (the matters set forth in each clause of the Article 131 of the Enforcement Regulations Regarding Accounting promulgated under the Companies Act)" has been established under the "Quality Control Standard Regarding Audit (by the Business Accounting Council, October 28, 2005)," and asked the Independent Auditor for explanations as necessary. By the methods set forth above, we inspected this financial year's non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in shareholders' equity, and notes to the non-consolidated financial statements) and their supporting schedules; and the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in shareholders' equity and notes to the consolidated financial statements).

### 2. Results of our Audit

(1) Results of the audit of the business report, etc.

(a) The business report and the supplementary schedules thereto fairly present the condition of the Company in accordance with Japanese laws and regulations and the Articles of Incorporation of the Company.

(b) There has been neither unfair conduct nor any material violation of Japanese law or regulations or the Company's Articles of Incorporation in connection with the execution of duties of the Directors.

(c) The content of the resolution by the Board of Directors regarding internal control systems is due and proper.

Furthermore, nothing has arisen that requires comment with respect to the Directors' execution of internal control systems.

(2) Results of the audit of the non-consolidated financial statements and supplementary schedules

We consider the methods and results of the audit by the Independent Auditor, KPMG AZSA LLC to be due and proper.

(3) Results of the audit of the consolidated financial statements

We consider the methods and results of the audit by the Independent Auditor, KPMG AZSA LLC to be due and proper.

May 15, 2015

The Board of Corporate Auditors  
SCSK Corporation

Yoshiharu Takano (Seal)  
Standing Auditor (full-time)

Yasuaki Matsuda (Seal)  
Corporate Auditor (full-time)

Hideo Ogawa (Seal)  
Corporate Auditor

Shigeki Yasunami (Seal)  
Corporate Auditor

(Note)

Auditors Yoshiharu Takano, Hideo Ogawa and Shigeki Yasunami are Outside Corporate Auditors stipulated by Article 2, Paragraph 16 and Article 335, Paragraph 3 of the Companies Act, and by Supplementary Provisions Article 4 of the Act for Partial Revision of the Companies Act (Act No. 90 of 2014).

## Reference Documents for the General Meeting of Shareholders

### Propositions to be Voted Upon and References Relating Thereto

#### Proposition No. 1: Amendment to the Articles of Incorporation

##### 1. Reason for the proposition

To accommodate the Act for Partial Revision of the Companies Act (Act No. 90 of 2014) which came into effect on May 1, 2015, changing the range of corporate officers who can conclude liability limitation contracts, in order to secure talented personnel as directors we have made changes to the current Articles of Incorporation, specifically Article 28 (Exemption of Directors from liability), Paragraph 2 to enable directors (excluding executive directors) including outside directors, to conclude liability limitation contracts, and in order to secure talented personnel as auditors we have made changes to Article 37 (Exemption of Corporate Auditors from liability), Paragraph 2 to enable auditors including outside auditors, to conclude liability limitation contracts.

The submission of this proposition to amend Article 28, Paragraph 2 of the Articles of Incorporation has been approved by all Corporate Auditors.

##### 2. Details of the changes

(Changes are underlined)

| Current Articles of Incorporation                                                                                                                                                                                                                                                                | Proposed changes                                                                                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Article 28 (Exemption of Directors from liability)</p> <p>1. (Omitted)</p> <p>2. The Company may conclude agreements with <u>Outside Directors</u> to limit the liability of <u>Outside Directors</u> to the extent of the provisions of laws and regulations.</p>                            | <p>Article 28 (Exemption of Directors from liability)</p> <p>1. (No change)</p> <p>2. The Company may conclude agreements with <u>Directors (excluding Executive Directors, etc.)</u> to limit the liability of <u>those Directors</u> to the extent of the provisions of laws and regulations.</p> |
| <p>Article 37 (Exemption of Corporate Auditors from liability)</p> <p>1. (Omitted)</p> <p>2. The Company may conclude agreements with <u>Outside Corporate Auditors</u> to limit the liability of <u>Outside Corporate Auditors</u> to the extent of the provisions of laws and regulations.</p> | <p>Article 37 (Exemption of Corporate Auditors from liability)</p> <p>1. (No change)</p> <p>2. The Company may conclude agreements with <u>Corporate Auditors</u> to limit the liability of <u>Corporate Auditors</u> to the extent of the provisions of laws and regulations.</p>                  |

#### Proposition No. 2: Election of Eighteen (18) Directors

The term of office of each of the sixteen (16) current Directors is due to expire at the close of this General Meeting. To strengthen and enhance our system of management, and to ensure the transparency of management as well as better corporate governance, we will add a further two Directors (of which one will be an Outside Director). Accordingly, we hereby request that 18 Directors be elected.

