

Note: This document has been translated from a part of the Japanese original for reference purposes only. Where there are any discrepancies between the Japanese original and this translated document, the original shall prevail. (the Japanese original: <https://www.avantcorp.com/news/wp-content/uploads/2016/09/20160906-1.pdf>)  
The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 3836)

September 6, 2016

**To Shareholders with Voting Rights:**

Tetsuji Morikawa  
CEO  
AVANT CORPORATION  
2-15-2 Konan, Minato-ku, Tokyo, Japan

**NOTICE OF  
THE 20<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 20<sup>th</sup> Annual General Meeting of Shareholders of AVANT CORPORATION (the “Company”).

**If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the accompanying Reference of the Annual General Meeting of Shareholders, and indicate your approval or disapproval of the enclosed Voting Rights Exercise Form. Please return the form so that it is received no later than by 6:00 p.m., September 26<sup>th</sup>, 2016, Japan time.**

1. **Date and Time:** Tuesday, September 27, 2016 at 10:00 a.m. Japan time (GMT+09:00)
2. **Place:** Shinagawa Intercity Hall B1 Conference Hall 1&2,  
2-15-4 Konan, Minato-ku, Tokyo, Japan
3. **Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company’s 20<sup>th</sup> Fiscal Year (July 1, 2015-June 30, 2016) and results of the audit of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board.
  2. Reporting of non-consolidated results for the Company’s 20<sup>th</sup> Fiscal Year (July 1, 2015 - June 30, 2016)

**Proposals to be resolved:**

- Proposal 1: Appropriation of Surplus**
- Proposal 2: Election of Four (4) Directors**

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at reception. Furthermore, in the event of amendments to the Reference of the Annual General Meeting of Shareholders, consolidated or non-consolidated financial statements, such amendments will be reflected on the Company website (Company URL <http://www.avantcorp.com/>).

## Reference Documents for the Annual General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

We propose to appropriate the surplus as follows:

Regarding the year-end dividend for the 20<sup>th</sup> fiscal year, taking into consideration the results of the fiscal year and future management environment, we propose the following.

- (1) Type of dividend property: Cash
- (2) Allotment of dividend property to shareholders and total amount  
Allotment of dividend property to shareholders: ¥22 per share of the Company's common stock  
Total amount: ¥103, 262, 346
- (3) Effective date of the dividends of surplus:  
September 28, 2016

Proposal 2 Election of Four (4) Directors

The term of office of all Directors shall expire at the conclusion of the Annual General Meeting of Shareholders.

As a result, we propose election of the following four (4) Directors.

No.	Name (Date of Birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Tetsuji Morikawa (February 23, 1966)	<p>April 1989      Joined Pricewaterhouse Consultant May 1996      Founded the Company, CEO to present</p> <p>(Significant concurrent positions) October 2013    CEO, DIVA CORPORATION October 2013    CEO, DIVA CORPORATION OF AMERICA to present</p>	1,700,000
2	Naoyoshi Kasuga (May 13, 1963)	<p>April 1987      Joined Long-Term Credit Bank of Japan Ltd. August 1999    Joined New York Stock Exchange, Asia Pacific Office January 2005    Vice President, New York Stock Exchange October 2010    Joined the Company February 2011   Executive Officer, President Office of the Company September 2011 CFO of the Company to present</p>	600
3	Fukutani Naohisa (April 17, 1961)	<p>April 1987      Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation) July 2001      Head of Corporate Finance, Asia Pacific, Daiwa Securities SMBC Singapore Ltd. March 2005      Joined GCA Corporation, Managing Director September 2013 Director of the Company to present July 2015      Joined PricewaterhouseCoopers (current PwC Advisory LLC), Partner</p> <p>(Significant concurrent positions) March 2016      Partner, PwC Advisory LLC to present</p>	3,600
4	Georges Ugeux (April 20, 1945)	<p>September 1970 Joined Société Générale de Banque (current BNP Paribas Fortis) January 1985    Managing Director, Morgan Stanley Securities Ltd. October 1988    Group Finance Director, Société Générale de Belgique September 1992 President, Kidder Peabody Europe Inc. September 1996 Group Executive Vice President, New York Stock Exchange October 2003    Founded Galileo Global Advisors LLC, Chairman/CEO September 2014 Director of the Company to present</p> <p>(Significant concurrent positions) October 2003    Chairman/CEO, Galileo Global Advisors LLC to present</p>	0

- (Notes)
1. No special interests exist between Directors candidates and the Company.
  2. Mr. Naohisa Fukutani and Mr. Georges Ugeux are candidates for External Director. Furthermore, the Company has registered Mr. Naohisa Fukutani and Mr. Georges Ugeux with the Tokyo Stock Exchange as independent directors. If their reelections are approved and they assume office, the Company intends to maintain their registrations as independent directors.
  3. Mr. Naohisa Fukutani will have served as External Director for three years upon the conclusion of this Annual General Meeting of Shareholders.
  4. Mr. Georges Ugeux will have served as External Director for two years upon the conclusion of this Annual General Meeting of Shareholders.
  5. Supplemental notes regarding the External Director candidates are as follows:
    - (1) Reason for selection as External Director candidates  
The Company nominated Mr. Naohisa Fukutani and Mr. Georges Ugeux as External Director candidates given their expected contributions to strengthening corporate governance, as well as the Company's overall group management. Both Mr. Fukutani and Mr. Ugeux bring a deep and varied set of experiences to the Company resulting from long, successful careers in finance, together with proven entrepreneurial backgrounds.
    - (2) Regarding the limited liability contract of External Directors  
The Company has contracts limiting the liability of Naohisa Fukutani and Mr. Georges Ugeux pursuant to Article 427, Paragraph 1 of the Companies Act. Furthermore, the limit for the amount of compensation for damages provisioned in the contracts with Mr. Fukutani and Mr. Ugeux is the minimum amount allowed by law. If the Company's proposal is approved, and Mr. Fukutani and Mr. Ugeux are reelected as External Directors, the Company expects to continue the above limited liability contracts.