

April 16, 2018

(Translation)

Dear Sir/Madam,

Company: JP-HOLDINGS, INC.  
Representative: Kazuhiro Ogita,  
President and Representative Director  
(Stock Code: 2749, First Section of TSE)  
Contact: Mika Matsumiya,  
General Manager, Administration Division  
(Tel: +81 52 933 5419)

### **Notice of Request by Shareholder to Hold an Extraordinary Shareholders Meeting**

JP-HOLDINGS, INC. announces that the Company received a document dated April 13, 2018 (hereinafter referred to as the “Document”) from shareholders on April 16, 2018, which requests to convene an extraordinary shareholders meeting. Details are as follows.

#### 1. The shareholders who made the request

The Document indicates that demanders are Fresia Advisors Co., Ltd., Mr. Hirotaka Inagaki, Ms. Reiko Yoshida, Mr. Koryu Oh, and Mr. Kuniaki Do (hereinafter these shareholders are collectively referred to as the “Demanders”). The Demanders are shareholders that continue to hold a combined share of at least 3/100 (3%) of the shareholder voting rights for six months.

#### 2. Content of the request

##### (1) Matter that is the purpose of the Shareholders Meeting

- (i) Partial amendment of the Articles of Incorporation
- (ii) Termination of one director (director subject to termination: Kazuhiro Ogita)

##### (2) Reason for convocation (summary)

According to the Document, the board of directors of the Company did not reach an appropriate judgment that the target director should be terminated, and so a shareholders meeting should be convened and held again, so that the Company’s board of directors will offer sufficient information to shareholders without collusion. The Demanders believe that the shareholders meeting will reach a conclusion that the target director should be terminated. The outline of each proposal mentioned in this document is as follows.

#### [Purpose 1: Partial amendment of the Articles of Incorporation]

##### (Summary)

If approved at the shareholders meeting, In Article 28 (Method for terminating directors), “Two thirds or more” is to be changed to “a majority.”

(Reasons and intent of the proposal)

In the Company, a majority of shareholders need to approve the appointment of a director, but the termination of a director needs to be approved by at least two thirds of shareholders. This implies that directors are attempting to save their own skins. This is not desirable, from the viewpoint of corporate governance.

[Purpose 2: Termination of one director (director subject to termination: Kazuhiro Ogita)]

(Summary)

The target director is to be terminated.

(Reasons and intent of the proposal)

The reason why the proposal that had the same content as this proposal was rejected at the extraordinary shareholders meeting held on March 23, 2018 is that the Company had specified a provision regarding the exercise of voting rights so that it would be beneficial to the Company. It is hard to say that the intentions of shareholders were properly reflected in the resolution, and that proposal was rejected based on the collusion in the board of directors of the Company.

Also, sophistries of the Company which are described in the press release dated February 20, 2018 distorted shareholders' intention, which led to the proposal being denied at the above-mentioned extraordinary shareholders meeting.

### 3. The Company's policy in response to this request

With regard to the Company's thinking and policy in response to this request, the Company will disclose the information as soon as it is determined after carefully considering the content of the request.