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Stock Exchange Code 7994 June 6, 2016

To Shareholders with Voting Rights:

Masayuki Nakamura President & Representative Director Okamura Corporation 7-18, Kitasaiwai 2-chome, Nishi-Ku, Yokohama

NOTICE OF THE 81ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage. First, we would like to express our sincere condolences to the victims of the 2016 Kumamoto Earthquake.

You are cordially invited to attend the 81st Annual General Meeting of Shareholders of Okamura Corporation (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it to us, or input your vote for or against the proposal at the website for exercising voting rights (http://www.evote.jp) designated by the Company. In either case, please exercise your voting rights by 5:20 p.m. on Monday, June 27, 2016, Japan time.

1. Date and Time: Tuesday, June 28, 2016 at 10:00 a.m. Japan time

2. Place: Banquet Room "Jubilee" on the 5th floor of HOTEL YOKOHAMA CAMELOT Japan located at 11-3, Kitasaiwai 1-chome, Nishi-Ku, Yokohama, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

81st Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of 20 Directors
Proposal 4: Election of 1 Corporate Auditor

Proposal 5: Election of 2 Substitute Corporate Auditors

4. Remarks on exercising voting right

Please note that any voting right exercised without indicating for or against a proposal will be counted as a vote for approval of the proposal.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

- Should the Reference Documents for the General Meeting of Shareholders and the Appendix require revisions, the revised versions will be posted on the Company's website (http://www.okamura.co.jp/).
- This notice of the General Meeting of Shareholders and the Appendix, as well as their English translation can be viewed at the Company's website.

Guidance on exercise of voting rights

Exercise of voting rights at Shareholders' Meeting is one of the important rights of the shareholders.

You can exercise your voting rights following either of the procedures as follows.

Please review the attached Reference Documents for the General Meeting of Shareholders (from page 5 to 23) and exercise your voting rights.

If you attend the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Also, please bring this notice of convocation with you.

If you are unable to attend the meeting

When exercising voting rights in writing

Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:20 p.m. on Monday, June 27, 2016, Japan time.

When exercising voting rights via the Internet

Please access the website for exercise of voting rights and exercise your voting rights by 5:20 p.m. on Monday, June 27, 2016, Japan time.

For the actual procedure, please refer to the following page.

The Company participates in an electronic voting rights exercise platform for institutional investors operated by Investor Communications Japan.

Procedure to exercise voting rights via the Internet

You can exercise your voting rights via the Internet only by using the website for exercise of voting rights (http://www.evote.jp/) designated by the Company. (You cannot access the website from 2:00 a.m. to 5:00 a.m. daily. You may not be able to use the website depending on your Internet environment.) If you attend the meeting in person, you will not need to exercise your voting rights by mailing Voting Rights Exercise Form or via the Internet.

How to use the website for exercise of voting rights

Access the website for exercise of voting rights (http://www.evote.jp/)

1) Click "to the next page."

Log into the website

- Enter the log-in ID and "temporary password" printed on your Voting Rights Exercise Form.
- 3) Click "log-in."

Register a new password

- 4) Enter a new password both in the fields of "New password" and "New password (for confirmation)." Please make sure not to forget your new password.
- 5) Člick "send."

When a message asking you to confirm is displayed, click "confirmed." Then, follow the instructions on the screen and enter your vote for or against the proposal.

Remarks

- If you exercise your voting rights both by mailing Voting Rights Exercise Form and via the Internet, your vote via the Internet shall be deemed valid. If you exercise your voting rights via the Internet multiple times, the vote cast last shall be deemed valid.
- Any fees (connection fees to the Internet providers or telecommunication costs, etc.) incurred when using the website for exercise of voting rights shall be borne by the shareholders.
- Exercise of voting rights via the Internet shall be accepted by 5:20 p.m. on Monday, June 27, 2016, Japan time, but it is advisable to exercise voting rights at your earliest convenience and contact the help desk should any questions arise.
- Handling of password
 - 1. Log-in ID and temporary password will be newly issued each time Shareholders' Meeting is convened.
 - 2. As the password is the mean to identify a person exercising voting rights as the shareholder, please make sure to keep your password safe. Please be advised that the Company will not respond to the inquiries on the phone regarding password.

For Inquiries with Respect to the Exercise of Voting Rights via the Internet (Help Desk)

Stock Transfer Agency Department of Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027 (toll-free) Operating hours: 9:00 a.m. to 9:00 p.m.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Distribution of Surplus

The Company considers an adequate return of profits to shareholders to be one of its most important management priorities.

The Company intends to distribute an appropriate share of profits in accordance with its business performance, and will endeavor to maintain a stable dividend payout while taking into consideration its financial position, future business developments and retained earnings.

The distribution of year-end dividends for the fiscal year under review is proposed as follows. As a result, including the interim dividends (¥10.00 per share) already paid, the annual dividends will be ¥24 per share.

- (1) Type of dividend property Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof

14 yen per share of the Company's common shares (ordinary dividends of \mathbb{\pm}10 and commemorative dividends for the Company's 70th anniversary of \mathbb{\pm}4) Total amount: \mathbb{\mathbb{\pm}}1,544,589,984

(3) Effective date of distribution of surplus June 29, 2016

Proposal 2: Partial Amendments to the Articles of Incorporation

(1) Reasons for amendments

It is proposed to add a business purpose in Article 2 (Purposes) of the current Articles of Incorporation, in order to prepare for the future expansion of the healthcare furniture business, etc.

(2) Detail of the amendments

The detail of the amendments is as follows.

(Underlined parts are amended.)