Candidates for the positions of Directors are as follows.

| Candidate No. | Name<br>(Date of birth)                      | Resume, current position<br>and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Number<br>of<br>Company<br>shares<br>owned |
|---------------|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 1             | Nobuhide<br>Nakaido<br>(November 1,<br>1946) | <p>Apr. 1971 Joined Sumitomo Corporation</p> <p>Apr. 1998 Corporate Officer of Sumitomo Corporation</p> <p>Jun. 1998 Director of Sumitomo Corporation</p> <p>Jun. 1999 Concurrent position as Director of Sumisho Electronics Co., Ltd.</p> <p>Jun. 2000 Concurrent position as Director of Sumisho Computer Systems Corporation</p> <p>Apr. 2002 Representative Director of Sumitomo Corporation, Managing Director</p> <p>Apr. 2003 Representative Director of Sumitomo Corporation, Managing Executive Officer</p> <p>Apr. 2004 Representative Director of Sumitomo Corporation, Senior Managing Executive Officer</p> <p>Apr. 2005 Representative Director of Sumitomo Corporation, Executive Vice President</p> <p>Apr. 2009 Representative Director of Sumitomo Corporation, Assistant to Chief Operating Officer<br/>Concurrent position as Sumisho Computer Systems Corporation Advisor</p> <p>Jun. 2009 Chairman and President of Sumisho Computer Systems Corporation<br/>Chief Operating Officer</p> <p>Oct. 2011 President of SCSK<br/>Chief Operating Officer</p> <p>Jun. 2013 Chairman &amp; CEO of SCSK</p> <p>Mar. 2015 Chairman &amp; CEO of SCSK<br/>Chief executive responsible for promotion of health and productivity management</p> <p>Apr. 2015 Chairman of SCSK (present)<br/>Chief executive responsible for promotion of health and productivity management (present)</p> | 10,200                                     |
| 2             | Yoshio Osawa<br>(January 22,<br>1952)        | <p>Apr. 1975 Joined Sumitomo Corporation</p> <p>Jun. 2002 Concurrent position as Director of Sumisho Electronics Co., Ltd.</p> <p>Apr. 2003 Corporate Officer of Sumitomo Corporation</p> <p>Jun. 2003 Concurrent position as Director of Sumisho Computer Systems Corporation</p> <p>Apr. 2005 Corporate Officer of Sumitomo Corporation</p> <p>Apr. 2008 Managing Executive Officer of Sumitomo Corporation</p> <p>Jun. 2008 Representative Director of Sumitomo Corporation, Managing Executive Officer<br/>General Manager, Media, Network &amp; Lifestyle Retail Business Unit</p> <p>Apr. 2011 Representative Director of Sumitomo Corporation, Senior Managing Executive Officer<br/>General Manager, Media, Network &amp; Lifestyle Retail Business Unit</p> <p>Apr. 2013 Representative Director of Sumitomo Corporation, Assistant to Chief Operating Officer<br/>Concurrent position as SCSK Advisor</p> <p>Jun. 2013 President and COO of SCSK</p> <p>Apr. 2015 President of SCSK (present)</p>                                                                                                                                                                                                                                                                                                                                                                                          | 3,100                                      |

