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Securities Code: 8804
March 3, 2017

To Those Shareholders with Voting Rights:

Hitoshi Nomura
Representative Director,
President & Chief Executive Officer
Tokyo Tatemono Co., Ltd.
9-9 Yaesu 1-Chome, Chuo-ku, Tokyo

NOTICE OF THE 199th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 199th Ordinary General Meeting of Shareholders of the Company. The meeting will be held as described below.

If you are unable to attend the meeting, you are asked to review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., Tuesday, March 28, 2017, by either one of the following methods indicated on next page.

- 1. Date and Time:** 10:00 a.m., Wednesday, March 29, 2017
- 2. Place:** Tokyo Convention Hall, 5F Tokyo Square Garden
1-1 3-Chome, Kyobashi, Chuo-ku, Tokyo
- 3. Agenda of the Meeting:
Matters to be reported:** The Business Reports, the Consolidated Financial Statements and the Financial Statements for the 199th Fiscal Term (from January 1, 2016 to December 31, 2016), as well as the results of audits by the Accounting Auditor and Audit and Supervisory Board of the Consolidated Financial Statements

Proposals to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Eleven (11) Directors |
| Proposal No. 3 | Election of One (1) Audit and Supervisory Board Member |

Guide to Exercise of Voting Rights Please exercise your VOTING RIGHTS, i.e., your rights to participate in the management of the Company.

Voting rights are important rights of shareholders to participate in the management of the Company.

Voting rights can be exercised in the following ways.

Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

➤ If you are attending the General Meeting of Shareholders

Date/time of convocation of the General Meeting of Shareholders 10:00 a.m., Wednesday, March 29, 2017

Please present the enclosed Voting Rights Exercise Form at the reception desk of the venue.

Please bring this booklet with you for your reference.

If you wish to exercise your voting rights by proxy, you may appoint one other shareholder who owns the Company's voting shares as your proxy; in such case, however, the submission of a document proving your authorization of said shareholder as your proxy is required.

➤ If you cannot attend the General Meeting of Shareholders

- Exercise of voting rights in writing (by postal mail) -

Exercise deadline Form must arrive by 5:30 p.m., Tuesday, March 28, 2017

Please return the enclosed Voting Rights Exercise Form indicating your approval or disapproval of the proposal to be made at the above meeting, so that the Company receives it by the exercise deadline.

- Exercise of voting rights by electromagnetic means (via the Internet, etc.) -

Exercise deadline 5:30 p.m., Tuesday, March 28, 2017

Please access the designated website (<http://www.it-soukai.com/>) provided for exercising your voting rights and follow the instructions on the screen to indicate your approval or disapproval of the proposal.

In the event that you exercise your voting rights in duplicate by electromagnetic means (via the Internet, etc.) and by returning the Voting Rights Exercise Form, those votes cast via the Internet, etc. shall be deemed effective. In the event that you exercise your voting rights more than once via the Internet, etc., the last cast vote shall be deemed effective.

Disclosure via the Internet on our website (<http://www.tatemono.com/ir/>)

- Of the documents that should be attached to this Notice, Matters Related to Subscription Rights to Shares and the Structures to Ensure Appropriateness of Business Operations and an Overview of Operational Status in the Business Reports, Notes to Consolidated Financial Statements in the Consolidated Financial Statements, and Notes to Non-Consolidated Financial Statements in the Financial Statements are posted on our website (<http://www.tatemono.com/ir/>) (available in Japanese only) in accordance with the laws and Article 16 of the Articles of Incorporation of the Company, and not included in the Attached Documents Related to Matters to be Reported. The documents provided on our website above have been audited as part of the Consolidated and Non-Consolidated Financial Statements when the Audit Report was prepared by the Audit and Supervisory Board Members and the Accounting Auditor.
- After preparation of this document, in the event that changes are made to any of the Reference Documents for the General Meeting of Shareholders, Business Reports, or Consolidated and Non-Consolidated Financial Statements, the amended documents will be posted on our website mentioned above.
- The voting results on the resolutions of this General Meeting of Shareholders shall be posted on our website mentioned above.

Reference Documents for General Meeting of Shareholders

Proposal and references

Proposal No. 1: Appropriation of Surplus

The business environment is foreseen to remain unpredictable moving forward, however, the Company proposes the following year-end dividends for the term, comprised of ordinary dividend of ¥10 per share and a commemorative dividend of ¥2 per share to celebrate our 120th anniversary on October 1, 2016.