Current	Proposed amendments
(Purposes) Article 2. The purposes of the Company shall be to engage in the following businesses: 19. (Omitted) 10. Design, manufacture and sales of automatic controllers for machinery and appliances	(Purposes) Article 2. (Unchanged) 19. (Unchanged) 10. Design, manufacture and sales of automatic controllers for machinery and appliances, and medical equipment and other machinery, and appliances
1113. (Omitted)	1113. (Unchanged)

Proposal 3: Election of 20 Directors

The terms of office of all the Directors (18 Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of 20 Directors is proposed.

The candidates are as follows:

No	Name		Current positions
No.	Name		and responsibilities at the Company
1	Kikuo Nakamura	Reelection	Chairman & CEO
2	Masayuki Nakamura	Reelection	President & Representative Director
3	Kiyoshi Sato	Reelection	Senior Managing Director
4	Hiroki Iwashita	Reelection	Senior Managing Director
5	Shigeji Kikuchi	Reelection	Managing Director
6	Toshikazu Iwata	Reelection	Managing Director
7	Teiichi Toshida	Reelection	Managing Director
8	Fumio Yamamoto	Reelection	Director
9	Nobuyuki Iizuka	Reelection Outside Director Independent Director	Director
10	Kanji Nishiura	New election Outside Director	
11	Hiromi Asano	New election Outside Director Independent Director	
12	Seiji Koguma	Reelection	Director
13	Akio Nakajima	Reelection	Director
14	Hajime Kaneko	Reelection	Director
15	Kenichi Yamaki	Reelection	Director
16	Ken Inoue	Reelection	Director
17	Makoto Tajiri	Reelection	Director
18	Hiroshi Makino	New election	
19	Shinji Sakatoku	New election	
20	Naoki Kono	New election	

No.1			Reelection			
	■ Past experience, positions and responsibilities at the Company					
	April 1957 Joined the Company	June 1992	Senior Managing Director of the Company			
	February 1973 Director of the Company	November 1993	President & Representative Director of the Company			
	February 1981 Managing Director of the	April 2004	Chairman & CEO of the Company			
Kikuo Nakamura	Company		(current position)			
Date of birth:	■ Significant concurrent positions					
October 25, 1933	Chairman, Japan Office and Institutional Furni	ture Association, and	Vice Chairman, New Office			
, , , , , , , , , , , , , , , , , , , ,	Promotion Association	··· · , · · · · , · · · · · · · · · · ·	,			
Number of shares of	 Reasons for nomination as a candidate for 	r Director				
the Company held:	Since joining the Company in 1957, Mr. Kikuo	Nakamura has been	engaged mainly in the Office Furniture			
243,418	business. After assuming the office of Director		• •			
,	Okamura Corporation, as well as knowledge and experiences required to execute corporate management in					
	an appropriate and fair manner, through assuming key positions including Senior Sales General Manager,					
	Senior General Manager of Store Displays Division, as well as the post of President from 1993 to 2004.					
	Accordingly, the Company nominated him as the candidate for the post of Director based on the belief that					
	1 2 3 7	he would be capable of executing his duties appropriately, and fulfilling his role and responsibilities as				
	Chairman & CEO, with his extensive knowledge		•			

No. 2				Reelection	
	■ Past experience, positions and responsibilities at the Company				
	April 1973	Joined the Company	June 2007	Senior Managing Director of the Company	
	June 1996	Director of the Company	June 2012	President & Representative Director of the Company (current position)	
Masayuki Nakamura	June 2001	Managing Director of the Company			
Date of birth: March 19, 1951	■ Significant concurrent positions President & Representative Director of Kansai Okamura Manufacturing Co., Ltd.				
Number of shares of the Company held: 72,340	Reasons Since joining to office-related experience at 0 management in Manager of Pl Company nom capable of exe	for nomination as a candidate for the Company in 1973, Mr. Masa business. After assuming the off Okamura Corporation, as well as an appropriate and fair manner anning Division and Senior Gen annated him as the candidate for	or Director yuki Nakamura havice of Director in 1 s knowledge and extended assuming the post of Director and fulfilling his ro	s been engaged mainly in the 996, he has accumulated a wealth of speriences required to execute corporate g key positions including Senior General roduction Division. Accordingly, the r based on the belief that he would be alle and responsibilities as President &	

No. 3				Reelection
	■ Past experi	ence, positions and responsibilitie	s at the Compan	ny
	April 1973	Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	June 2002	General Manager, Accounting and Finance Department, Accounting and Finance Division of the Company
	February 2001	General Manager, Marunouchi Branch Office of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	April 2004	General Manager, Accounting and Finance Department, Administration Division of the Company
	May 2002	Joined the Company	June 2007	Managing Director of the Company
Kiyoshi Sato	June 2002	Director of the Company	June 2007	Senior General Manager, Administration Division of the
Date of birth:				Company (current position)
August 10, 1950			June 2012	Senior Managing Director of the Company (current position)
Number of shares of the Company held: 44,000	President & Rep of Okamura Bus Reasons fo Mr. Kiyoshi Sat Since then, he ha required to exec including Gener The Bank of Tol Company in the Manager of Adn post of Director	siness Support Corporation or nomination as a candidate for D o joined Mitsubishi Bank (current as accumulated a wealth of experi- ute corporate management in an a al Manager, Marunouchi Branch (kyo-Mitsubishi UFJ, Ltd.) in 2001 same year, General Manager of A ninistration Division. Accordingly based on the belief that he would e and responsibilities as Senior Ma	irector The Bank of To ence at a bank, a ppropriate and fa Office of The Ba, Director of the accounting and Forther Company in the Company in the capable of ex	kyo-Mitsubishi UFJ, Ltd.) in 1973. s well as knowledge and experiences air manner, through assuming positions nk of Tokyo-Mitsubishi, Ltd. (current Company in 2002 after joining the inance Department, and Senior General nominated him as the candidate for the ecuting his duties appropriately, and with his extensive knowledge and