| Candidate No. | Name (Date of birth)              | Resume, current position and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of Company shares owned |
|---------------|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 3             | Hiroaki Kamata (July 23, 1950)    | <p>Apr. 1974 Joined Sumisho Computer Service Corporation</p> <p>Apr. 2005 Executive Officer of Sumisho Computer Systems Corporation</p> <p>Apr. 2006 Managing Executive Officer of Sumisho Computer Systems Corporation</p> <p>Jun. 2006 Representative Director of Sumisho Computer Systems Corporation, Managing Executive Officer</p> <p>Apr. 2009 Concurrent position as Representative President of SCS Solutions Inc</p> <p>Apr. 2010 Director of Sumisho Computer Systems Corporation, Senior Managing Executive Officer</p> <p>Apr. 2014 Director of SCSK, Executive Vice President</p> <p>Apr. 2015 Director of SCSK (present)<br/>Executive Vice President (present)<br/>General Manager of Development (Manufacturing Systems Business, Telecommunication Systems Business, Distribution System Business, Financial Business System) (present)<br/>General Manager (R&amp;D Center) (present)<br/>General Manager, Telecommunication Systems Business Group (present)</p> | 4,200                          |
| 4             | Shigeo Kurimoto (January 2, 1951) | <p>Apr. 1973 Joined Sumitomo Corporation</p> <p>May 2004 Corporate Officer of Sumisho Computer Systems Corporation</p> <p>Apr. 2005 Executive Officer of Sumisho Computer Systems Corporation</p> <p>Apr. 2007 Managing Executive Officer of Sumisho Computer Systems Corporation</p> <p>Jun. 2007 Director of Sumisho Computer Systems Corporation, Managing Executive Officer</p> <p>Apr. 2010 Director of Sumisho Computer Systems Corporation, Senior Managing Executive Officer</p> <p>Apr. 2014 Director of SCSK, Executive Vice President</p> <p>Apr. 2015 Director of SCSK (present)<br/>Executive Vice President (present)<br/>General Manager of Functions (Business Solutions, Business Services, IT Platform Solutions, IT Management) (present)<br/>General Manager, IT Platform Solutions Group (present)<br/>General Manager of Big Data Strategy Promotion (present)</p>                                                                                             | 6,800                          |

| Candidate No. | Name (Date of birth)               | Resume, current position and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number of Company shares owned |
|---------------|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 5             | Masahiko Suzuki (May 25, 1954)     | <p>Apr. 1981 Joined Computer Services Corporation</p> <p>Jun. 2000 Director of CSK Corporation</p> <p>Jun. 2002 Managing Director of CSK Corporation</p> <p>Jun. 2003 Managing Executive Officer of CSK Corporation</p> <p>Oct. 2005 Managing Executive Officer of CSK Systems Corporation</p> <p>Apr. 2007 Director and Vice President of CSK Systems Corporation</p> <p>Apr. 2008 Representative Director and President of CSK Systems Chubu Corporation</p> <p>Sept. 2009 Executive Officer of CSK Holdings Corporation</p> <p>Apr. 2010 Director of CSK Systems Corporation, Executive Vice President</p> <p>Oct. 2010 Senior Managing Executive Officer of CSK Corporation</p> <p>Oct. 2011 Director of SCSK, Senior Managing Executive Officer</p> <p>Apr. 2015 Director of SCSK (present)</p> <p>Senior Managing Executive Officer (present)</p> <p>General Manager, Business Solutions Group (present)</p> <p>In charge of Automotive Systems Business Division, Manufacturing Systems Business Group (present)</p> <p>General Manager of Chubu Branch (present)</p> | 2,372                          |
| 6             | Hisakazu Suzuki (October 26, 1954) | <p>Apr. 1977 Joined Sumitomo Corporation</p> <p>Apr. 2008 Corporate Officer of Sumitomo Corporation</p> <p>Aug. 2008 Corporate Officer of Sumitomo Corporation</p> <p>General Manager, Corporate Communications Department, Corporate Planning &amp; Coordination Group</p> <p>Apr. 2011 Managing Executive Officer of Sumisho Computer Systems Corporation</p> <p>Apr. 2012 Senior Managing Executive Officer of SCSK</p> <p>Jun. 2012 Representative Director of SCSK, Senior Managing Executive Officer</p> <p>Apr. 2015 Representative Director of SCSK (present)</p> <p>Senior Managing Executive Officer (present)</p> <p>General Manager (Legal, General Affairs, Corporate Communications &amp; CSR, IR, Finance &amp; Risk Management, Internal Auditing) (present)</p>                                                                                                                                                                                                                                                                                             | 4,300                          |