Year-end dividends:

- (1) Type of property dividend: Cash
- (2) Details of the allotment of property dividend: ¥14 per share of the Company's common stock
(Breakdown of the dividend: ordinary dividend of ¥12 and the 120th anniversary commemorative dividend of ¥2)
Total amount: ¥3,037,212,052
The Company paid an interim dividend of ¥12 per share, comprised of ordinary dividend of ¥10 and the 120th anniversary commemorative dividend of ¥2. As a result, the annual dividend for the term shall be ¥26 per share.
- (3) Date on which dividends from surplus become effective: March 30, 2017

Proposal No. 2: Election of Eleven (11) Directors

The term of office of all nine (9) Directors of the Company will expire upon the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, it is proposed that the following eleven (11) nominees be appointed as Directors in order to further enhance the management framework.

The nominees for Directors are as follows.

No.		Name	Title and responsibility at the Company	Attendance of meetings of Board of Directors in fiscal term ended Dec. 31, 2016
1	For reappointment	Hajime Sakuma	Director and Chairman of the Board	13 out of 13 meetings (100%)
2	For reappointment	Makio Tanehashi	Representative Director, Chairman and Executive Officer	10 out of 10 meetings (100%)
3	For reappointment	Hitoshi Nomura	President and Chief Executive Officer, and Representative Director	13 out of 13 meetings (100%)
4	For reappointment	Hisao Shibayama	Senior Executive Managing Officer, Representative Director, and Division Director of Residential Development Division	13 out of 13 meetings (100%)
5	For reappointment	Masami Kamo	Senior Executive Managing Officer, Director, and Division Director of Real Estate Solution Service Division and Senior Business Division	13 out of 13 meetings (100%)
6	For reappointment	Kengo Fukui	Executive Managing Officer and Director responsible for Kansai Branch, Sapporo Branch, Kyushu Branch and Nagoya Branch; and Division Director of Commercial Properties Division	13 out of 13 meetings (100%)
7	To be newly appointed	Katsuhito Ozawa	Executive Managing Officer responsible for Corporate Communications Department, Finance Department, Accounting Department and Appraisal Department; Division Director of International Business Division and Leisure Business Division; and General Manager of Finance Department and International Business Department	-
8	To be newly appointed	Akira Izumi	Executive Managing Officer responsible for Personnel Department, Corporate Planning Department, and General Affairs Department; and General Manager of Corporate Planning Department, of the Company	-
9	For reappointment External Independent	Kyonosuke Sasaki	External Director	13 out of 13 meetings (100%)
10	For reappointment External Independent	Norimasa Kuroda	External Director	13 out of 13 meetings (100%)
11	To be newly appointed External Independent	Yoshiyuki Imai		-

Note: No conflict of interest exists between the Company and each nominee for Director.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company		For reappointment	
1	Hajime Sakuma (July 4, 1948) Number of the Company's shares held: 42,800 Served as Director for 14 years Attended 13 out of 13 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	July 1971	Joined The Fuji Bank, Limited		
		June 1998	Director and General Manager of Public Affairs Department at Head Office of The Fuji Bank, Limited		
		August 2000	Executive Managing Officer, and Head of Public Sector and Finance Group as well as of Settlement and Technology Group of The Fuji Bank, Limited		
		April 2002	Audit and Supervisory Board Member of Mizuho Bank, Ltd.		
		March 2003	Managing Director responsible for Corporate Communications & Investor Relations Department, Finance & Accounting Department, Information Systems Department, and Appraisal Department; and General Manager of Finance & Accounting Department, of the Company		
		March 2006	Senior Managing Director, and Representative Director responsible for Executive Secretariat Department, Personnel Department, and General Affairs Department; and Division Director of Properties Management Business Division, of the Company		
		March 2010	Vice President, and Representative Director responsible for Compliance Department, Executive Secretariat Department, Personnel Department, General Affairs Department; and Division Director of Properties Management Business Division, of the Company		
		February 2012	President and Representative Director of the Company		
		March 2013	President and Chief Executive Officer, Representative Director, and Division Director of International Business Division, of the Company		
		October 2015	President and Chief Executive Officer, Representative Director, of the Company		
January 2017	Director and Chairman of the Board of the Company (to the present)				

Reasons for the election as a nominee for Director:

Mr. Hajime Sakuma was selected as a nominee for Director, on the basis of his considerable management experience and wide-ranging insight into the Tokyo Tatemono Group's business gained from his term of President and Representative Director of the Company, which are expected steadily to help strengthen governance system.