No.4					Reelection
	■ Past experi	ence, positions and responsibilities	es at the Compan	y	
	April 1973	Joined the Company	June 2004	Director of the Compan	y
	February 1994	Senior Marketing General Manager of the Company	June 2008	Managing Director of the	ne Company
	September 1995	General Manager, Procurement Department, Administration	June 2012	Senior Managing Direct Company (current posit	
Hiroki Iwashita	December	Division of the Company Senior Marketing General			
Date of birth:	2000	Manager of the Company			
July 21, 1949		(current position)			
Number of shares of the Company held: 39,969	Since joining the procurement and accumulated a wrequired to execute including Senior for the post of D	or nomination as a candidate for De Company in 1973, Mr. Hiroki Ivel development-related businesses. Wealth of experience at Okamura Coute corporate management in an at Marketing General Manager. Achirector based on the belief that he is role and responsibilities as Senice.	vashita has been After assuming Corporation, as w ppropriate and fa cordingly, the Co would be capab	the office of Director in 20 yell as knowledge and experiment manner, through assuming the office of executing his duties a	004, he has riences ing positions the candidate ppropriately,

No. 5				Reelection	
	■ Past experi	ence, positions and responsibilitie	s at the Compa	ny	
	April 1977	Joined the Company	April 2008	General Manager, East Tokyo Regional Sales Office, Office Sales Division of the Company	
		Fukuoka Branch Manager, Kyushu and Chugoku Regional Sales Office, Sales Division of the Company	June 2009	Director of the Company	
Shigeji Kikuchi	April 2003	Shinjuku Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company	June 2012	Managing Director of the Company (current position)	
Date of birth: March 21, 1955 Number of shares of	June 2005	General Manager, West Tokyo Regional Sales Office, Sales Division of the Company	April 2015	Senior General Manager, Tokyo Regional Sales Office, Office Sales Division of the Company (current position)	
the Company held: 17,100	Significant concurrent positions				
17,100	President & Representative Director of Td Japan Ltd.				
		or nomination as a candidate for Di			
	furniture-related experience at Ok management in a East Tokyo Regi Accordingly, the he would be cap	camura Corporation, as well as known appropriate and fair manner, the ional Sales Office and Senior General Company nominated him as the company nominated him as	ce of Director in owledge and ex- rough assuming eral Manager, T candidate for the oriately, and ful	n 2009, he has accumulated a wealth of periences required to execute corporate positions including General Manager of Tokyo Regional Sales Office. e post of Director based on the belief that filling his role and responsibilities as	

No.6				Reelection
	■ Past experi	ence, positions and responsibilities	es at the Compar	ny
	April 1977	Joined the Company	June 2005	General Manager, East Tokyo Regional Sales Office, Sales Division of the Company
	October 1993	Kyoto Branch Manager, Kansai Regional Sales Office, West Japan Sales Division, Sales Administration Division of the Company	April 2008	General Manager, West Tokyo Regional Sales Office, Office Sales Division of the Company
Toshikazu Iwata Date of birth:	September 1998	Kobe Branch Manager, Kansai Regional Sales Office, Office Furniture Division of the Company	June 2010	Director of the Company
December 28, 1954	February 2001	General Manager, Dealer Promotion Department, Sales Division of the Company	June 2012	Managing Director of the Company (current position)
Number of shares of the Company held: 19,400		. ,	April 2015	Senior General Manager, Healthcare Division of the Company (current position)
	Since joining the furniture-related experience at Ol management in a West Tokyo Reg Company nomir capable of execu	camura Corporation, as well as kn an appropriate and fair manner, th gional Sales Office, and Senior Gen ated him as the candidate for the	cu Iwata has been ce of Director in owledge and ex rough assuming eneral Manager post of Director fulfilling his rol	n engaged mainly in the office n 2010, he has accumulated a wealth of periences required to execute corporate g positions including General Manager of of Healthcare Division. Accordingly, the based on the belief that he would be le and responsibilities as Managing

No. 7				Reelection
	Past exper	ience, positions and responsibilitie	es at the Compa	ny
	April 1975	Joined the Company	June 2006	Director of the Company
	March 1991	General Manager, Plant Department IV, Production Division of the Company	June 2006	Senior General Manager, Planning Division of the Company (current position)
	October 1994	General Manager, Information System Department	June 2013	Managing Director of the Company (current position)
Teiichi Toshida		Administration Division of the Company		
Date of birth:	June 2001	General Manager, Corporate		
May 8, 1951		Strategies Department, Planning Division of the Company		
Number of shares of				
the Company held:	■ Reasons fo	or nomination as a candidate for D	irector	
	information syst 2006, he has acc experiences requassuming position nominated him a executing his du	tem and corporate strategies-relate cumulated a wealth of experience uired to execute corporate manage ons including Senior General Man as the candidate for the post of Dir	ed businesses. A at Okamura Cor ement in an appr ager of Planning rector based on	engaged mainly in the production, fter assuming the office of Director in poration, as well as knowledge and copriate and fair manner, through g Division. Accordingly, the Company the belief that he would be capable of consibilities as Managing Director, with

