

Note: This Notice of Convocation of the Ordinary General Meeting of the Shareholders is a translation of a document originally made in the Japanese language. In case of any inconsistency, the original document in Japanese shall prevail.

Securities Code: 3751
June 7, 2013

To the Shareholders:

Tetsuo Yamashita
Chairman and Chief Executive Officer
Japan Asia Group Limited
2 Rokubancho, Chiyoda-ku, Tokyo

Notice of Convocation of the 26th Ordinary General Meeting of the Shareholders

You are cordially invited to attend the 26th ordinary general meeting of the shareholders that will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing; please carefully review and consider the “REFERENCE MATERIALS FOR THE GENERAL MEETING OF THE SHAREHOLDERS” enclosed herein, and exercise your voting rights by returning to us by mail the enclosed form for the exercise of voting rights, indicating your votes cast “For” or “Against” each agenda, which we should receive no later than 5:30 p.m. on Wednesday, June 26, 2013.

- 1. Date and time:** 10:00 a.m., Thursday, June 27, 2013
The irregular interval between the above convocation date and the date of convocation of the previous Ordinary General Meeting of Shareholders (July 26, 2012) is due to the fact that, from the 26th fiscal term (this fiscal year) onwards, the Company changed the closing date of its fiscal year from April 30 to March 31.
- 2. Place of Meeting:** “Houoh-no-ma”
Meiji Kinenkan (Meiji Memorial Hall) 2F
2-2-23 Moto-Akasaka, Minato-ku, Tokyo, Japan
(See the attached map for directions.
Please note that the venue is different from that of the previous general meeting of shareholders.)

[The map is omitted.]

- 3. Objectives of Meeting:**

Reporting:

1. Business Report, Consolidated Financial Statements and Audit Report by Independent Auditor and Audit Committee for the 26th Fiscal Term (from May 1, 2012 to March 31, 2013)

2. Financial Statements for the 26th Fiscal Term (from May 1, 2012 to March 31, 2013)

Matters to be resolved:

Agendum No.1: Partial Amendments to the Articles of Incorporation

Agendum No.2: Election of One (1) Substitute Corporate Auditor

(Note 1) For those attending the meeting, please present the enclosed “Form for the Exercise of Voting Rights” at the reception desk at the meeting.

(Note 2) If any changes need to be made to the Document attached to the Notice of Convocation and REFERENCE MATERIALS FOR THE GENERAL MEETING OF THE SHAREHOLDERS, those changes will be reported on our website. (<http://www.japanasiagroup.jp>)

(Document attached to the Notice of Convocation of the Ordinary General Meeting of the Shareholders)

Business Report

(For the Period of May 1, 2012 through March 31, 2013)

Previously, the Company's consolidated fiscal year ended on April 30 of each year. Following the share-swap with Kokusai Kogyo Holdings Co., Ltd. on April 1, 2012, the Company changed the closing date of its consolidated fiscal year to March 31 of each year as per the resolution of the Ordinary General Meeting of Shareholders held on July 26, 2012 for the purpose of improving the accuracy of our Group's management information such as the consolidated financial results and boost the efficiency and speed of management, by standardizing the fiscal year of the Company and the Group companies to commence on April 1 each year and end on March 31 in the following year. In accordance with said change, this consolidated fiscal year consisted of eleven (11) months, from May 1, 2012 to March 31, 2013.

1. Current Situation of the Corporate Group

(1) Current Situation of the Business for this Fiscal Year

A. Progress and Results of Business

During this consolidated fiscal year (from May 1, 2012 to March 31, 2013), the Japanese economy had some causes of concern such as a decline in exports due to the strong Japanese yen and the deterioration in Japan-China relations, but was propped up by the post-earthquake reconstruction demand and robust personal consumption. As a result, the real GDP growth rate in the October-December quarter turned positive for the first time in three quarters, increasing 0.2% at an annualized rate compared with the previous period. As for overseas, there were causes of concerns such as Europe's sovereign debt crisis and the slowdown in China's economic growth rate; however, recession concerns have subsided due to a series of monetary easing measures announced by the financial authorities of Japan, the U.S. and Europe since September. Furthermore, expectations for the rectification of the strong Japanese yen and the recovery of the domestic economy have started to arise following the dissolution of the House of Representatives in November and the change in government in December.