| Candidate No. | Name<br>(Date of birth)                    | Resume, current position<br>and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Number<br>of<br>Company<br>shares<br>owned |
|---------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 7*            | Kimio<br>Fukushima<br>(January 3,<br>1955) | <p>Apr. 1978 Joined Sumitomo Corporation</p> <p>Apr. 2008 Corporate Officer of Sumitomo Corporation<br/>Assistant General Manager for China<br/>Concurrent position as President, Sumitomo Corporation<br/>(Shanghai) Ltd.</p> <p>Apr. 2010 Corporate Officer of Sumitomo Corporation<br/>Deputy General Manager, Automotive Division, No. 2</p> <p>Sept. 2010 Corporate Officer of Sumitomo Corporation<br/>Deputy General Manager, Automotive Division, No. 2<br/>General Manager, Automotive European Group</p> <p>Apr. 2011 Corporate Officer of Sumitomo Corporation<br/>General Manager, Automotive Division, No. 2</p> <p>Apr. 2012 Executive Officer of Sumitomo Corporation<br/>General Manager, Automotive Division, No. 2</p> <p>Apr. 2014 Managing Executive Officer of Sumitomo Corporation<br/>Assistant General Manager, Transportation &amp;<br/>Construction Systems Business Unit<br/>General Manager, Automotive Division, No. 2</p> <p>Apr. 2015 Senior Managing Executive Officer of SCSK (present)<br/>Assistant to Chief Operating Officer (present)<br/>General Manager, Business Support Group</p> | 0                                          |
| 8             | Masanori<br>Furunuma (June<br>8, 1955)     | <p>Apr. 1979 Joined Computer Services Corporation</p> <p>Jun. 1995 Director of CSK Corporation</p> <p>Jun. 2001 Managing Director of CSK Corporation</p> <p>Jun. 2002 Senior Managing Director of CSK Corporation</p> <p>Mar. 2003 Director of JIEC Co., Ltd.</p> <p>Apr. 2003 Representative President of JFITS Co., Ltd.</p> <p>Feb. 2005 Representative President of CSK Securities Service Co. ,Ltd.</p> <p>Aug. 2005 Director of CSK Securities Service Co. ,Ltd.</p> <p>Oct. 2005 Senior Managing Executive Officer of CSK Systems<br/>Corporation</p> <p>Apr. 2006 Managing Executive Officer of CSK Systems Corporation</p> <p>Apr. 2007 Adviser to JIEC Co., Ltd.</p> <p>Jun. 2007 Representative President of JIEC Co., Ltd.</p> <p>Oct. 2011 Concurrent position as a Director of SCSK</p> <p>Apr. 2012 Director of SCSK, Senior Managing Executive Officer</p> <p>Jun. 2013 Director of SCSK (present)<br/>Senior Managing Executive Officer (present)<br/>General Manager, Financial Systems Business Group<br/>(present)<br/>Concurrent position as a Director of JIEC Co., Ltd.<br/>(present)</p>            | 2,156                                      |

| Candidate No. | Name<br>(Date of birth)                  | Resume, current position<br>and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number<br>of<br>Company<br>shares<br>owned |
|---------------|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 9             | Tatsuyasu<br>Kumazaki (May<br>2, 1958)   | <p>Apr. 1981 Joined Computer Services Corporation</p> <p>Apr. 2004 Executive Officer of CSK Corporation</p> <p>Jun. 2008 Senior Managing Director of Cosmo Securities Co., Ltd.</p> <p>Jan. 2009 Managing Executive Officer of CSK Holdings Corporation</p> <p>Sept. 2009 Director of CSK Holdings Corporation,<br/>Managing Executive Officer</p> <p>Oct. 2011 Director of SCSK, Managing Executive Officer</p> <p>Apr. 2012 Director of SCSK, Senior Managing Executive Officer</p> <p>Jun. 2012 Representative Director of SCSK,<br/>Senior Managing Executive Officer</p> <p>Apr. 2015 Representative Director of SCSK (present)<br/>Senior Managing Executive Officer (present)<br/>General Manager (Accounting, Purchasing &amp; Business<br/>Coordination) (present)</p> | 4,117                                      |
| 10            | Tooru Tanihara<br>(December 24,<br>1959) | <p>Apr. 1982 Joined Computer Services Corporation.</p> <p>Jun. 2003 Executive Officer of CSK Corporation</p> <p>Oct. 2005 Executive Officer of CSK Systems Corporation</p> <p>Jun. 2007 Representative President of CSK-IT Management<br/>Corporation</p> <p>Mar. 2009 Executive Officer of CSK Holdings Corporation</p> <p>Oct. 2010 Senior Managing Executive Officer of CSK Corporation</p> <p>Oct. 2011 Director of SCSK, Senior Managing Executive Officer</p> <p>Apr. 2015 Director of SCSK (present)<br/>Senior Managing Executive Officer (present)<br/>General Manager, Manufacturing Systems Business<br/>Group (present)<br/>General Manager, IT Management Group</p>                                                                                                | 2,180                                      |
| 11            | Takahiro Ichino<br>(June 6, 1952)        | <p>Apr. 1976 Joined Sumitomo Corporation</p> <p>Dec. 2007 Concurrent position as Corporate Officer of Sumisho<br/>Computer Systems Corporation</p> <p>Apr. 2009 Executive Officer of Sumisho Computer Systems<br/>Corporation</p> <p>Apr. 2012 Managing Executive Officer of SCSK</p> <p>Jun. 2012 Director of SCSK, Managing Executive Officer<br/>Concurrent position as Outside Director of VeriServe<br/>Corporation (present)</p> <p>Apr. 2014 Director of SCSK, Senior Managing Executive Officer</p> <p>Apr. 2015 Director of SCSK (present)<br/>Senior Managing Executive Officer (present)<br/>General Manager, Business Services Group</p>                                                                                                                            | 7,400                                      |