No. 8				Reelection
	■ Past exper	ience, positions and responsibilitie	s at the Compa	ny
	October 1977	Joined the Company	June 2008	Director of the Company (current position)
	March 1998	Manager, Store Displays Research Center, Store Displays Division of the Company	July 2008	Senior Marketing General Manager, Store Displays Division of the Company
Fumio Yamamoto Date of birth: February 21, 1951	July 2000	General Manager, Marketing Department, Store Displays Division of the Company	June 2014	Senior General Manager, Store Displays Division of the Company (current position)
Number of shares of the Company held: 22,500	Reasons for nomination as a candidate for Director			

No. 9		Reelection Outside Director Independent Director
	■ Past expe	erience, positions and responsibilities at the Company
	April 1971	Joined MITSUBISHI ESTATE CO., LTD.
	April 1997	General Manager, Construction Business Department of MITSUBISHI ESTATE CO.,
		LTD.
	June 2001	Director of MITSUBISHI ESTATE CO., LTD.
	June 2003	Executive Officer of MITSUBISHI ESTATE CO., LTD.
	April 2004	Senior Executive Officer, and Deputy General Manager of Planning and Administration Division of MITSUBISHI ESTATE CO., LTD.
	June 2005	Deputy President & Representative Director, and General Manager of Planning and Administration Division of MITSUBISHI ESTATE CO., LTD.
	April 2006	Deputy President & Representative Director of MITSUBISHI ESTATE CO., LTD.
	June 2013	Advisor of MITSUBISHI ESTATE CO., LTD. (current position)
Nobuyuki Iizuka	June 2013	President & Representative Director of TOKYO KOTSU KAIKAN (current position)
	June 2014	Director of the Company (current position)
Date of birth:		In Divining the Control of the Contr
May 10, 1948	Significa	nt concurrent positions
		TSUBISHI ESTATE CO., LTD., and President & Representative Director of TOKYO
Number of shares of	KOTSU KAIK	
the Company held:	Reasons	for nomination as a candidate for Outside Director
1,300	Mr. Nobuyuki	Iizuka has held positions including Senior Executive Officer and Deputy President &
		e Director at MITSUBISHI ESTATE CO., LTD. The Company nominated him as the
Attendance at the		he post of Outside Director in the hope that he would utilize his wealth of experience and
Board of Directors		lge accumulated through managing the real estate company that operates globally, from a
Meeting: 92% (11 meetings out of 12		of view, in managing Okamura Corporation.
meetings)		elated to the candidate for Outside Director
incetings)		uki Iizuka is a candidate for Outside Director. The Company has registered him as an
		fficer as set out by the Tokyo Stock Exchange. Subject to the approval of this proposal, the
		s to renew such registration. Taki Iizuka will have served as Outside Director for a period of two years as of the
		this General Meeting of Shareholders.
		o a provision in its articles of incorporation, the Company has entered into agreements with
		rectors under which they will be responsible for liability for the damages stipulated in Article
		1 of the Companies Act to the extent of \(\frac{\pmathbb{4}\to \mathbb{1}\to 1
		e 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has
		or her duties in good faith and without gross negligence.
		approval of the reappointment of Mr. Nobuyuki Iizuka, the Company plans to continue such
		tion agreement with him.
	(4) There are r	no special interests between the candidate and the Company.

No. 10		New election Outside Director		
	■ Past expe	erience, positions and responsibilities at the Company		
	April 1980	Joined Mitsubishi Corporation		
	April 2009	General Manager, Metals Group CEO Office of Mitsubishi Corporation		
	April 2010	Senior Vice President of Mitsubishi Corporation		
	April 2011	Senior Vice President and Division COO, Non-ferrous Metal Div. of Mitsubishi Corporation		
	April 2013	Senior Vice President, Division COO, Mineral Resources Investment Div.1, and General Manager, MDP Dept., of Mitsubishi Corporation		
	April 2014	Senior Vice President, Division COO, Mineral Resources Investment Div. and General Manager, MDP Dept., of Mitsubishi Corporation		
	April 2015	Executive Vice President and Group COO, Metals Group of Mitsubishi Corporation		
Kanji Nishiura	April 2016	Executive Vice President and Group CEO, Metals Group of Mitsubishi Corporation (current position)		
Date of birth:				
February 11, 1958	_	nt concurrent positions		
		e Vice President and Group CEO, Metals Group of Mitsubishi Corporation		
Number of shares of	Reasons for nomination as a candidate for Outside Director			
the Company held:	Mr. Kanji Nishiura has held position of Executive Vice President at Mitsubishi Corporation. The Company			
0		as the candidate for the post of Outside Director in the hope that he would utilize his wealth		
		and broad knowledge accumulated through managing the trading company that operates		
		a practical point of view, in managing Okamura Corporation.		
		elated to the candidate for Outside Director		
	` /	Nishiura is a candidate for Outside Director.		
	` /	a provision in its articles of incorporation, the Company has entered into agreements with		
		rectors under which they will be responsible for liability for the damages stipulated in Article		
		1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set		
		e 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has		
		or her duties in good faith and without gross negligence.		
		approval of the appointment of Mr. Kanji Nishiura, the Company plans to conclude such		
		tion agreement with him.		
	(3) There are n	o special interests between the candidate and the Company.		