In light of such conditions, our Group has developed a structure to accelerate the management's decision-making process, demonstrate its collective strength based on enhanced teamwork and improve the efficiency of operations by consolidating head office functions through the reorganization of the Group, and

endeavoured to expand its businesses and improve profitability by defining the following as group strategies: (i) enhance individual business segments; (ii) create new business models and execute growth strategies; and (iii) carry out thoroughgoing structural reform and human resources development that boosts competitiveness. To further enhance such efforts, the Company reorganized the Group through a share swap that turned Kokusai Kogyo Holdings Co., Ltd. into a fully-owned subsidiary effective April 1, 2012, and developed a structure to demonstrate efficient management and the Group's collective strength through the consolidation of the holding company's functions.

As a result of such activities, our Group's performance for this consolidated fiscal year resulted in 64,384 million Yen of net sales, 5.7% increase year-on-year (compared with net sales of 60,919 million Yen in the previous year), and a 1,497 million Yen operating income, an improvement of 2,196 million Yen from the previous year (compared with an operating loss of 699 million Yen in the previous year).

As for non-operating income (loss), foreign exchange gains were generated as a result of the reversal of the uptrend of the Japanese yen to a downtrend against Euro since November, and improvements were made in equity in earnings (losses) of affiliates. Due to such factors, among others, ordinary income improved by 3,201 million Yen from the previous year to 673 million Yen (compared with an ordinary loss of 2,527 million Yen in the previous year).

As for extraordinary gains (losses), 1,365 million Yen was recorded as an extraordinary gain primarily consisting of the gain on sale of investment securities in the amount of 751 million Yen, and the gain on negative goodwill arising from acquisition of shares of Tama Securities Co., Ltd., etc. of 464 million Yen, while 385 million Yen was recorded as an extraordinary loss mainly consisting of impairment loss in the amount of 64 million Yen, loss on step acquisitions of 42 million Yen, office transfer expenses of 72 million Yen and loss on adjustment of security investment trust of 110 million Yen. Furthermore, income before minority interests in the amount of 1,023 million Yen and minority interests in loss of 14 million Yen were recorded.

Net income in this fiscal year decreased by 1,469 million Yen from the previous year to 1,038 million Yen (compared with a net income of 2,507 million Yen in the previous year).

During this consolidated fiscal year, the Group managed to have a surplus in terms of operating income, ordinary income and net income, having improved the profitability of its existing businesses.

The performance of each business segment is as follows:

Segment	Net sales	Operating income
Geospatial Information Consulting Business	38,264 million Yen	703 million Yen
Green Property Business	17,590	928
Green Energy Business	699	(343)
Financial Service Business	7,801	785

(Note) From this consolidated fiscal year onwards, the reporting segments have been changed from the previous two segments (i.e., “Financial Service Business” and “Technical Service Business”) to the four business segments shown above.

1. Geospatial Information Consulting Business

In the geospatial information consulting business, Kokusai Kogyo Co., Ltd. plays a central role in providing comprehensive consulting and asset management services related to “environment/resources/energy”, “disaster prevention/risk reduction”, “government support”, “social infrastructure” and “urban geospatial database” utilizing geospatial information targeted at private and public sectors at home and abroad.

In response to operations related to the reconstruction of areas affected by the Great East Japan Earthquake going into full swing, in addition to the increase in the national government’s budget for public-works-related expenditure for FY2012 compared with the initial budget in the fiscal year, our Group aggressively engaged in activities to receive orders focusing on services related to post-earthquake reconstruction, disaster prevention and official development assistance (ODA).

As a result, during this consolidated fiscal year, orders received by the geospatial information consulting business increased 8.5% year-on-year to 38,986 million Yen (compared with 35,923 million Yen in the previous year), net sales increased 6.6% to 38,264 million Yen (compared with net sales of 35,898 million Yen in the previous year), and segment income improved by 705 million Yen from the previous year to 703 million Yen (compared with a segment loss of 1 million Yen in the previous year).

2. Green Property Business

In the green property business, Kokusai Land & Development Co., Ltd. (“KLD”), Kokusai Environmental Solutions, Co., Ltd. (“KES”) and KHC Ltd. (“KHC”) are engaged in such conventional real estate service businesses as real-estate rental, asset management & property management, development business, consulting services for soil and groundwater protection, and detached housing business. In addition, they provide energy-generation/energy-saving solutions,

including the supply of environmentally friendly housing and design and construction of solar power plants.