| Candidate No. | Name<br>(Date of birth)                       | Resume, current position<br>and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Number<br>of<br>Company<br>shares<br>owned |
|---------------|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 12            | Tetsuya<br>Fukunaga<br>(February 1,<br>1960)  | <p>Apr. 1983 Joined The Long-Term Credit Bank of Japan</p> <p>Oct. 1999 Vice President, Corporate &amp; Investment Banking Group,<br/>Chase Manhattan Bank</p> <p>Jun. 2000 CFO, Lycos Japan Inc.</p> <p>Dec. 2002 Adviser to Sumisho Electronics Co., Ltd.</p> <p>Feb. 2003 Director of Sumisho Electronics Co., Ltd.,<br/>Managing Executive Officer</p> <p>Apr. 2005 Executive Officer of Sumisho Computer Systems<br/>Corporation<br/>Concurrent position as Director of Sumisho Electronics<br/>Co., Ltd.</p> <p>Jun. 2005 Director of Sumisho Computer Systems Corporation,<br/>Executive Officer</p> <p>Apr. 2008 Director of Sumisho Computer Systems Corporation,<br/>Managing Executive Officer</p> <p>Jun. 2008 Outside Director of ARGO GRAPHICS Inc. (present)</p> <p>Apr. 2014 Director of SCSK, Senior Managing Executive Officer</p> <p>Apr. 2015 Director of SCSK (present)<br/>Senior Managing Executive Officer (present)<br/>Deputy General Manager (in charge of IR, Finance &amp;<br/>Risk Management) (present)<br/>General Manager, IR, Finance &amp; Risk Management<br/>Group (present)</p>                         | 9,560                                      |
| 13            | Hiroyuki<br>Yamazaki<br>(February 3,<br>1961) | <p>Apr. 1983 Joined Sumitomo Corporation</p> <p>Jun. 2002 Concurrent position as Corporate Auditor of Sumisho<br/>Electronics Co., Ltd.</p> <p>Apr. 2009 Counselor, Planning &amp; Administration Department, Media,<br/>Network, &amp; Lifestyle Retail Business Unit; Sumitomo<br/>Corporation<br/>Concurrent position as Corporate Officer of Sumisho<br/>Computer Systems Corporation</p> <p>Sept. 2009 Concurrent position as Outside Director of CSK Holdings<br/>Corporation</p> <p>Apr. 2010 Concurrently treated as an Executive Officer of Sumisho<br/>Computer Systems Corporation</p> <p>Mar. 2011 Executive Officer of Sumisho Computer Systems<br/>Corporation</p> <p>Apr. 2011 Managing Executive Officer of Sumisho Computer Systems<br/>Corporation</p> <p>Jun. 2011 Director of Sumisho Computer Systems Corporation,<br/>Managing Executive Officer</p> <p>Apr. 2014 Director of SCSK, Senior Managing Executive Officer</p> <p>Apr. 2015 Director of SCSK (present)<br/>Senior Managing Executive Officer (present)<br/>General Manager (Corporate Planning, Human<br/>Resources, Business Strategy Center) (present)</p> | 2,000                                      |