Note:

The Company concluded a contract with Mr. Hajime Sakuma to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations. If he is reappointed as proposed, the Company intends to maintain the above contract.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company	For reappointment
2	Makio Tanehashi (March 13, 1957) Number of the Company's shares held: 5,945 Served as Director for 1 year Attended 10 out of 10 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	April 1979	Joined The Fuji Bank, Limited
		March 2006	Executive Officer, General Manager of Internal Audit Division of Mizuho Corporate Bank, Ltd.
		April 2008	Managing Executive Officer and Officer in charge of Sales of Mizuho Corporate Bank, Ltd.
		June 2011	Deputy President & Executive Officer, in charge of Branches Department of Mizuho Bank, Ltd.
		June 2011	Representative Director, Deputy President & Executive Officer, in charge of Branches Department of Mizuho Bank, Ltd.
		April 2012	Representative Director, Deputy President & Executive Officer, Head of Branch Banking Group of Mizuho Bank, Ltd.
		March 2013	President & Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd.
		July 2015	Senior Executive Managing Officer and Division Director of Real Estate Solution Service Division, of the Company
		October 2015	Senior Executive Managing Officer, Division Director of Real Estate Solution Service Division, and Division Director of International Business Division, of the Company
		March 2016	Senior Executive Managing Officer, Director, Division Director of Real Estate Solution Service Division, and Division Director of International Business Division, of the Company
		January 2017	Representative Director, Chairman and Executive Officer, of the Company (to the present) Director and Chairman of Tokyo Tatemono Real Estate Sales Co., Ltd. (to the present)

Reasons for the election as a nominee for Director:

Mr. Makio Tanehashi was selected as a nominee for Director, on the basis of his considerable management experience and wide-ranging insight into the Tokyo Tatemono Group's business gained from his term of President & Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd., which are expected steadily to help enhance corporate value on a long-term basis and strengthen governance system.

Important concurrent positions with companies other than the Company:

Director and Chairman of Tokyo Tatemono Real Estate Sales Co., Ltd.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company	For reappointment
3	Hitoshi Nomura (October 10, 1958) Number of the Company's shares held: 11,000 Served as Director for 9 years Attended 13 out of 13 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	April 1981	Joined the Company
		March 2005	General Manager of Property Management Department of the Company
		March 2008	Director, and General Manager of Property Planning Department of the Company
		March 2011	Managing Director responsible for Kansai Branch and Kyushu Branch, and Division Director of Commercial Properties Division of the Company
		March 2012	Managing Director and Division Director of Commercial Properties Division of the Company
		March 2013	Executive Managing Officer, Director responsible for Kansai Branch, Sapporo Branch, Kyushu Branch and Nagoya Branch, and Division Director of Commercial Properties Division of the Company
		March 2015	Senior Executive Managing Officer and Director responsible for Personnel Department, Corporate Planning Department, and General Affairs Department, of the Company
		January 2017	President and Chief Executive Officer, and Representative Director, of the Company (to the present)

Reasons for the election as a nominee for Director:

Mr. Hitoshi Nomura was selected as a nominee for Director, on the basis of his considerable management experience and wide-ranging insight into the Tokyo Tatemono Group's business, which are expected steadily to lead the Tokyo Tatemono Group's management and help enhance corporate value on a long-term basis and promote our growth strategies.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company	For reappointment
4	Hisao Shibayama (June 2, 1953) Number of the Company's shares held: 10,500 Served as Director for 12 years Attended 13 out of 13 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	April 1977	Joined Tokai Kogyo Co., Ltd.
		October 1987	Joined the Company
		January 2002	General Manager of Kinshicho Project Promotion Department of the Company
		March 2005	Director, and General Manager of Urban Redevelopment Promotion Department of the Company
		March 2008	Managing Director and Division Director of Residential Development Division (excluding Residential Management Business Department and Detached House Development Department), of the Company
		June 2010	Managing Director and Division Director of International Business Division and Division Director of Residential Business Division, of the Company
		March 2012	Managing Director and Division Director of Residential Development Division of the Company
		March 2013	Senior Executive Managing Officer, Director and Division Director of Residential Development Division, of the Company
		March 2015	Senior Executive Managing Officer, Representative Director, and Division Director of Residential Development Division, of the Company (to the present)

Reasons for the election as a nominee for Director:

Mr. Hisao Shibayama was selected as a nominee for Director, on the basis of his considerable management experience and wide-ranging insight into the Tokyo Tatemono Group's business, which are expected steadily to help enhance the Tokyo Tatemono Group's business performance.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company	For reappointment
5	Masami Kamo (September 9, 1961) Number of the Company's shares held: 8,600 Served as Director for 4 years Attended 13 out of 13 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	April 1984	Joined The Fuji Bank, Limited
		April 2011	Managing Officer and General Manager of Wealth Marketing Department of Mizuho Bank, Ltd.
		July 2011	Managing Officer and General Manager of Head Office No. 2 of Mizuho Bank, Ltd.
		October 2012	Managing Officer and General Manager of Tokyo Sales Department No. 2 of Mizuho Bank, Ltd.
		March 2013	Executive Managing Officer and Director responsible for Finance Department, Accounting Department and Administration Service Department, Division Director of Real Estate Solution Service Division and General Manager of Finance Department, of the Company
		February 2014	Executive Managing Officer and Director responsible for Finance Department, Accounting Department and Division Director of Real Estate Solution Service Division and General Manager of Finance Department, of the Company
		March 2015	Executive Managing Officer and Director responsible for Corporate Communications Department, Finance Department, Accounting Department and Appraisal Department; Division Director of Real Estate Solution Service Division; Division Director of Senior Business Division; and General Manager of Finance Department, of the Company
		July 2015	Executive Managing Officer and Director responsible for Corporate Communications Department, Finance Department, Accounting Department, and Appraisal Department; Division Director of Senior Business Division; and General Manager of Finance Department, of the Company
January 2017	Senior Executive Managing Officer, Director, and Division Director of Real Estate Solution Service Division and Senior Business Division, of the Company (to the present) President & Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd. (to the present)		

