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Securities Code: 9715

June 22, 2016

## To Our Shareholders

Masataka Okuda  
President and COO  
**transcosmos inc.**  
25-18, Shibuya 3-chome, Shibuya-ku,  
Tokyo, Japan

## NOTICE OF RESOLUTIONS OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our sincere condolence for shareholders who are victims of the 2016 Kumamoto Earthquake.

We hereby announce that the matters outlined below were reported and resolved at the 31<sup>st</sup> Annual General Meeting of Shareholders of the Company held today.

### Reports:

- (1) Business Report, Consolidated Financial Statements and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements for the 31<sup>st</sup> Fiscal Term (from April 1, 2015 to March 31, 2016)  
The contents of the above Business Report, Consolidated Financial Statements and results of audits were reported.
- (2) Financial Statements for the 31<sup>st</sup> Fiscal Term (from April 1, 2015 to March 31, 2016)  
The contents of the above Financial Statements were reported.

### Resolutions:

- Proposal No. 1:** Appropriation of Surplus for the 31<sup>st</sup> Fiscal Term  
This item was approved and resolved as originally proposed.  
A year-end dividend was decided to be 56 yen per share of common stock of the Company.
- Proposal No. 2:** Partial Amendment to Articles of Incorporation  
This item was approved and resolved as originally proposed.  
The Company became a “Company with an Audit and Supervisory Committee.”

- Proposal No. 3:** Election of Sixteen Directors (excluding Directors who are Audit and Supervisory Committee Members)  
This item was approved and resolved as originally proposed.  
Sixteen Directors, namely, Koki Okuda, Koji Funatsu, Masataka Okuda, Koichi Iwami, Hiroyuki Mukai, Masakatsu Moriyama, Shinichi Nagakura, Masaaki Muta, Masatoshi Kouno, Hitoshi Honda, Kiyoshi Shiraishi, Ralph Wunsch, Shunsuke Sato, Owen Mahoney, Rehito Hatoyama and Toru Shimada were elected and assumed the office of Director.  
Directors Owen Mahoney, Rehito Hatoyama and Toru Shimada are Outside Directors.
- Proposal No. 4:** Election of Three Directors who are Audit and Supervisory Committee Members  
This item was approved and resolved as originally proposed.  
Three Directors, namely, Takeshi Natsuno, Nozomu Yoshida and Eiji Uda were elected and assumed the office of Director.  
Directors Takeshi Natsuno, Nozomu Yoshida and Eiji Uda are Outside Directors.
- Proposal No. 5:** Election of One Director who is a Substitute Audit and Supervisory Committee Member  
This item was approved and resolved as originally proposed.  
Miwa Tsurumori was elected as a Director who is a Substitute Audit and Supervisory Committee Member.  
Miwa Tsurumori meets the requirements for Outside Director.
- Proposal No. 6:** Decision on the Amount of Remuneration for Directors (excluding Those who are Audit and Supervisory Committee Members)  
This item was approved and resolved as originally proposed.  
It was approved that the annual remuneration, etc., shall total no more than 800 million yen (of which, no more than 100 million yen shall be for Outside Directors) for Directors (excluding Directors who are Audit and Supervisory Committee Members).
- Proposal No. 7:** Decision on the Amount of Remuneration for Directors who are Audit and Supervisory Committee Members  
This item was approved and resolved as originally proposed.  
It was approved that the annual remuneration, etc., shall be no more than 60 million yen for Directors who are Audit and Supervisory Committee Members, and that the specific amount and the timing of payment for each Director who is an Audit and Supervisory Committee Member shall be determined by the consultation among Directors who are Audit and Supervisory Committee Members.
- Proposal No. 8:** Election of Accounting Auditors  
This item was approved and resolved as originally proposed.  
PricewaterhouseCoopers Aarata was elected as Accounting Auditor and assumed office.

### How to Request the Purchase or Sale of Shares Constituting Less Than One Unit

The Company employs a system for requesting the purchase of shares constituting less than one unit. If you currently hold shares constituting less than one unit (shares less than 100 shares), you can request the Company to sell to you the number of shares which, when added to your present shareholdings, will bring your shareholdings up to one unit of shares (100 shares).

Or you can request the Company to buy your shares constituting less than one unit.

Please contact your securities company (the account manager) to obtain details. If you wish to request the Company to sell you shares to bring your shareholdings up to one unit of shares or to buy your shares constituting less than one unit for shares recorded in a special account, please contact Sumitomo Mitsui Trust Bank, Limited below, which is the account manager for special accounts.

#### Contact Details

Account manager for special accounts:	Sumitomo Mitsui Trust Bank, Limited
Mailing address:	Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department 8-4, Izumi 2-chome, Suginami-ku, Tokyo 168-0063
Phone number for inquiries:	(Toll free, within Japan only) 0120-782-031