| Candidate No. | Name (Date of birth)                | Resume, current position and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Number of Company shares owned |
|---------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 14            | Masatoshi Endo (November 26, 1957)  | <p>Oct. 1980 Joined Computer Services Corporation</p> <p>Apr. 2009 Executive Officer of CSK Systems Corporation</p> <p>Mar. 2010 Executive Officer of CSK Holdings Corporation</p> <p>Oct. 2011 Executive Officer of SCSK</p> <p>Apr. 2012 Senior Executive Officer of SCSK</p> <p>Apr. 2013 Managing Executive Officer of SCSK</p> <p>Apr. 2014 Senior Managing Executive Officer of SCSK</p> <p>Jun. 2014 Director of SCSK, Senior Managing Executive Officer</p> <p>Apr. 2015 Director of SCSK (present)</p> <p>Senior Managing Executive Officer (present)</p> <p>General Manager (SE Plus Center, Development Division) (present)</p> <p>Deputy General Manager (in charge of Purchasing and Business Coordination) (present)</p> <p>General Manager of Development Division (present)</p>                                                                                                                   | 1,409                          |
| 15*           | Toshiyuki Katou (March 13, 1954)    | <p>Apr. 1977 Joined Sumitomo Corporation</p> <p>Apr. 2010 Concurrently treated as an Executive Officer of Sumisho Computer Systems Corporation</p> <p>May 2010 Concurrent position as President &amp; CEO of Sumisho Computer Systems (USA), Inc.</p> <p>Apr. 2012 Senior Executive Officer of SCSK</p> <p>Apr. 2013 Managing Executive Officer of SCSK</p> <p>Apr. 2014 Concurrent position as Representative Director of Sumisho Computer Systems (Shanghai) Limited</p> <p>Apr. 2015 Managing Executive Officer of SCSK (present)</p> <p>General Manager, Distribution Systems Business Group (present)</p> <p>General Manager, Global System Business Division (present)</p> <p>Chief Representative, China &amp; Asia (present)</p>                                                                                                                                                                          | 1,000                          |
| 16            | Tatsujiro Naito (November 26, 1957) | <p>Apr. 1981 Joined Sumitomo Corporation</p> <p>Apr. 2007 General Manager, Information Technologies Planning &amp; Promotion Dept., Information Group, Sumitomo Corporation</p> <p>Jun. 2007 Concurrent position as Outside Director of Sumisho Computer Systems Corporation (continued in current entity)</p> <p>Apr. 2008 General Manager, Information Technologies Planning &amp; Promotion Dept., Corporate Planning &amp; Coordination Group, Sumitomo Corporation</p> <p>Apr. 2011 Corporate Officer of Sumitomo Corporation</p> <p>General Manager, Network Division; Media, Network &amp; Lifestyle Retail Business Unit</p> <p>Jun. 2011 Concurrent position as Outside Director of T-Gaia Corporation (present)</p> <p>Apr. 2013 Corporate Officer of Sumitomo Corporation (present)</p> <p>General Manager, Network Division; Media, Network, Lifestyle Related Goods &amp; Services Business Unit</p> | 0                              |

| Candidate No. | Name<br>(Date of birth)             | Resume, current position<br>and responsibilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Number<br>of<br>Company<br>shares<br>owned |
|---------------|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 17            | Iwao Fuchigami<br>(March 4, 1946)   | Feb. 1971 Joined NEC Corporation<br>Apr. 2000 General Manager, NEC Solutions 3rd Systems Operations Unit, NEC Corporation<br>Jun. 2001 Executive Officer of NEC Corporation<br>General Manager, 3rd Solutions Sales Operations Unit<br>Apr. 2004 Executive Officer of NEC Corporation<br>Jun. 2004 Director of NEC Corporation, Managing Executive Officer<br>Apr. 2006 Director of NEC Corporation,<br>Senior Managing Executive Officer<br>Jun. 2006 Representative Director and COO of NEC Nexsolutions Ltd.<br>Jun. 2010 Outside Director of CSK Holdings Corporation<br>Oct. 2011 Outside Director of SCSK (present)                                                                                                                                                                                                                                                                                                                                                                                                                           | 0                                          |
| 18*           | Yuko Yasuda<br>(September 16, 1961) | Apr. 1985 Joined IBM Japan, Ltd.<br>Sept. 1991 Joined Booz Allen Hamilton Inc.<br>Sept. 1993 Joined Russell Reynolds Associates Japan, Inc.<br>Jun. 1995 Management Director, Russell Reynolds Associates Japan, Inc. (present)<br>Apr. 2001 Associate Representative in Japan for Russell Reynolds Associates Japan, Inc.<br>Apr. 2003 Representative in Japan for Russell Reynolds Associates Japan, Inc. (present)<br>Concurrent position as Executive Committee Member, Russell Reynolds Associates, Inc.<br>Sept. 2006 Concurrent position as Representative Director of Starboard Corporation (present)<br>Jun. 2007 Concurrent position as Director of Josuikai Association<br>Apr. 2010 Concurrent position as Executive Secretary of the Japan Association of Corporate Executives (present)<br>Apr. 2012 Concurrent position as committee member of the Hitotsubashi University Management Consultative Committee (present)<br>Apr. 2013 Concurrent position as Executive Committee Member of Russell Reynolds Associates, Inc. (present) | 0                                          |

(Notes) 1. \* indicates a new Director candidate.