Reasons for the election as a nominee for Director:

Mr. Masami Kamo was selected as a nominee for Director, on the basis of his considerable management experience and wide-ranging insight into the Tokyo Tatemono Group's business, which are expected steadily to help enhance the Tokyo Tatemono Group's business performance.

Important concurrent positions with companies other than the Company:

President & Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company	For reappointment
6	Kengo Fukui (August 1, 1957) Number of the Company's shares held: 27,600 Served as Director for 2 years Attended 13 out of 13 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	April 1982	Joined the Company
		October 2002	General Manager of Fukuoka Branch of the Company
		March 2011	Director and General Manager of Corporate Planning Department of the Company
		March 2012	Director and General Manager of Properties Leasing & Consulting Department of the Company
		January 2013	Director and General Manager of Leasing & Consulting Department of the Company
		March 2013	Managing Officer and General Manager of Leasing & Consulting Department of the Company
		March 2015	Executive Managing Officer and Director responsible for Kansai Branch, Sapporo Branch, Kyushu Branch and Nagoya Branch; and Division Director of Commercial Properties Division, of the Company (to the present)

Reasons for the election as a nominee for Director:

Mr. Kengo Fukui was selected as a nominee for Director, on the basis of his considerable management experience and wide-ranging insight into the Tokyo Tatemono Group's business, which are expected steadily to help enhance the Tokyo Tatemono Group's business performance.

No.	Name (Date of birth)	Brief personal profile, title and important concurrent positions with companies other than the Company	To be newly appointed
7	Katsuhito Ozawa (February 1, 1964) Number of the Company's shares held: 7,100	April 1987	Joined the Company
		March 2007	General Manager of Residential Management Business Department of the Company
		July 2009	Director and General Manager of Finance Department of Tokyo Realty Investment Management, Inc.
		March 2012	General Manager of Corporate Planning Department of the Company
		March 2015	Managing Officer and General Manager of Corporate Planning Department of the Company
		January 2017	Executive Managing Officer responsible for Corporate Communications Department, Finance Department, Accounting Department and Appraisal Department; Division Director of International Business Division and Leisure Business Division; and General Manager of Finance Department and International Business Department, of the Company (to the present)

Reasons for the election as a nominee for Director:

Mr. Katsuhito Ozawa was selected as a nominee for new Director, on the basis of his considerable experience in various fields since joining the Company and wide-ranging insights into the Tokyo Tatemono Group's business, which are expected to help enhance the Tokyo Tatemono Group's business performance.

No.	Name (Date of birth)	Brief personal profile, title and important concurrent positions with companies other than the Company		To be newly appointed
8	Akira Izumi (March 6, 1965) Number of the Company's shares held: 2,100	April 1987	Joined the Company	
		March 2009	General Manager of Retail Management Department of the Company	
		March 2012	General Manager of Commercial Properties Business Planning Department of the Company	
		March 2013	General Manager of Retail Management Department and Commercial Properties Business Planning Department of the Company	
		March 2015	Managing Officer and General Manager of Urban Development Department of the Company	
		January 2017	Executive Managing Officer responsible for Personnel Department, Corporate Planning Department, and General Affairs Department; and General Manager of Corporate Planning Department, of the Company (to the present)	

Reasons for the election as a nominee for Director:

Mr. Akira Izumi was selected as a nominee for new Director, on the basis of his considerable experience in various fields since joining the Company and wide-ranging insights into the Tokyo Tatemono Group's business, which are expected to help enhance the Tokyo Tatemono Group's business performance.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company		For reappointment External Independent
9	Kyonosuke Sasaki (August 1, 1944) Number of the Company's shares held: 0 Served as Director for 2 years Attended 13 out of 13 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	April 1968	Joined Ministry of International Trade and Industry	
		June 1993	Director-General of Tohoku Bureau of International Trade and Industry	
		June 1994	Senior Executive Advisor of Japan Chain Stores Association	
		July 1998	Standing Advisor of Tohoku Electric Power Co., Inc.	
		June 1999	Director and General Manager of Management Administration Department of Tohoku Electric Power Co., Inc.	
		June 2001	Managing Director and General Manager of Fukushima Branch Office of Tohoku Electric Power Co., Inc.	
		June 2007	Director of Tohoku Electric Power Co., Inc. and Vice Chairman of Tohoku Economic Federation	
		July 2009	Senior Executive Advisor of The Mechanical Social Systems Foundation	
		June 2014	Executive Advisor of Associazione Italo-Giapponese (to the present)	
		March 2015	External Director of the Company (to the present)	

Reasons for the election as a nominee for External Director:

Mr. Kyonosuke Sasaki was selected as a nominee for External Director, on the basis of his considerable experience and wide-ranging insight gained from having engaged in the government administration of economy and industry as well as corporate management, which are expected steadily to help strengthen governance system including enhancing supervisory functions for the execution of the duties of Directors from an independent point of view.