During this consolidated fiscal year, KHC sought to improve earnings by reducing the cost of sales and cutting selling, general and administrative expenses on the whole through project management. The performance of KES was stable due to the progress in operations and the reduction of selling, general and administrative expenses since the previous consolidated fiscal year. KLD enjoyed an increase in orders received for management services (construction and management [CM], operation and management [O&M]) and engineering, procurement and construction (EPC) services for solar power plants in conjunction with the launch of the feed-in tariff system for renewable energy in July 2012.

As a result, net sales generated by the green property business increased 1.1% year-on-year to 17,590 million Yen (compared with net sales of 17,406 million Yen in the previous year), and segment income increased by 317 million Yen from the previous year to 928 million Yen (compared with a segment income of 611 million Yen in the previous year).

3. Green Energy Business

In the green energy business, KOKUSAI EUROPE GmbH (Germany) and Geosol Beteiligungsgesellschaft mbH (Germany) are engaged in the development of solar power plants and the electricity selling business in Europe, while JAG Energy Co., Ltd. is engaged in the same in Japan.

For the business in Europe, our Group sought to streamline the business by switching its business model to the one that develops power plants for rooftop installation in Germany in consideration of changes in the business environment and other factors, and to operate and manage power plants and engage in an electricity selling business in Italy. In response to the launch of the feed-in tariff system for renewable energy, our Group revised its policy to expand the business by focusing efforts on the business in Japan. The business model in Japan was thus changed from the one that focused on contract development of power plants to the one that focuses on the electricity selling business, and efforts were directed at developing projects aggressively. Solar power plants commenced operation in Sakaide City, Kagawa Prefecture (2.0MW) in November, as well as in Hoshigaura (1.5MW), Onbetsu (0.7MW) and Nakasatsunai (1.5MW), Hokkaido in March; in addition, existing power plants (total: 1.55MW) in the town of Tsuno, Miyazaki Prefecture and the town of Tatebayashi City, Gunma Prefecture shifted to electricity selling based on the feed-in tariff system. On top of these, efforts are being made towards construction in a project of approx. 64MW.

As a result, net sales generated by the green energy business decreased 46.7% year-on-year to 699 million Yen, (compared with net sales of 1,313 million Yen in the previous year). On the profit front, as a result of making prior investments in the in-house development of solar power plants in excess of proceeds from electricity sales, segment loss increased by 321 million Yen from the previous year to 343 million Yen (compared with a segment loss of 21 million Yen in the previous year).

4. Financial Service Business

The financial service business is conducted mainly through the securities service businesses of Japan Asia Securities Co., Ltd. and Okinawa Securities Ltd., the overseas securities service business of overseas subsidiary Japan Asia Securities Limited, and the management of investment trust management and investment advisory business, etc. of United Investments Co., Ltd.

With respect to the stock market during this consolidated fiscal year, the Nikkei Stock Average was on a downtrend from the beginning of the year due to concerns over Europe's sovereign debt problem, falling to 8,295.63 Yen on June 4. Subsequently, however, the fall came to a halt following the repeat election in Greece and the series of announcements of monetary easing measures in Japan, the U.S. and Europe. As expectations for monetary easing and economic recovery heightened further due to the change in government in December, the Nikkei Stock Average recorded a new high for this consolidated fiscal year of 12,635.69 Yen on March 21 and closed high at 12,397.91 Yen at the end of March. Furthermore, the daily trading value of shares in the First Section of the Tokyo Stock Exchange in this consolidated fiscal year increased 16.5% year-on-year to 1,334.7 billion Yen. The exchange rate between the yen and dollar continued to trend towards a stronger yen, hovering at around 80 Yen to the dollar until October, but then rapidly reverted towards a weaker yen due to expectations for monetary easing from November onwards, hovering in the higher range of 90 Yen toward the end of March.

Under these circumstances, the securities companies aggressively dealt in Japanese stocks, in addition to expanding the handling of foreign stocks including those issued in the U.S., Hong Kong, Indonesia and Vietnam, etc. in which efforts have traditionally been made and selling foreign bonds focusing on Brazilian real bonds, exchangeable bonds (EBs), etc.

