



MEMBERSHIP

May 8, 2014

To All Stakeholders:

Company: USS Co., Ltd.
Chairman and President: Yukihiro Ando
Stock code: 4732
Stock exchange listings: Tokyo and Nagoya (first sections)
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Senior Managing Director, Officer, Supervisory Office

Announcement of Changes in Representative Director and Other Directors

The Board of Directors of USS Co., Ltd. approved a resolution today to make the following changes involving a representative director, outside directors and the title of a director.

One representative director and four outside directors plan to resign when their terms of office expire at the close of the annual shareholders meeting that is scheduled for June 17, 2014. USS will submit three candidates for election as outside directors at this shareholders meeting.

1. Change in representative director

(1) Reason

Resignation as director upon completion of term of office

(2) Name

Fumihiko Tamura, Vice-chairman and Representative Director

(3) Planned date of change

June 17, 2014

2. Change in title (to become effective June 17, 2014)

Name	New title	Current title
Yukihiro Ando (Dec. 2, 1946)	President and Representative Director	Chairman, President and Representative Director

3. Candidates for election as outside directors

Name	Background	
Hitoshi Tamura (Jun. 11, 1946)	April 1971	Joined Ricoh Company, Ltd.
	Oct. 2002	Corporate Councilor
	April 2010	Adviser to the President, Ricoh Japan Corporation
	June 2011	Resigned as Corporate Councilor of Ricoh Company, Ltd. Resigned as Adviser to the President, Ricoh Japan Corporation
	July 2011	President, Customer Satisfaction Research Institute (current position)
Akihiko Kato (Jun. 18, 1947)	April 1970	Joined Bank of Japan
	May 1994	Senior Examiner, Examination Department
	May 1995	Resigned Bank of Japan Director of Gifu Shinkin Bank
	Oct. 1998	Managing Director
	June 2007	Auditor
	June 2010	Resigned as Auditor of Gifu Shinkin Bank Corporate Auditor of Gifu Shinkin Credit Guarantee Corporation
	June 2012	Resigned as Auditor of Gifu Shinkin Credit Guarantee Corporation
Mitsuhiro Aso (Jun. 26, 1949)	April 1975	Appointed prosecutor
	Oct. 2010	Superintending Prosecutor of the Fukuoka High Public Prosecutors Office
	June 2012	Resigned as prosecutor
	Oct. 2012	Registered as attorney
	April 2013	Professor of Law, Hosei University (current position)
	May 2013	Refugee Examination Counselor, Ministry of Justice (current position)
	June 2013	Outside Corporate Auditor, Sumitomo Chemical Company, Limited (current position)

Notes

1. USS has designated these three candidates for election as outside directors as independent directors as defined by the Tokyo Stock Exchange and Nagoya Stock Exchange and plans to submit notices to both exchanges.
2. If these three candidates for election as outside directors receive the approval of shareholders at the 34th Annual General Meeting of Shareholders to be held on June 17, 2014, all three are to become members of the Independent Committee that was established as part of Countermeasures for Large-scale Share Purchases of Company shares (Anti-takeover Plan) that was approved at the 32nd Annual General Meeting of Shareholders held on June 26, 2012.

4. Outside shareholders to resign

Hideo Okada, Isamu Hayashi, Satoru Madono, Koji Sato

Notes

1. USS rules limit outside directors to eight one-year terms of office. The four outside directors are resigning because they were elected at the 26th Annual General Meeting of Shareholders held on June 28, 2006 and will complete eight terms of office at the close of the 34th Annual General Meeting of Shareholders to be held on June 17, 2014.
2. The four outside directors who are resigning were members of the Independent Committee that was established as part of Countermeasures for Large-scale Share Purchases of Company shares (Anti-takeover Plan) that was approved at the 32nd Annual General Meeting of Shareholders held on June 26, 2012. All four outside directors plan to resign from this committee at the close of the 34th Annual General Meeting of Shareholders to be held on June 17, 2014.