Notes:

1. Mr. Kyonosuke Sasaki is a nominee for External Director.
2. The Company concluded a contract with Mr. Kyonosuke Sasaki to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations. If he is appointed as proposed, the Company intends to maintain the above contract.
3. Mr. Kyonosuke Sasaki is currently an External Director of the Company and he will have served for two (2) years since his appointment at the time of conclusion of this Ordinary General Meeting of Shareholders.
4. The Company has given notice to the Tokyo Stock Exchange, Inc. (TSE) of Mr. Kyonosuke Sasaki as an Independent Director in compliance with TSE provisions.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company		For reappointment External Independent
10	Norimasa Kuroda (July 7, 1949) Number of the Company's shares held: 0 Served as Director for 2 years Attended 13 out of 13 meetings of Board of Directors in fiscal term ended Dec. 31, 2016 (100%)	April 1973	Joined The Fuji Bank, Limited	
		June 2001	Managing Officer and Councilor of Head Office of The Fuji Bank, Limited	
		April 2002	Executive Managing Officer and Officer in charge of Sales of Mizuho Corporate Bank, Ltd.	
		April 2005	Managing Executive Officer and Head of International Banking Unit of Mizuho Corporate Bank, Ltd.	
		April 2007	Vice President and Director of Mizuho Corporate Bank, Ltd.	
		June 2010	Chairman and Director of Mizuho Trust & Banking Co., Ltd.	
		June 2010	External Audit and Supervisory Board Member of Marubeni Corporation	
		April 2013	Standing Advisor of Mizuho Trust & Banking Co., Ltd.	
		June 2013	External Director of Sompo Japan Insurance Inc.	
		June 2014	External Director of NIPPONKOA Insurance Co., Ltd.	
		June 2014	External Audit and Supervisory Board Member of JTB Corp. (to the present)	
		July 2014	Advisor of Marubeni Corporation	
		September 2014	External Director of Sompo Japan Nipponkoa Insurance Inc. (to the present)	
		March 2015	External Director of the Company (to the present)	
June 2015	External Overseer of Audits and Corporate Policy of Seiko Instruments Inc. (to the present)			

Reasons for the election as a nominee for External Director:

Mr. Norimasa Kuroda was selected as a nominee for External Director, on the basis of his considerable management experience and wide-ranging insight, which are expected steadily to help strengthen governance system including enhancing supervisory functions for the execution of the duties of Directors from an independent point of view.

Important concurrent positions with companies other than the Company:

External Audit and Supervisory Board Member of JTB Corp.

External Director of Sompo Japan Nipponkoa Insurance Inc.

External Overseer of Audits and Corporate Policy of Seiko Instruments Inc.

Notes:

1. Mr. Norimasa Kuroda is a nominee for External Director.
2. The Company concluded a contract with Mr. Norimasa Kuroda to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations. If he is appointed as proposed, the Company intends to maintain the above contract.
3. Mr. Norimasa Kuroda is currently an External Director of the Company and he will have served for two (2) years since his appointment at the time of conclusion of this Ordinary General Meeting of Shareholders.
4. The Company has given notice to the Tokyo Stock Exchange, Inc. (TSE) of Mr. Norimasa Kuroda as an Independent Director in compliance with TSE provisions.

No.	Name (Date of birth)	Brief personal profile, title, responsibility and important concurrent positions with companies other than the Company		To be newly Appointed External Independent
11	Yoshiyuki Imai (February 8, 1956) Number of the Company's shares held: 0	April 1978	Joined The Yasuda Mutual Life Insurance Company	
		April 1995	Head of Numazu Branch of The Yasuda Mutual Life Insurance Company	
		April 2008	Director and Head of Osaka Central Branch of Meiji Yasuda Life Insurance Company	
		April 2011	Executive Director of Meiji Yasuda Mental Health Foundation	
		April 2011	President and Representative Director of Meiji Yasuda Insurance Service Company, Limited (to the present)	

Reasons for the election as a nominee for External Director:

Mr. Yoshiyuki Imai was selected as a nominee for new External Director, on the basis of his considerable management experience and wide-ranging insight, which are expected steadily to help strengthen governance system including enhancing supervisory functions for the execution of the duties of Directors from an independent point of view.