As a result, net sales generated by the financial service business increased 24.4% year-on-year to 7,801 million Yen (compared with net sales of 6,272 million Yen in the previous year). On the profit front, segment income increased by 1,451 million Yen from the previous year to 785 million Yen (compared with a segment loss of 665 million Yen in the previous year).

B. Capital Investment

During this consolidated fiscal year, we invested 2,416 million Yen in capital. The principal targets were the development of solar power plants in the Green Energy Business and software development for more efficient production in the Geospatial Information Consulting Business.

C. Financing

The necessary funds for our operations were raised by borrowings from financial institutions and by the issuance of bonds, etc.

2. Current Situation of the Company

(1) Current Situation of Shares of the Company (as of March 31, 2013)

- | | |
|-----------------------------------|-----------|
| (i) Number of shares authorized | 6,785,348 |
| (ii) Number of shares outstanding | 2,713,838 |
| (iii) Number of shareholders | 8,865 |
| (iv) The 10 largest shareholders | |

Name of Shareholder	Number of Shares	Percentage of Total
Aizawa Securities Co., Ltd.	344,876	12.70%
JAPAN ASIA HOLDINGS LIMITED	262,476	9.67%
State Street Bank and Trust Company 505086	229,126	8.44%
JA PARTNERS LTD	108,660	4.00%
Mizuho Bank, Ltd.	82,507	3.04%
Nomura Singapore Limited Customer Segregated A/C FJ-1309	79,476	2.92%
Kokusai Kogyo Holdings Co., Ltd.	54,735	2.01%
Japan Asia Holdings (Japan) Limited	49,503	1.82%
Sompo Japan Insurance Inc.	43,881	1.61%
Japan Asia Securities Limited A/C Client	37,772	1.39%

(Note)

Among the above, shares held by Japan Asia Holdings (Japan) Limited and Kokusai Kogyo Holdings Co., Ltd. do not entail voting rights under the provisions of paragraph 1, Article 308 of the Companies Act and Article 67 of the Ordinance for Enforcement of the Companies Act.

(2) Current Situation of Stock Acquisition Rights

Not applicable.

[Omitted]

CONSOLIDATED BALANCE SHEET

(As of March 31, 2013)

<u>ASSETS</u>	(thousands of yen)
Current Assets	69,587,320
Cash and deposits	21,507,412
Notes and accounts receivable - trade	25,688,862
Trading assets related to securities business	220,528
Merchandise and finished goods	130,824
Work in process	12,910
Raw materials and supplies	9,982
Real estate for sale	6,943,781
Margin transaction assets related to securities business	7,025,414
Short-term loans receivable	27,739
Accounts receivable - other	1,179,070
Deferred tax assets	341,620
Other	6,519,728
Allowance for doubtful accounts	(20,557)
Non-current Assets	27,202,327
Property, Plant and Equipment	14,831,977
Buildings and structures	3,174,991
Machinery, equipment and vehicles	5,390,672
Land	5,493,179
Leased assets	514,507
Construction in progress	32,316
Other	226,310
Intangible Assets	1,392,625
Other	1,392,625
Investment and Other Assets	10,977,725
Investment securities	7,365,789
Long-term loans receivable	224,519
Lease and guarantee deposits	1,285,102
Deferred tax assets	227,633
Other	3,124,376
Allowance for doubtful accounts	(1,249,696)
Deferred assets	64,257
Deferred organization expenses	534
Business commencement expenses	63,723
TOTAL ASSETS	96,853,905

(continued)

<u>LIABILITIES</u>	(thousands of yen)
Current Liabilities	61,145,756
Accounts payable - trade	6,801,736
Short-term loans payable	17,528,190
Deposits received related to securities business	2,669,629
Current portion of bonds	16,506,000
Current portion of long-term loans payable	2,228,169
Lease obligations	194,775
Accounts payable - other	2,499,703
Income taxes payable	594,505
Margin transaction liabilities related to securities business	6,159,790
Deferred tax liabilities	5,755
Provision for employees' bonuses	1,207,021
Provision for directors' bonuses	47,000
Provision for loss on order received	137,435
Other	4,566,044
Non-current Liabilities	16,313,072
Bonds	739,000
Long-term loans payable	11,023,670
Lease obligations	355,233
Deferred tax liabilities	1,141,779
Provision for retirement benefits	1,985,911
Negative goodwill	217,279
Other	850,199
Reserves pursuant to Special Law	31,228
Reserve for financial products transaction liabilities	31,228
<u>TOTAL LIABILITIES</u>	<u>77,490,057</u>

