



March 13, 2018

To All Stakeholders:

Company: USS Co., Ltd.
 President and Representative Director: Yukihiro Ando
 Stock code: 4732
 Stock exchange listings: Tokyo and Nagoya (first sections)
 Tel: +81-52-689-1129
 Contact: Masafumi Yamanaka
 Executive Vice President, Officer, Supervisory Office

Notice of Partial Amendment of the Division of Directors' Duties and Nomination of New Outside Director Candidate

The board of directors of USS Co., Ltd. approved a resolution on March 13, 2018 to partially amend the division of directors' duties.

The board of directors also nominated a candidate for new outside director. The proposal to elect a new outside director will be submitted at the 38th Annual General Shareholders Meeting that is scheduled to take place on June 12, 2018.

1. Amendment of the Division of Directors' Duties (as of April 1, 2018)

| Title | Name | New Duties | Current Duties |
|--------------------------|-----------------|---|------------------------------------|
| Junior Managing Director | Hiromitsu Ikeda | Junior Managing Director of HAA Kobe Inc. | Manager of Osaka-Kobe Auction Site |

2. Selection of outside director candidate (as of June 12, 2018)

(1) Profile of the candidate

(i) Name and background

| Name (Date of birth) | Background |
|---|--|
| Nobuko Takagi (October 22, 1977) (Name on the family register: Nobuko Teraoka) | Oct. 2002 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) |
| | Aug. 2006 Joined Tohmatsu Tax Co. (currently Deloitte Tohmatsu Tax Co.) |
| | Nov. 2007 Joined GCA Savvian Corporation (currently GCA Corporation) |
| | Mar. 2011 Joined NEC Corporation |
| | Oct. 2016 Partner, Guardian Advisors Inc. |
| | Jul. 2017 Representative, Nobuko Takagi Certified Public Accountants' Office (at present) |
| | Jul. 2017 Outside corporate auditor, I-ne CO., LTD. (at present) |

Note 1: Ms. Takagi is a candidate to be an outside director as stipulated in Article 2, Paragraph 3-7 of the Ordinance for Enforcement of the Companies Act.

2. USS plans to submit a notice to the stock exchange where USS stock is listed that Ms. Takagi will be an independent director who has no conflict of interest with the ordinary shareholders of USS.

(ii) Reason for selecting Ms. Takagi

Nobuko Takagi is a certified public accountant with considerable knowledge of finance and accounting. She also has expertise and extensive practical experience involving mergers and acquisitions. Ms. Takagi was selected as an outside director based on the belief that she can provide suitable advice from the standpoint of an independent third party concerning management strategy decisions and measures for strengthening the management of USS.

(2) Departing outside director

| Name | Current Position |
|---------------|------------------|
| Mitsuhiro Aso | Outside director |

3. New management team following the June 12, 2018 shareholders meeting (planned)

| Title | Name |
|---------------------------------------|-------------------|
| President and Representative Director | Yukihiro Ando |
| Representative Vice President | Dai Seta |
| Executive Vice President | Motohiro Masuda |
| Executive Vice President | Masafumi Yamanaka |
| Senior Managing Director | Toshio Mishima |
| Senior Managing Director | Masayuki Akase |
| Junior Managing Director | Hirimitsu Ikeda |
| Director (Outside) | Hitoshi Tamura |
| Director (Outside) | Akihiko Kato |
| Director (Outside) | Nobuko Takagi |
| Full-time Corporate Auditor | Shinji Ozaki |
| Corporate Auditor (Outside) | Toru Niwa |
| Corporate Auditor (Outside) | Ryoichi Miyazaki |