Notes:

1. Mr. Yoshiyuki Imai is a nominee for External Director.
2. Mr. Yoshiyuki Imai will retire from his position as President and Representative Director of Meiji Yasuda Insurance Service Company, Limited as of March 31, 2017.
3. The Company plans to conclude a contract with Mr. Yoshiyuki Imai to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations.
4. The Company has given notice to the Tokyo Stock Exchange, Inc. (TSE) of Mr. Yoshiyuki Imai as a prospective Independent Director in compliance with TSE provisions.

Proposal No. 3: Election of One (1) Audit and Supervisory Board Member

Audit and Supervisory Board Member Mr. Mitsuyoshi Toyama will resign upon conclusion of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that the following one (1) nominee be appointed as Audit and Supervisory Board Member.

The Audit and Supervisory Board has consented to this proposal.

The nominee for Audit and Supervisory Board Member is as follows.

Name (Date of birth)	Brief personal profile, title and important concurrent positions with companies other than the Company	To be newly appointed
Kouji Kawakubo (October 7, 1956) Number of the Company's shares held: 0	April 1980	Joined The Yasuda Trust and Banking Co., Ltd.
	October 1999	General Manager of Consulting Department of The Yasuda Trust and Banking Co., Ltd.
	April 2007	Executive Officer and General Manager of Corporate Business Planning Department of Mizuho Trust & Banking Co., Ltd.
	April 2009	Managing Executive Officer and General Manager of Consulting Department of Mizuho Bank, Ltd.
	April 2011	Managing Executive Officer in charge of Branches; and Deputy Officer in charge of Corporate Banking, of Mizuho Bank, Ltd.
	April 2012	Managing Executive Officer in charge of Sales Offices of Mizuho Bank, Ltd.
	March 2013	President and Representative Director of Mizuho Trust Realty Co., Ltd.
	July 2015	President and Representative Director of Mizuho Realty Co., Ltd. (to the present)

Reasons for the election as a nominee for Audit and Supervisory Board Member:

Mr. Kouji Kawakubo was selected as a nominee for new Audit and Supervisory Board Member, on the basis of his considerable management experience and wide-ranging insight, which are expected to help strengthen the audit system.

Notes:

1. Mr. Kouji Kawakubo will retire from his position as President and Representative Director of Mizuho Realty Co., Ltd., a competitor of the Company, as of March 28, 2017.
2. The Company plans to conclude a contract with Mr. Kouji Kawakubo to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations.
3. As Mr. Kouji Kawakubo is to be appointed to fill the position of a resigning Audit and Supervisory Board Member, in accordance with the provisions of the Company's Articles of Incorporation, the term of office shall be the same as the remaining term of office of the resigning Audit and Supervisory Board Member as follows:

Until the conclusion of the Ordinary General Meeting of Shareholders for the 201st Fiscal Term from January 1, 2018 to December 31, 2018

Consolidated Balance Sheet
(As of December 31, 2016)

(Millions of yen)

(Assets)		(Liabilities)	
Item	Amount	Item	Amount
Current assets	228,762	Current liabilities	179,554
Cash and deposits	46,251	Short-term borrowings	87,600
Notes and operating accounts receivable	8,401	Current portion of bonds	20,761
Real estate for sale	37,085	Accounts payable, trade	8,390
Real estate for sale in progress	58,266	Accrued income taxes	2,557
Real estate for development	51,817	Deferred income taxes	24
Deferred income taxes	2,098	Provision for compensation for completed construction	11
Other current assets	25,040	Provision for bonuses	623
Allowance for doubtful accounts	(197)	Provision for bonuses to directors	41
Fixed assets	1,085,796	Provision for environmental measures	219
Property and equipment	770,761	Deposits received under Real Estate Specified Joint Enterprise Act	10,507
Buildings and structures	237,844	Other current liabilities	48,816
Land	519,251	Long-term liabilities	809,410
Construction in progress	3,463	Bonds	115,000
Other property and equipment	10,201	Long-term borrowings	498,385
Intangible assets	112,427	Deferred income taxes	24,387
Leaseholds	106,181	Deferred income taxes on land revaluation	27,277
Other intangible assets	6,246	Provision for retirement benefits for directors	273
Investments and other assets	202,608	Provision for environmental measures	54
Investment securities	124,888	Guarantee deposits received	71,868
Investments in silent partnerships	6,327	Net defined benefit liability	10,983
Long-term loans	33	Deposits received under Real Estate Specified Joint Enterprise Act	48,853
Deferred income taxes	1,302	Other long-term liabilities	12,327
Lease and guarantee deposits	20,941	Total Liabilities	988,965
Net defined benefit asset	1,743	(Net Assets)	
Other investments and other assets	47,458	Shareholders' equity	229,775
Allowance for doubtful accounts	(86)	Capital stock	92,451
		Capital surplus	66,722
		Retained earnings	70,629
		Treasury stock	(27)
		Accumulated other comprehensive income	88,112
		Valuation difference on available-for-sale securities	52,934
		Deferred gains or losses on hedges	(152)
		Revaluation reserve for land	30,932
		Foreign currency translation adjustments	3,633
		Remeasurements of defined benefit plans	764
		Non-controlling interests	7,705
		Total Net Assets	325,593
Total Assets	1,314,558	Total Liabilities and Net Assets	1,314,558

Note: Figures less than a million are rounded down.

