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(Securities code: 6849)

June 30, 2016

Hirokazu Ogino  
President and COO  
NIHON KOHDEN CORPORATION  
31-4, Nishiochiai 1-chome, Shinjuku-ku,  
Tokyo, Japan

### **Results of Exercise of Voting Rights at the 65<sup>th</sup> Ordinary General Meeting of Shareholders**

The Company hereby notifies you of the results of the exercise of voting rights at the 65<sup>th</sup> General Meeting of Shareholders (the “Meeting”) of NIHON KOHDEN CORPORATION held on June 28, 2016.

#### **1. Proposed resolutions:**

- Proposal No.1:** Distribution of Surplus
- Proposal No.2:** Partial Amendments to the Articles of Incorporation
- Proposal No.3:** Election of Ten Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)  
It was proposed that the following ten persons be elected as Directors (excluding Directors serving as Audit & Supervisory Committee Members): Mr. Fumio Suzuki, Mr. Kazuhiro Ogino, Mr. Hiroshi Aida, Mr. Yoshito Tsukahara, Mr. Takashi Tamura, Mr. Tadashi Hasegawa, Mr. Kazuteru Yanagihara, Mr. Fumio Hirose, Mr. Masaya Yamauchi and Mr. Minoru Obara.
- Proposal No.4:** Election of Three Directors Serving as Audit & Supervisory Committee Members  
It was proposed that the following three persons be elected as Directors serving as Audit & Supervisory Committee Members: Mr. Kazuhiko Ikuta, Mr. Masahiro Kawamura and Mr. Shigeru Kawatsuhara.
- Proposal No.5:** Election of One Substitute Director Serving as an Audit & Supervisory Committee Member  
It was proposed that Mr. Sumio Moriwaki be elected as a Substitute Director serving as an Audit & Supervisory Committee Member.
- Proposal No.6:** Determination of the Amount of Remuneration to Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)
- Proposal No.7:** Determination of the Amount of Remuneration to Directors Serving as Audit & Supervisory Committee Members
- Proposal No.8:** Renewal of Policy toward Large-Scale Purchases of the Company’s Shares

## 2. Number of “affirmative votes”, “negative votes” or “abstentions” to each proposal;

### Requirements for approval of proposals; Results of resolutions

Proposals	Number of affirmative votes	Number of negative votes	Number of abstentions	Requirements for approval	Results of resolutions and ratio of affirmative votes
Proposal No.1: Distribution of Surplus	745,564	360	8	*1	Approved 99.72%
Proposal No.2: Partial Amendments to the Articles of Incorporation	740,043	5,881	8	*2	Approved 98.98%
Proposal No.3: Election of Ten Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)					
Mr. Fumio Suzuki	738,594	7,330	8	*3	Approved 98.79%
Mr. Kazuhiro Ogino	741,239	4,685	8		Approved 99.14%
Mr. Hiroshi Aida	742,519	3,405	8		Approved 99.32%
Mr. Yoshito Tsukahara	742,214	3,710	8		Approved 99.27%
Mr. Takashi Tamura	742,520	3,404	8		Approved 99.32%
Mr. Tadashi Hasegawa	742,511	3,413	8		Approved 99.31%
Mr. Kazuteru Yanagihara	742,520	3,404	8		Approved 99.32%
Mr. Fumio Hirose	742,373	3,551	8		Approved 99.30%
Mr. Masaya Yamauchi	742,888	3,036	8		Approved 99.36%
Mr. Minoru Obara	742,878	3,046	8		Approved 99.36%
Proposal No.4: Election of Three Directors Serving as Audit & Supervisory Committee Members					
Mr. Kazuhiko Ikuta	737,762	8,162	8	*3	Approved 98.68%
Mr. Masahiro Kawamura	742,924	3,000	8		Approved 99.37%
Mr. Shigeru Kawatsuhara	742,920	3,004	8		Approved 99.37%
Proposal No.5: Election of One Substitute Director Serving as an Audit & Supervisory Committee Member					
Mr. Sumio Moriwaki	735,241	10,683	8	*3	Approved 98.34%
Proposal No.6: Determination of the Amount of Remuneration to Directors (Excluding Directors Serving as Audit & Supervisory Committee Members)	745,091	833	8	*1	Approved 99.66%
Proposal No.7: Determination of the Amount of Remuneration to Directors Serving as Audit & Supervisory Committee Members	745,088	836	8	*1	Approved 99.66%
Proposal No.8: Renewal of Policy toward Large-Scale Purchases of the Company’s Shares	461,128	284,798	8	*1	Approved 61.68%

\*1 The requirements for approval of resolutions are a majority of voting rights of shareholders present at the Meeting.

\*2 The requirements for approval of resolutions are two-third or more of voting rights of shareholders present at the Meeting, where shareholders holding one-third or more of total voting rights of all shareholders are in attendance.

\*3 The requirements for approval of resolutions are a majority of voting rights of shareholders present at the Meeting, where shareholders holding one-third or more of total voting rights of all shareholders are in attendance.

**3. Reason why a portion of the number of voting rights of shareholders present at the Meeting was not included in the number of voting rights**

As the number of votes of approval or disapproval regarding the matters for resolutions was confirmed by counting the votes exercised up to the day prior to the Meeting and those of shareholders in attendance whose approval or disapproval could be confirmed, the votes of shareholders in attendance at the Meeting whose approval, disapproval or abstention could not be confirmed were not counted.