



August 2, 2016

Company Name: Oji Holdings Corporation  
Representative: Susumu Yajima  
President & Chief Executive Officer  
(Code: 3861, Tokyo Stock Exchange, First Section)  
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## Notice Concerning Determination of Details for Performance-Linked, Stock-Based Remuneration Plan

Oji Holdings Corporation (the “Company”) hereby announces that a resolution was made at a meeting of the Board of Directors held on August 2, 2016 concerning the details of the performance-linked, stock-based remuneration plan which a meeting of the Board of Directors held on May 13, 2016 resolved to introduce for the Company’s directors (excluding outside directors, hereinafter the same) and which was approved at the 92nd Ordinary General Meeting of Shareholders (the “General Meeting of Shareholders”) held on June 29, 2016. The details of the plan are as follows.

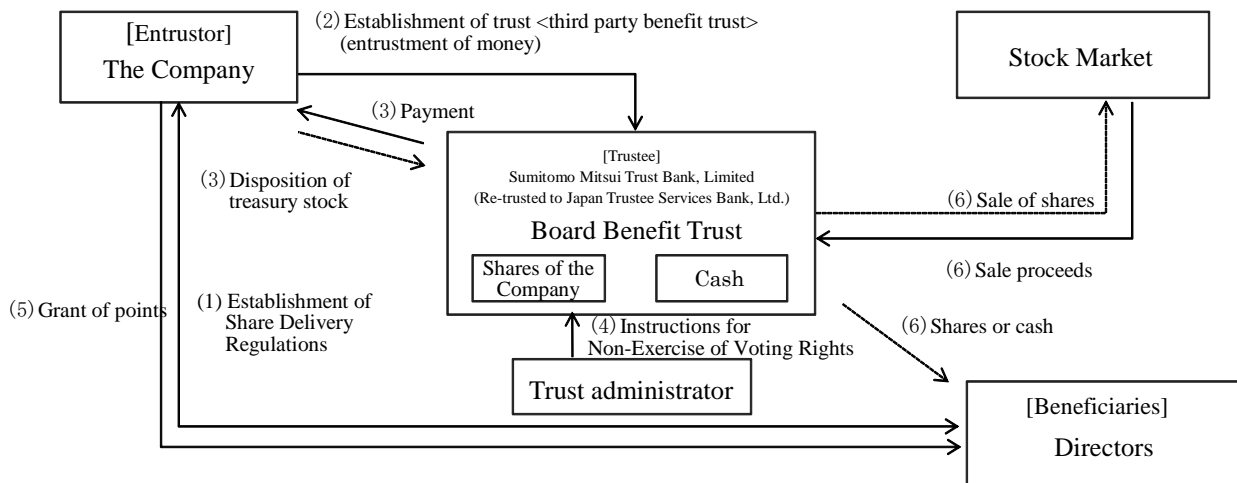
### 1. Board Benefit Trust to be introduced by the Company

(1) Name	Board Benefit Trust
(2) Entrustor	The Company
(3) Trustee	Sumitomo Mitsui Trust Bank, Limited (Re-trusted to Japan Trustee Services Bank, Ltd.)
(4) Beneficiaries	Directors of the Company who meet the beneficiary requirements
(5) Trust administrator	To be selected from third parties having no conflict of interests with the Company.
(6) Type of trust	Money trust other than cash trusts (third party benefit trust)
(7) Date of execution of the Trust Agreement	August 23, 2016 (scheduled)
(8) Date on which money will be entrusted	August 23, 2016 (scheduled)
(9) Trust termination date	August 30, 2019 (scheduled)

### 2. The Company’s Shares to be acquired for the trust

(1) The type of shares to be acquired:	The Company’s common shares
(2) The amount of funds entrusted for acquiring the shares	524,880,000 yen
(3) The number of shares to be acquired	1,215,000 shares
(4) The method of acquiring the shares	Disposition of the Company’s treasury stock (third party allotment)
(5) Date on which the shares are to be acquired	August 23, 2016 (scheduled)

< Overview of the Structure of the System >



- (1) The Company shall establish the Share Delivery Regulations for directors.
- (2) The Company shall establish the Board Benefit Trust (Third Party Benefit Trust) with the directors as the beneficiaries (the "Trust"). When establishing the Trust, the Company shall entrust an amount of money corresponding to the funds for the acquisition of shares for the beneficiaries (however, the amount of money shall be within the limit of the amount approved at the General Meeting of Shareholders.)
- (3) The Trustee shall collectively acquire (through the disposition of treasury stock) the number of the Company's shares expected to be delivered to the beneficiaries in the future.
- (4) A trust administrator (a party that is independent of the Company and the Company's directors) shall be appointed during the period of the Trust to protect the interests of the beneficiaries covered by the Share Delivery Regulations and to oversee the Trustee.  
The voting rights of the Company's shares within the Trust shall not be exercised during the period of the Trust.
- (5) The Company shall grant points to the directors based on the Share Delivery Regulations.
- (6) The Trustee will deliver the Company's shares corresponding to points accumulated to directors who meet the requirements stipulated in the Share Delivery Regulations and the trust agreement for the Trust as the beneficiaries of the Trust. It should be noted that in cases where specific circumstances apply that were stipulated in advance in the Share Delivery Regulations and the trust agreement for the Trust, the Trustee shall sell some of the Company's shares to be delivered on the stock exchange and deliver money.
- (7) It is intended that any of the Company's shares remaining as residual Trust assets at the time of termination of the Trust shall be retired based on the resolution of the Board of Directors after the Company acquires all such shares gratis. It is intended that any money remaining as residual Trust assets at the time of termination of the Trust shall be donated to a specified public interest promotion corporation in which the Company and the Company's officers have no interest as stipulated in advance in the Share Delivery Regulations and the trust agreement for the Trust.

It should be noted the Sumitomo Mitsui Trust Bank, Limited, the Trustee for the plan, shall entrust management of trust assets (re-trust) to Japan Trustee Services Bank, Ltd.