Consolidated Statement of Income
(From January 1, 2016 to December 31, 2016)

(Millions of yen)

Item	Amount	
Revenue from operations		254,498
Cost of revenue		190,433
Gross profit		64,064
Selling, general and administrative expenses		27,701
Operating income		36,363
Non-operating income		
Interest and dividend income	1,797	
Equity in earnings of affiliated companies	1,842	
Other non-operating income	615	4,255
Non-operating expenses		
Interest expenses	7,348	
Borrowing fee	1,281	
Bond issuance cost	171	
Dividends paid under Real Estate Specified Joint Enterprise Act	838	
Other non-operating expenses	343	9,983
Ordinary income		30,635
Extraordinary income		
Gain on sales of fixed assets	2,883	
Gain on sales of investment securities	275	
Gain on sale of investments	816	
Gain on step acquisitions	49	
Compensation income	138	4,164
Extraordinary loss		
Loss on sales of fixed assets	18	
Loss on disposal of fixed assets	139	
Loss on sales of subsidiaries and affiliates' stock	93	
Impairment loss	1,456	1,708
Income before income taxes		33,091
Current income taxes	5,729	
Deferred income taxes	6,898	12,627
Net income		20,463
Net income attributable to non-controlling interests		721
Net income attributable to owners of the parent		19,742

Note: Figures less than a million are rounded down.

Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2016 to December 31, 2016)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of the current term	92,451	66,479	56,172	(22)	215,080
Changes in items during the term					
Dividends from surplus			(5,206)		(5,206)
Net income attributable to owners of the parent			19,742		19,742
Acquisition of treasury stock				(5)	(5)
Disposal of treasury stock		(0)		0	0
Changes due to business combinations			(78)		(78)
Change in treasury shares of parent arising from transactions with non-controlling shareholders		242			242
Net amount of changes in items other than shareholders' equity					
Total amount of changes during the term	-	242	14,456	(5)	14,694
Balance at end of the current term	92,451	66,722	70,629	(27)	229,775

	Accumulated other comprehensive income						Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of the current term	51,631	(249)	29,417	5,020	670	86,490	10,959	312,530
Changes in items during the term								
Dividends from surplus								(5,206)
Net income attributable to owners of the parent								19,742
Acquisition of treasury stock								(5)
Disposal of treasury stock								0
Changes due to business combinations								(78)
Change in treasury shares of parent arising from transactions with non-controlling shareholders								242
Net amount of changes in items other than shareholders' equity	1,302	96	1,515	(1,387)	94	1,621	(3,253)	(1,631)
Total amount of changes during the term	1,302	96	1,515	(1,387)	94	1,621	(3,253)	13,062
Balance at end of the current term	52,934	(152)	30,932	3,633	764	88,112	7,705	325,593

Note: Figures less than a million are rounded down.

Non-Consolidated Balance Sheet
(As of December 31, 2016)

(Millions of yen)