2. Of the candidates, Mr. Tatsujiro Naito and Mr. Iwao Fuchigami are candidate Outside Directors, as required by laws and regulations. SCSK designates Mr. Iwao Fuchigami to be an independent officer who is unlikely to have any conflict of interest with respect to our general shareholders. We have therefore notified the Tokyo Stock Exchange that he is an independent officer, as we are obliged to do so by the Exchange.
3. Of the candidates, Ms. Yuko Yasuda is a candidate Outside Director, as required by laws and regulations. If this proposition is approved, we expect to designate Ms. Yuko Yasuda to be an independent officer who is unlikely to have any conflict of interest with respect to our general shareholders, and will notify the Tokyo Stock Exchange that she is an independent officer, as we are obliged to do so by the Exchange.
4. The reasons for selecting Mr. Tatsujiro Naito and Mr. Iwao Fuchigami to be candidate Outside Directors are that, in addition to their specialized and extensive knowledge relating to the IT services industry, we also recognize that they are unlikely to have any conflict of interest with respect to our general

shareholders. We believe that they will contribute to maintaining and enhancing the function of supervising the execution of Directors' duties.

5. The reasons for selecting Ms. Yuko Yasuda to be a candidate Outside Director are that in addition to her broad knowledge and extensive experience as a manager, we also recognize that she is unlikely to have any conflict of interest with respect to our general shareholders. We believe that she will contribute to maintaining and enhancing the function of supervising the execution of Directors' duties.
6. Mr. Tatsujiro Naito is an executive officer of Sumitomo Corporation. Sumitomo Corporation has a special relationship with SCSK. Mr. Tatsujiro Naito's position and responsibilities with Sumitomo Corporation, both current and over the past 5 years, are as described above.
7. Currently and over the past 5 years, Mr. Tatsujiro Naito has been an executive officer of the companies T-Gaia Corporation and DeSC Health Care Co., Ltd., both of which have a special relationship with SCSK.
8. Until September 1, 2014, Mr. Tatsujiro Naito was an executive officer of Global Gate Institute K.K. which has a special relationship with SCSK.
9. Mr. Tatsujiro Naito is currently an Outside Director of our Company. At the close of this General Meeting, he will have served in this capacity for 8 years since his appointment.
10. Mr. Iwao Fuchigami is currently an Outside Director of our Company. At the close of this General Meeting, he will have served in this capacity for 3 years and 9 months since his appointment.
11. Mr. Tatsujiro Naito is an executive officer of Sumitomo Corporation, who is our parent company. SCSK has concluded an office leasing agreement with its parent company; moreover, a business relationship between ourselves and our parent company exists in the areas of data processing services and software development.
12. SCSK has entered into liability limitation agreements with Mr. Tatsujiro Naito and Mr. Iwao Fuchigami to limit the amount of their liabilities to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. Upon approval of this proposition, SCSK plans to continue such agreements with them.
13. If this proposed resolution is approved, SCSK plans to enter into a liability limitation agreement with Ms. Yuko Yasuda to limit the amount of her liabilities to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.

### Proposition No. 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Shigeki Yasunami is due to expire at the close of this General Meeting. Accordingly, we hereby request that one Corporate Auditor be elected.

The candidate for the position of Corporate Auditor is as follows.

The submission of this proposition has been approved by the Board of Auditors.

| Name<br>(Date of birth)                                  | Resume, current position<br>and responsibilities                                         | Number of<br>Company shares<br>owned |
|----------------------------------------------------------|------------------------------------------------------------------------------------------|--------------------------------------|
| Shigeki Yasunami<br>(May 27, 1950)                       | Oct. 1975    Joined Arthur Young & Co                                                    | 200                                  |
|                                                          | May 1981    Joined the Tokyo Marunouchi Office of the Sanwa Audit Corporation            |                                      |
|                                                          | May 1989    Employee of Sanwa Tohmatsu Aoki Audit Corporation                            |                                      |
|                                                          | Jul. 1996    Representative partner of Tohmatsu Audit Corporation                        |                                      |
|                                                          | Nov. 2006    Representative of the Yasunami Certified Public Accounting Office (present) |                                      |
|                                                          | Jun. 2009    Outside Corporate Auditor of Inrance Co., Ltd.                              |                                      |
|                                                          | Jun. 2011    Outside Corporate Auditor of CSK Corporation                                |                                      |
| Oct. 2011    Outside Corporate Auditor of SCSK (present) |                                                                                          |                                      |