No. 11		New election Outside Director Independent Director
	■ Past exper	ience, positions and responsibilities at the Company
	April 1973	Joined The Sumitomo Marine and Fire Insurance Co., Ltd. (current Mitsui Sumitomo
		Insurance Company, Limited)
	June 2001	Director and Executive Officer, General Manager of Integration Promotion Office of The
		Sumitomo Marine and Fire Insurance Co., Ltd.
	October 2001	Director and Executive Officer, General Manager, Corporate Planning Dept. of Mitsui
		Sumitomo Insurance Company, Limited
	April 2004	Director and Managing Executive Officer of Mitsui Sumitomo Insurance Company, Limited
	April 2005	Director and Managing Executive Officer of Mitsui Sumitomo Insurance Company, Limited
	April 2006	Director and Senior Executive Officer of Mitsui Sumitomo Insurance Company, Limited
	_	Director and Senior Executive Officer, and General Manager, Underwriting Division of Mitsui Sumitomo Insurance Company, Limited
	April 2008	Director and Senior Executive Officer of Mitsui Sumitomo Insurance Company, Limited
	71pm 2000	Director of Mitsui Sumitomo Insurance Group Holdings, Inc.
	April 2009	Director, Vice President Executive Officer of Mitsui Sumitomo Insurance Company, Limited
		Director of Mitsui Sumitomo Insurance Group Holdings, Inc.
	April 2010	Vice President Executive Officer, General Manager of Tokyo Commercial Business Div.
Hiromi Asano	P	2nd and General Manager for Claim Handling Service Innovation, Tokyo Commercial
111101111111110		Business Div. 2nd of Mitsui Sumitomo Insurance Company, Limited
Date of birth:	April 2011	Advisor of Mitsui Sumitomo Insurance Company, Limited
December 13, 1950	June 2011	Executive Director of The General Insurance Association of Japan
,	June 2014	Director of The Toa Reinsurance Company, Limited (current position)
Number of shares of	July 2014	President of MS&AD Business Support Company, Ltd.
the Company held:	July 2014	Corporate Auditor of Midorifuji Corporation (current position)
0		
	■ Significan	t concurrent positions
		Toa Reinsurance Company, Limited
		tor of Midorifuji Corporation
	Reasons for	or nomination as a candidate for Outside Director
	Mr. Hiromi Asa	no has held positions of Managing Executive Officer and Vice President Executive Officer
	of Mitsui Sumit	omo Insurance Company, Limited. The Company nominated him as the candidate for the
	post of Outside	Director in the hope that he would utilize his wealth of experience and broad knowledge
	accumulated thr	ough managing the insurance company that operates globally, from a practical point of
	view, in managi	ng Okamura Corporation.
	1	lated to the candidate for Outside Director
	` /	Asano is a candidate for Outside Director. Subject to the approval of this proposal, the
		to register him as an independent officer.
		a provision in its articles of incorporation, the Company has entered into agreements with
		ctors under which they will be responsible for liability for the damages stipulated in Article
		of the Companies Act to the extent of ¥10 million or the minimum liability amount set
		425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Director has
		r her duties in good faith and without gross negligence.
		opproval of the appointment of Mr. Hiromi Asano, the Company plans to conclude such on agreement with him.
		on agreement with nim. special interests between the candidate and the Company.
	(3) There are no	special interests between the candidate and the Company.

No.12				Reelection
	■ Past expe	rience, positions and responsibiliti	es at the Company	
	April 1974	Joined the Company	January 1999	General Manager, Office Marketing Department, Development Division of the Company
Seiji Koguma	March 1993	General Manager, Office Marketing Department, Marketing Division of the Company	December 2000	Senior General Manager, Design Division of the Company (current position)
Date of birth: March 3, 1951 Number of shares of the Company held:	April 1996	General Manager, Office Marketing Department, Office Furniture Division of the Company	June 2008	Director of the Company (current position)
51,400	■ Reasons f	For nomination as a candidate for I	Director	
	office-related be experience at C management in Manager, Desig Director based	usinesses. After assuming the office of the blad was an appropriate and fair manner, the gn Division. Accordingly, the Con	ce of Director in 20 nowledge and expendence of assuming propany nominated hable of executing h	im as the candidate for the post of is duties appropriately, and fulfilling

No.13				Reelection
	■ Past expe	rience, positions and responsibilities	es at the Compan	у
	February 1979	9 Joined the Company	January 2012	Osaka Branch Manager, Kansai Regional Sales Office, Office Sales Division of the Company
Akio Nakajima	April 1998	North Osaka Branch Manager, Kansai Regional Sales Office, Office Furniture Division of the Company	June 2012	Director of the Company (current position)
Date of birth: July 6, 1954 Number of shares of	February 2008	8 Central Branch Manager, East Tokyo Regional Sales Office, Sales Division of the Company	June 2012	General Manager, Kansai Regional Sales Office, Office Sales Division of the Company (current position)
the Company held:	Reasons f	For nomination as a candidate for D	irector	
10,100	furniture-relate experience at C management in Kansai Regiona Director based	Okamura Corporation, as well as kn an appropriate and fair manner, th al Sales Office. Accordingly, the C	ce of Director in owledge and exp rough assuming ompany nominat ible of executing	2012, he has accumulated a wealth of eriences required to execute corporate positions including General Manager, ed him as the candidate for the post of his duties appropriately, and fulfilling

No. 14				Reelection
	■ Past experi	ence, positions and responsibilities	s at the Company	
	April 1980	Joined Mitsubishi Bank (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	November 2009	Joined the Company
	July 2000	Ichigaya Branch Manager of The Bank of Tokyo-Mitsubishi, Ltd. (current The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	April 2010	Manager, Overseas Business Strategies Office, International Sales & Marketing Division of the Company
Hajime Kaneko	June 2006	General Manager, Central Shinjuku Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	October 2011	General Manager, Sales Department, International Sales & Marketing Division of the Company
Date of birth: October 29, 1956	February 2008	General Manager, Fukuoka Regional Sales Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.	June 2012	Director of the Company (current position)
Number of shares of the Company held: 13,200		E.d.	June 2012	Senior General Manager, International Sales & Marketing Division of the Company (current position)
	Mr. Hajime Kan Since then, he have required to execute including General (current The Ban the Company in Accordingly, the he would be cap	as accumulated a wealth of experie ute corporate management in an ap al Manager, Fukuoka Regional Sal nk of Tokyo-Mitsubishi UFJ, Ltd.) 2009, and Senior General Manage e Company nominated him as the c	ent The Bank of Tence at a bank, as oppropriate and fain les Office of The in 2008, Directo or of International candidate for the priately, and fulfil	okyo-Mitsubishi UFJ, Ltd.) in 1980. well as knowledge and experiences manner, through assuming positions Bank of Tokyo-Mitsubishi UFJ, Ltd. r of the Company in 2012 after joining Sales & Marketing Division. oost of Director based on the belief that ling his role and responsibilities as