(Assets)		(Liabilities)	
Item	Amount	Item	Amount
Current assets	173,634	Current liabilities	164,356
Cash and deposits	12,494	Short-term borrowings	88,933
Accounts receivable, trade	6,747	Current portion of bonds	19,000
Investments in silent partnerships of subsidiaries and affiliates	557	Accounts payable, trade	6,005
Real estate for sale	8,893	Accrued expenses	6,821
Real estate for sale in progress	58,547	Accrued income taxes	956
Real estate for development	51,818	Advances received	20,612
Advance payments, trade	3,794	Deposits received	10,677
Advance expenses	1,368	Provision for bonuses	190
Deferred income taxes	835	Provision for environmental measures	219
Short-term loans receivable	15,881	Deposits received under Real Estate Specified Joint Enterprise Act	10,507
Other current assets	13,325	Other current liabilities	433
Allowance for doubtful accounts	(629)		
Fixed assets	887,941	Long-term liabilities	576,926
Property and equipment	606,302	Bonds	115,000
Buildings	137,852	Long-term borrowings	286,252
Structures	1,871	Deferred income taxes	20,239
Machinery and equipment	656	Deferred income taxes on land revaluation	27,277
Vehicles	0	Accrued severance indemnities	6,414
Furniture and equipment	576	Provision for environmental measures	31
Land	462,258	Provision for loss on business of subsidiaries and affiliates	326
Lease assets	0	Guarantee deposits received	67,059
Construction in progress	3,086	Deposits received under Real Estate Specified Joint Enterprise Act	48,853
Intangible assets	14,962	Asset retirement obligations	194
Leaseholds	14,827	Other long-term liabilities	5,277
Other intangible assets	134		
Investments and other assets	266,676	Total Liabilities	741,283
Investment securities	96,038		
Shares and investments in subsidiaries and affiliates	65,108	(Net Assets)	
Investments in other securities of affiliated companies	23,991	Shareholders' equity	240,095
Investments in silent partnerships	1,980	Capital stock	92,451
Investments in silent partnerships of subsidiaries and affiliates	30,888	Capital surplus	63,729
Long-term loans to subsidiaries and affiliates	23,159	Legal capital reserve	63,729
Lease and guarantee deposits	12,452	Other capital surplus	0
Other investments and other assets	16,374	Retained earnings	83,946
Allowance for doubtful accounts	(73)	Other retained earnings	83,946
Allowance for investment losses	(3,244)	(Reserve for reduction entry of property replacement)	5,328
		(Retained earnings brought forward)	78,617
		Treasury stock	(32)
		Valuation and translation adjustments	80,197
		Valuation difference on available-for-sale securities	49,417
		Deferred gains or losses on hedges	(152)
		Revaluation reserve for land	30,932
		Total Net Assets	320,292
Total Assets	1,061,575	Total Liabilities and Net Assets	1,061,575

Note: Figures less than a million are rounded down.

Non-Consolidated Statement of Income
(From January 1, 2016 to December 31, 2016)

(Millions of yen)

Item	Amount	
Revenue from operations		
Revenue from building business	72,003	
Revenue from residential business	67,951	
Revenue from other businesses	1,147	141,102
Cost of revenue		
Cost of building business	47,481	
Cost of residential business	53,272	
Cost of other businesses	1,734	102,488
Gross profit		38,613
Selling, general and administrative expenses		15,402
Operating income		23,211
Non-operating income		
Interest and dividend income	2,124	
Other non-operating income	258	2,383
Non-operating expenses		
Interest expenses	5,174	
Borrowing fee	746	
Bond issuance cost	171	
Dividends paid under Real Estate Specified Joint Enterprise Act	845	
Provision of allowance for doubtful accounts	445	
Other non-operating expenses	180	7,564
Ordinary income		18,030
Extraordinary income		
Gain on sales of investment securities	104	
Gain on sales of investments in capital	816	
Gain on redemption of securities of subsidiaries and affiliates	1,044	
Reversal of allowance for investment loss	134	
Gain on extinguishment of tie-in shares	1,700	3,800
Extraordinary loss		
Loss on disposal of fixed assets	76	
Loss on sales of subsidiaries and affiliates' stock	97	
Write-down of securities of subsidiaries and affiliates	199	
Provision for loss on business of subsidiaries and affiliates	326	
Impairment loss	452	1,152
Income before income taxes		20,679
Current income taxes	2,329	
Deferred income taxes	5,590	7,920
Net income		12,758

Note: Figures less than a million are rounded down.

Non-Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2016 to December 31, 2016)

(Millions of yen)

	Shareholders' equity						
	Capital stock	Capital surplus			Retained earnings		
		Legal capital reserve	Other Capital surplus	Total Capital surplus	Other retained earnings		Total retained earnings
				Reserve for reduction entry of property replacement	Retained earnings brought forward		
Balance at beginning of the current term	92,451	63,729	0	63,729	5,191	71,202	76,393
Changes in items during the term							
Dividends from surplus						(5,206)	(5,206)
Net income						12,758	12,758
Acquisition of treasury stock							
Disposal of treasury stock			(0)	(0)			
Increase in reserve for reduction entry of property replacement due to change in tax rate					137	(137)	
Net amount of changes in items other than shareholders' equity							
Total amount of changes during the term	-	-	(0)	(0)	137	7,414	7,552
Balance at end of the current term	92,451	63,729	0	63,729	5,328	78,617	83,946

	Shareholders' equity		Valuation and translation adjustments				Total net assets
	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Total valuation and translation adjustments	
Balance at beginning of the current term	(27)	232,547	48,239	(249)	29,417	77,407	309,955
Changes in items during the term							
Dividends from surplus		(5,206)					(5,206)
Net income		12,758					12,758
Acquisition of treasury stock	(5)	(5)					(5)
Disposal of treasury stock	0	0					0
Increase in reserve for reduction entry of property replacement due to change in tax rate		-					-
Net amount of changes in items other than shareholders' equity			1,178	96	1,515	2,789	2,789
Total amount of changes during the term	(5)	7,547	1,178	96	1,515	2,789	10,336
Balance at end of the current term	(32)	240,095	49,417	(152)	30,932	80,197	320,292

Note: Figures less than a million are rounded down.