- (Notes) 1. Mr. Shigeki Yasunami is a candidate Outside Corporate Auditor, as required by laws and regulations. SCSK designates Mr. Shigeki Yasunami to be an independent officer who is unlikely to have any conflict of interest with respect to our general shareholders. We have therefore notified the Tokyo Stock Exchange that he is an independent officer, as we are obliged to do so by the Exchange.
2. Our reason for selecting Mr. Shigeki Yasunami to be a candidate Outside Corporate Auditor is our belief that he has the ability to supervise in an objective manner, utilizing the experience and specialized knowledge that he has developed as a certified public accountant.
3. Mr. Shigeki Yasunami is currently an Outside Corporate Auditor of our Company. At the close of this General Meeting, he will have served in this capacity for 3 years and 9 months since his appointment.
4. SCSK has entered into a liability limitation agreement with Mr. Shigeki Yasunami to limit the amount of his liabilities to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act. Upon approval of this proposed resolution, SCSK plans to continue such agreements with him.

## Guidance for Shareholders on How to Exercise Voting Rights Either in Writing or by Electronic Means (the Internet, etc.)

### I. Exercising Voting Rights in Writing

Please indicate your approval or disapproval of each proposal on the enclosed voting form (*Japanese only*) and return it to reach our Registrar of Shareholders no later than 5:30 p.m. on Wednesday, June 24, 2015.

### II. Exercising Voting Rights Electronically

#### 1. Exercising voting rights via the Internet (Japanese only)

- (1) To exercise your voting rights via the Internet, you must use the following voting service website designated by the Company. Please note that you are also able to access and use this voting service website via a mobile phone.

Voting service website: <http://www.web54.net>

Note:  
The website can be accessed from mobile phones that are equipped with a barcode reader by scanning the QR code® on the right with the mobile phone. Please see your mobile phone's user manual for further details.  
(The QR code is the registered trademark of Denso Wave Incorporated.)



- (2) To exercise your voting rights via the Internet, please indicate whether you approval or disapprove of each proposal by using the code and password for the exercise of voting rights indicated on the enclosed voting form, and by following the instructions shown on the screen.
- (3) Provider access fees, telecommunications fees and any other fee for usage of the website to exercise your voting rights shall be borne by the shareholders.
- (4) To exercise your voting rights via the Internet, you will need to have the following systems:
  - a. Internet access
  - b. Voting via personal computer: Microsoft®Internet Explorer 6.0 or higher as your Internet browser software, and appropriate hardware to use such browser software.
  - c. Voting via mobile phone: A mobile phone with 128-bit SSL encryption. (To ensure the security of your data transmission, the voting website for mobile phones can be accessed only from mobile phones with 128-bit SSL encryption capability. Please note that this voting service is not available for mobile phones that do not support 128-bit SSL encryption. Please also note that while voting via mobile phones with full browser functionality is supported in principle, we cannot guarantee compatibility with all available mobile phone models.)

(Microsoft and Internet Explorer are trademarks or registered trademarks of Microsoft Corporation, registered in the United States, Japan and other countries.)

#### 2. Electronic Voting Platform (*English available*)

For management and trust banks or other nominee shareholders (including standing proxies), the Electronic Voting Platform operated by Investor Communications Japan, Inc. (ICJ, Inc.) is available as another online voting method for the meeting, in addition to the method of voting via the Internet as described in 1. above, subject to prior application for use to ICJ, Inc.

#### 3. Time limit for exercising voting rights electronically

Although it is acceptable to exercise voting rights electronically until 5:30 p.m. on Wednesday June 24, 2015, please exercise your voting rights as early as possible to assist us with compiling the results of the voting.

### III. Treatment of Voting Rights Exercised Repeatedly

1. If you exercise your voting rights both in writing and electronically, we will only accept the exercise of your voting rights electronically as valid.
2. If you exercise your voting rights more than once electronically, we will only accept the last exercise of your voting rights as valid.

Please call the following number if you have any questions relating to this guidance.

For information about the operation of personal computers and mobile phones in the usage of the website to exercise your voting rights:

Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited

Dedicated line (Tel.) 0120-652-031 (9:00 a.m. to 9:00 p.m.)

For other inquiries

For shareholder who have an account with a securities companies

Please contact your securities company.

For shareholders who do not have an account with a securities company (Shareholders who have special accounts)

Transfer Agent Business Center, Sumitomo Mitsui Trust Bank, Limited

(Tel.) 0120-782-031 (9:00 a.m. to 5:00 p.m. excluding weekends and Japanese public holidays)