No.15				Reelection
	■ Past expe	rience, positions and responsibilitie	s at the Company	7
	April 1980	Joined the Company	February 2005	General Manager, Tsukuba Plant, Plant Department I, Production Division of the Company
	March 1998	General Manager, Manufacturing Control Department, Fuji Plant, Plant Department II, Production Division of the Company	January 2006	General Manager, Oppama Plant, Plant Department I, Production Division of the Company
Kenichi Yamaki Date of birth: February 20, 1957	May 2000	General Manager, Storage Manufacturing Department, Fuji Plant, Plant Department II, Production Division of the Company	June 2012	Director of the Company (current position)
Number of shares of the Company held: 17,400	June 2001	General Manager, Information System Department, Planning Division of the Company	June 2012	Senior General Manager, Production Division of the Company (current position)
	Since joining the information system wealth of experience corporate management of Direction of Direction in the post of Direction in the post of Direction in the post of Direction of Direction in the post of Direction in the Direction in the post of Direction in the Directi	stem-related businesses. After assur- rience at Okamura Corporation, as a gement in an appropriate and fair re- ger of Production Division. Accordi- tector based on the belief that he wood	Yamaki has been of ming the office of well as knowledg nanner, through a ngly, the Comparuld be capable of	engaged mainly in the production and Director in 2012, he has accumulated a e and experiences required to execute ssuming positions including Senior by nominated him as the candidate for executing his duties appropriately, and a knowledge and broad perspective.

No. 16				Reelection
	■ Past expe	erience, positions and responsibilition	es at the Compan	ny
	April 1979	Joined the Company	March 2009	General Manager, East Tokyo Sales Department, and General Manager, West Tokyo Sales Department, Sales Division, Store Displays Division of the Company
	April 1996	West Chiba Branch Manager, East Tokyo Sales Department, Store Displays Division of the Company	March 2010	General Manager, Tokyo Sales Department, Sales Division, Store Displays Division of the Company
Ken Inoue Date of birth: November 18, 1956 Number of shares of the Company held: 4,200	September 1999	West Branch Manager, West Tokyo Sales Department, Sales Division, Store Displays Division of the Company	June 2014	Director of the Company (current position)
	June 2006	General Manager, West Tokyo Sales Department, Sales Division I, Store Displays Division of the Company	June 2014	Senior Sales General Manager, Store Displays Division of the Company (current position)
	July 2008	General Manager, East Tokyo Sales Department, Sales Division, Store Displays Division of the Company		
	Since joining the business. After	r assuming the office of Director in	ue has been engag 2014, he has acc	ged mainly in the store displays-related numulated a wealth of experience at
	an appropriate Store Displays Director based	and fair manner, through assuming Division. Accordingly, the Compa on the belief that he would be capa	positions including nominated him ble of executing	his duties appropriately, and fulfilling
		sponsibilities as Director, with his e		

No. 17				Reelection
	■ Past experi	ence, positions and responsibilitie	s at the Company	ý
	April 1982	Joined the Company	January 2009	Fukuoka Branch Manager, West Japan Regional Sales Office, Office Sales Division of the Company
		Omiya Branch Manager, East Tokyo Regional Sales Office, Tokyo Sales Department, Sales Division of the Company	January 2012	General Manager, Material Handling Systems Sales Department, Material Handling Systems Division of the Company
Makoto Tajiri	February 2000	Akasaka Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company	June 2015	Director of the Company (current position)
Date of birth: March 3, 1960 Number of shares of the Company held: 4,600	June 2005	Shinjuku Branch Manager, West Tokyo Regional Sales Office, Sales Division of the Company	June 2015	Senior General Manager, Material Handling Systems Division, and General Manager, Material Handling Systems Sales Department of the Company (current position)
	Since joining the material handlin wealth of experi- corporate manag General Manage the candidate for	g-related businesses. After assumi ence at Okamura Corporation, as we gement in an appropriate and fair not of Material Handling Systems D to the post of Director based on the ad fulfilling his role and responsible	Tajiri has been en ng the office of I well as knowledg nanner, through a ivision. Accordin belief that he wo	gaged mainly in the office furniture and Director in 2015, he has accumulated a ge and experiences required to execute assuming positions including Senior ngly, the Company nominated him as ould be capable of executing his duties r, with his extensive knowledge and