(Translation)

(continued)

<u>NET ASSETS</u>	(thousands of yen)
Shareholders' Equity	18,503,875
Capital stock	3,800,000
Capital surplus	7,329,705
Retained earnings	8,004,632
Treasury stock	(630,462)
Accumulated Other Comprehensive Income	795,778
Valuation difference on available-for-sale securities	1,083,667
Deferred gains or losses on hedges	(17,525)
Foreign currency translation adjustments	(270,363)
Minority Interests	64,194
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<u>TOTAL NET ASSETS</u>	19,363,848
<u>TOTAL LIABILITIES AND NET ASSETS</u>	96,853,905

(Translation)

CONSOLIDATED STATEMENT OF INCOME

(From May 1, 2012 to March 31, 2013)

	(thousands of yen)
Net Sales	64,384,943
Cost of Sales	43,975,297
Gross profit	20,409,646
Selling, General and Administrative Expenses	18,912,197
Operating income	1,497,448
Non-operating Income	787,778
Interest income	64,706
Dividends income	118,226
Amortization of negative goodwill	92,290
Equity in earnings of affiliates	159,559
Foreign exchange gains	110,521
Reversal of allowance for doubtful accounts	103,463
Other	139,011
Non-operating Expenses	1,611,513
Interest expenses	1,327,583
Other	283,929
Ordinary income	673,714
Extraordinary Gains	1,365,521
Gain on sales of noncurrent assets	67,332
Gain on sale of investment securities	751,594
Gain on sale of shares in affiliates	79,045
Gain on negative goodwill	464,401
Reversal of reserve for financial products transaction liabilities	3,147

(Translation)

(continued)

	(thousands of yen)
Extraordinary Losses	385,415
Loss on sales and retirement of non-current assets	8,871
Impairment loss	64,736
Loss on sales of investment securities	29,770
Loss on valuation of investment securities	4,779
Loss on sales of stocks of subsidiaries and affiliates	305
Loss on step acquisitions	42,668
Office transfer expenses	72,561
Loss on investment trust correction	110,121
System integration costs	38,600
Other	13,000
Income before Income Taxes and Minority Interests	1,653,821
Income taxes - current	686,873
Income taxes – deferred	(56,939)
Income before Minority Interests Adjustments	1,023,886
Minority interests in loss	14,384
<hr/> NET INCOME	<hr/> 1,038,271

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

(From May 1, 2012 to March 31, 2013)

(thousands of yen)

	Shareholders' equity				
	Capital Stock	Capital Surplus	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance as of May 1, 2012	3,800,000	7,615,105	6,966,361	(1,129,153)	17,252,313
Changes of items during the period					
Increase by share exchanges		(285,400)		498,691	213,291
Net income			1,038,271		1,038,271
Net changes of items other than shareholders' equity					—
Total changes of items during the period	—	(285,400)	1,038,271	498,691	1,251,562
Balance as of March 31, 2013	3,800,000	7,329,705	8,004,632	(630,462)	18,503,875

	Accumulated Other Comprehensive Income				Minority interests	Total Net Assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance as of May 1, 2012	364,201	(5,568)	(8,388)	350,245	301,178	17,903,737
Changes of items during the period						
Increase by share exchanges				—		213,291
Net income				—		1,038,271
Net changes of items other than shareholders' equity	719,465	(11,957)	(261,974)	445,533	(236,984)	208,549
Total changes of items during the period	719,465	(11,957)	(261,974)	445,533	(236,984)	1,460,111
Balance as of March 31, 2013	1,083,667	(17,525)	(270,363)	795,778	64,194	19,363,848

[Omitted]

REFERENCE MATERIALS FOR THE GENERAL MEETING OF THE SHAREHOLDERS

Agendum No.1 Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments:

In accordance with the objective of the “Action Plan for Consolidating Trading Units” released by Japanese Stock Exchanges, at the meeting of the Board of Directors held on May 23, 2013, the Board passed a resolution to split common shares at a 1:10 ratio effective October 1, 2013 and adopt a share unit system in which 100 shares constitute one unit of shares.

In conjunction with the adoption of such share unit system, the Company proposes that new provisions on shares falling short of one unit be established for the purpose of clarifying the rights of holders of shares falling short of one unit who have no voting rights, and the Articles be renumbered as necessary.

It also proposes that Articles 1 and 2 of the Supplementary Provisions be newly provided, in order to prescribe the date on which amended Article 5 and newly-provided Articles 6 and 7 shall come into effect.

2. Details of the Amendments:

The details of the proposed amendments are set out below:

(Underlined parts are to be amended.)

Current Articles of Incorporation	Proposed Amendment
<p>Articles 1 to 4 (Text omitted)</p> <p style="text-align: center;">Chapter 2: Shares</p> <p>(Total Number of Shares Authorized to be Issued)</p> <p>Article 5 The total number of shares authorized to be issued by the Company shall be <u>6,785,348</u> shares.</p> <p style="text-align: center;">(newly provided)</p>	<p>Articles 1 to 4 (Unchanged)</p> <p style="text-align: center;">Chapter 2: Shares</p> <p>(Total Number of Shares Authorized to be Issued)</p> <p>Article 5 The total number of shares authorized to be issued by the Company shall be <u>67,853,480</u> shares.</p> <p style="text-align: center;"><u>(Number of Shares Constituting One Unit of Shares)</u></p> <p>Article 6 <u>The number of shares constituting one unit of shares of the Company shall be 100 shares.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p>(newly provided)</p> <p>Article 6 to Article 48 (Text omitted) (newly provided)</p>	<p><u>(Rights in respect of Less-Than-One-Unit Shares)</u></p> <p>Article 7 Shareholders who hold less-than-one-unit shares of the Company may not exercise any rights other than those listed below:</p> <p>(1) <u>The rights provided for in each item of Article 189, Paragraph 2 of the Companies Act;</u></p> <p>(2) <u>The right to make a demand to the Company under the provision of Article 166, Paragraph 1 of the Companies Act;</u> <u>and</u></p> <p>(3) <u>The right to be allotted for shares and the right to be allotted for share options for subscription according to the number of shares held by the shareholder.</u></p> <p>Article 8 to Article 50 (Unchanged)</p> <p>Supplementary Provisions</p> <p>Article 1 <u>Amended and newly-provided provisions of Articles 5 to 7 and the associated renumbering of Articles shall come into effect on October 1, 2013.</u></p> <p>Article 2 <u>The preceding Article and this Article shall be deleted on the effective date referred to in the preceding Article.</u></p>

Agendum No. 2 Election of One (1) Substitute Corporate Auditor

To prepare for cases in which the number of corporate auditors falls short of the requirement set forth in laws and regulations, it is proposed that one (1) substitute corporate auditor be elected in advance.

This proposal has been pre-approved by the Board of Auditors.

The candidate for substitute corporate auditor is as follows:

Name (Date of Birth)	Brief Personal History and Significant Concurrent Positions	Number of the Company's Shares Held
Ryuji Uwatoko (December 3, 1967)	April 1994 Registered as an attorney, Asahi Law Offices April 2000 Appointed to Partner of Asahi Law Offices (present)	0

- (Notes)
1. There are no special interests between the candidate for substitute corporate auditor and the Company.
 2. Ryuji Uwatoko meets the criteria for outside auditor set forth in Item 16, Article 2 of the Companies Act.
 3. Ryuji Uwatoko is deemed to be suitable as substitute corporate auditor due to his high level of expertise in legal practice as legal counsel and his superior ability and insight in performing audits based on his business experience.
 4. The Company has established a provision on the limitation of liability of outside auditors in its Articles of Incorporation. The outline of the provision is as follows. The Company plans to conclude said limited liability agreement with Ryuji Uwatoko if he is elected and appointed.
<Outline of terms of agreement>
An outside auditor shall be liable for damages with respect to the Company up to the limit of the liability for damages set forth in Paragraph 1, Article 423 of the Companies Act, which shall be the minimum liability amount prescribed in paragraph 1, Article 425 thereof, provided that he/she has performed duties in good faith, with no gross negligence involved.