No. 18				New election
	■ Past expe	erience, positions and responsibilitie	s at the Compa	ny
	April 1981	Joined Nippon Telegraph and Telephone Public Corporation (current NIPPON TELEGRAPH AND TELEPHONE CORPORATION)	July 2006	General Manager of Financial Sales Department, Corporate Sales Division 1 of NTT Communications Corporation
	April 1999	Manager of NI Sales Promotion Department, Business User Operation Department, Long Distance and International Communications Company Transition Division of NIPPON TELEGRAPH AND TELEPHONE CORPORATION	April 2010	General Manager of Financial Innovation Systems Department, Corporate Sales Division 1 of NTT Communications Corporation
Hiroshi Makino Date of birth: June 23, 1958 Number of shares of the Company held: 3,000	July 1999	Manager of NI Sales Promotion Department, Business User Operation Department of NTT Communications Corporation	June 2011	Director in charge of Sales Division, and General Manager of Financial Solution Sales Department 1 of NTT Solco Corporation
	July 2001	General Manager of Sales Department 1, Tokyo Area Branch Office, Business User Operation Department of NTT Communications Corporation	June 2015	Joined the Company
	April 2005	Manager of Financial Sales Department, Corporate Sales Division 1 of NTT Communications Corporation	June 2015	Senior General Manager, Telecom Sales Division, and General Manager, Telecom Sales Department of the Company (current position)
	Since joining I accumulated a Corporation in an appropriate Manager of Te and the Compacter in the Compacter	and fair manner. After joining the Celecom Sales Division and General Many nominated him as the candidate	ablic Corporation of companies in periences required company in 201 Manager of Finator the post of 2010 and 201	ncluding NTT Communications red to execute corporate management in

No. 19				New election				
	■ Past expe	Past experience, positions and responsibilities at the Company						
	April 1982	Joined the Company	February 2008	General Manager, West Japan Sales Department, Sales Division II, and Branch Manager of Kyushu West Branch, Store Displays Division of the Company				
Shinji Sakatoku Date of birth: July 16, 1959 Number of shares of the Company held:	March 1997 July 1999	Branch Manager of Osaka East Branch, Osaka East Sales Department, Store Displays Division of the Company Branch Manager of Osaka West Branch, Kinki Sales Department, Sales Division, Store Displays Division of the Company	June 2014	General Manager, West Japan Sales Department, Sales Division, Store Displays Division of the Company (current position)				
4,000	Since joining the Displays-relate as knowledge a manner, throug Accordingly, the would be care	nd experiences required to execute h assuming positions including Ge ae Company nominated him as the	katoku has been e a wealth of experi corporate manag neral Manager, W candidate for the priately, and fulfi	ence at Okamura Corporation, as well ement in an appropriate and fair				

No. 20					New election
	■ Past experi	ence, positions and responsibilitie	s at the Company		
	April 1989	Joined the Company	June 2005	Branch Manager of Ak Branch, Tokyo West Ro Sales Office, Sales Div Company	egional
Naoki Kono		Branch Manager of Branch II, Financial Corporate Department, Tokyo East Regional Sales Office of the Company	April 2008	Branch Manager of Ky East Tokyo Regional Office Sales Division o	Sales Office,
Date of birth: March 22, 1966 Number of shares of			April 2015	Kyobashi Branch Mana Sales Division, Office S of the Company (currer	Sales Division
the Company held:	■ Reasons fo	r nomination as a candidate for D	irector		
1,200	furniture-related knowledge and e through assumin him as the candid	e Company in 1989, Mr. Naoki Ko business and has accumulated a v experiences required to execute co g positions including Kyobashi Bi date for the post of Director based tely, and fulfilling his role and respective.	vealth of experience reporate management ranch Manager. A lon the belief that	ce at Okamura Corporation in an appropriate and coordingly, the Compan he would be capable of	ion, as well as I fair manner, y nominated executing his

(Note) There are no special interests between each candidate for Director and the Company.

Proposal 4: Election of 1 Corporate Auditor

The terms of office of Corporate Auditor, namely Mr. Yuichi Suzuki, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 1 Corporate Auditor is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate is as follows:

Candidate			Reelection	Outside Corporate Auditor Independent Auditor	
	■ Past expe	rience and positions at the Compar	у		
	April 1976	Certified as Prosecutor of the Tokyo District Public Prosecutors Office	June 2004	Corporate Auditor of the Company (current position)	
	April 1983	Registered as attorney-at-law (current position)			
	April 1985	Established Tokyo Economic			
Yuichi Suzuki		Law Office (current Yaesu Sogo Law Office) (current position)			
Date of birth: September 21, 1946	Outside Audit	nt concurrent positions and Supervisory Board Member of and Supervisory Board Member of			
Number of shares of the Company held:	Outside Directo	or of Rock Paint Corporation			
18,400	Reasons for nomination as a candidate for Outside Corporate Auditor Mr. Yuichi Suzuki has professional expertise, a wealth of experience and thorough knowledge of corporate				
Attendance at the Board of Directors Meeting: 75% (9 meetings out of 12 meetings) Mr. Yuichi Suzuki has professional expertise, a wealth of experience and thorough knowledge of or legal affairs accumulated as Prosecutor of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of 12 meetings out of 12 meetings) Mr. Yuichi Suzuki has professional expertise, a wealth of experience and thorough knowledge of or legal affairs accumulated as Prosecutor of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office. The Company nominated him as the candidate for the pount of the Tokyo District Public Prosecutors Office and as attorney-at-law at Yaesu Sogo Law Office.			c Prosecutors Office and as ed him as the candidate for the post of experiences in auditing of the Company. or r. The Company has registered him as an		
Attendance at the Board of Corporate Auditors Meeting: 75%	Company plans (2) Mr. Yuichi conclusion of t	s to renew such registration. Suzuki will have served as Outside his General Meeting of Shareholde	· Corporate Audi	ct to the approval of this proposal, the tor for a period of 12 years as of the	
(9 meetings out of 12 meetings)	(3) Although Mr. Yuichi Suzuki has no direct experience in corporate management, the Company believes that he will be able to execute appropriately the duties of Outside Corporate Auditor due to the reasons mentioned in the above Reasons for nomination as a candidate for Outside Corporate Auditor. (4) Pursuant to a provision in its articles of incorporation, the Company has entered into agreements with				
	its Outside Cor in Article 423 I amount set fort Corporate Aud Subject to the a	porate Auditors under which they variagraph 1 of the Companies Act h in Article 425 Paragraph 1 of the itor has performed his or her duties	vill be responsible to the extent of ¥ Companies Act, in good faith and	le for liability for the damages stipulated 10 million or the minimum liability whichever is higher, if such Outside	

(Note) There are no special interests between the candidate for Corporate Auditor and the Company.

Proposal 5: Election of 2 Substitute Corporate Auditors

The effective tenure of Substitute Corporate Auditors, namely, Messrs. Mutsuo Hayashi and Shouhachi Oki, who were elected at the 80th Annual General Meeting of Shareholders held on June 26, 2015, shall expire at the beginning of this General Meeting.

Accordingly, in preparation for the shortage of the number of Corporate Auditors stipulated by laws and regulations, the election of 2 Substitute Corporate Auditors is proposed. Of the candidates for Substitute Corporate Auditors, Mr. Mutsuo Hayashi is elected as a candidate for substituting Corporate Auditors other than Outside Corporate Auditors, while Mr. Shouhachi Oki is elected as a candidate for substituting Outside Corporate Auditors.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidates are as follows:

No. 1				Reelection
	■ Past expe	erience and positions at the Compar	ıy	
	April 1962	Joined The Sumitomo Marine and Fire Insurance Co., Ltd. (current Mitsui Sumitomo Insurance Company, Limited)	June 2003	Advisor of Mitsui Sumitomo Insurance Company, Limited
Mutsuo Hayashi	June 1989	Director of The Sumitomo Marine and Fire Insurance Co., Ltd.	June 2003	Director of the Company
Date of birth: January 8, 1940	June 1997	Director, Vice President of The Sumitomo Marine and Fire Insurance Co., Ltd.	June 2011	Substitute Corporate Auditor of the Company (current position)
Number of shares of the Company held: 0	Mr. Mutsuo H Sumitomo Ma knowledge and Accordingly, t would be capa responsibilities Matters r		experience as V d as Outside Di orporate manage obstitute Corpora on appropriately ensive knowled the Corporate Au	Vice President of the former The rector of the Company, as well as ement in an appropriate and fair manner. At Auditor based on the belief that he y, and fulfilling his role and ge and broad perspective.

No. 2	Reelection Outside Corporate Audito
	Past experience and positions at the Company
	April 1967 Registered as attorney-at-law June 2015 Substitute Corporate Auditor of the (current position) Company (current position)
	February 1979 Corporate Auditor of the Company
	Reasons for nomination as a candidate for Substitute Outside Corporate Auditor
Shouhachi Oki	He has professional expertise and a wealth of experience as an attorney-at-law. The Company nominates him as a candidate for Outside Corporate Auditor in the hope that he would utilize these
Date of birth:	experiences in the audit system of the Company.
March 7, 1935	■ Matters related to the candidate for Substitute Corporate Auditor
	(1) Mr. Shouhachi Oki is a candidate for Substitute Outside Corporate Auditor. Although Mr. Mr.
Number of shares of	Shouhachi Oki has no direct experience in corporate management, the Company believes that he will
the Company held:	be able to execute appropriately the duties of Outside Corporate Auditor due to the reasons stated
63,314	above.
	(2) Pursuant to a provision in its articles of incorporation, the Company has entered into agreements with its Outside Corporate Auditors under which they will be responsible for liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act to the extent of ¥10 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher, if such Outside Corporate Auditor has performed his or her duties in good faith and without gross negligence. If Mr. Shouhachi Oki assumes office of Corporate Auditor, the Company plans to conclude such liability limitation agreement with him.

(Note) There are no special interests between each candidate for Substitute Corporate Auditor and the Company.

(Reference)

Independence Standards for Outside Directors

Okamura Corporation (hereinafter "the Company") has established independence standards for its Outside Directors as follows, and in the case that any of the following are applicable to an Outside Director (including candidates for Outside Director, same hereinafter), the Company will consider him or her as not possessing adequate independence.

- 1. An executive Director or employee (hereinafter "business executive") of the Company or its subsidiaries (hereinafter "the Company Group")
- 2. A major shareholder of the Company (Note 1) or that shareholder's business executives
- 3. ① A major business partner (buyer) of the Company or that partner's business executives (Note 2)
 - 2 A major business partner (seller) of the Company or that partner's business executives
 - (3) A major lender to the Company (Note 3) or that lender's business executives
- 4. A consultant, accounting specialist, or legal specialist who receives a large amount (Note 4) of monetary or other assets from the Company other than board member compensation
- 5. An individual with a close relative (defined as spouse or relative within two degrees) who falls under any of the items listed above from 1 to 4 (however, in the case of business executives, this applies only to important individuals (Note 5))
- Note 1: "Major shareholder" is defined here as a shareholder possessing 10% or more of the Company's shares
- Note 2: "Major business partner" is defined here as a buyer or seller of the Company's products, etc. whose yearly sum of transactions in the most recent fiscal year exceeds 2% of the Company's consolidated net sales or that business partner's consolidated net sales
- Note 3: "Major lender" is defined here as a financial institution with whom the Company's balance of loans payable at the end the most recent fiscal year exceeds 2% of the Company's consolidated net assets or that financial institution's consolidated net assets
- Note 4: "Large amount" is defined here as the following:
- When "monetary or total assets" exceeds 10 million yen a year
- Note 5: "Important" is defined here as Board Members, Senior General Managers, or General Manager-class individuals