[NOTICE: This Notice of Convocation is a translation of a part of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.]

(Securities Code: 3636) December 3, 2018

To Our Shareholders

Mitsubishi Research Institute, Inc. 10-3, Nagatacho 2-Chome, Chiyoda-Ku, Tokyo Takashi Morisaki President and Representative Director

## NOTICE OF CONVOCATION OF THE 49TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

### Dear Shareholders:

Notice is hereby given that the 49th Annual General Meeting of Shareholders (the "Meeting") of Mitsubishi Research Institute, Inc. (the "Company") will be held as described below. You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting in person, you may exercise your voting rights using one of the methods listed below. In such case, please review the attached Reference Materials for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m. on Wednesday, December 19, 2018, by mail (in writing) or via the Internet.

### [Exercise of Voting Rights by Mail (in Writing)]

Please indicate your approval or disapproval of the matters for resolution on the enclosed Voting Right Exercise Form and send it by return mail, ensuring that the form reaches the Company no later than the above deadline.

### [Exercise of Voting Rights via the Internet]

Please refer to "Instructions for the Exercise of Voting Rights via the Internet" on page 3 and exercise your voting rights by the above deadline.

### PARTICULARS

1. Date and Time of the Meeting: Thursday, December 20, 2018 at 10:00 a.m.

2. Place of the Meeting:	4th floor Conference Room at the Head Office of the Company
	10-3, Nagatacho 2-Chome, Chiyoda-Ku, Tokyo
3. Meeting Agenda:	
Matters for Reporting:	The Business Report for the fiscal year ended September 30, 2018 (from October 1, 2017 to September 30, 2018), Consolidated and Non-Consolidated Financial Statements, and the Results of the Audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
Matters for Resolution:	
First Item of Business:	Appropriation of Surplus
Second Item of Business:	Election of Eight (8) Directors
Third Item of Business:	Election of One (1) Audit & Supervisory Board Member

### 4. Exercise of Voting Rights

- (1) If you exercise voting rights by proxy, please present a document evidencing authority of the proxy together with the Voting Rights Exercise Form to the receptionist at the Meeting. Please note that the proxy must be one shareholder with voting rights as stipulated in the Articles of Incorporation of the Company.
- (2) Regarding the exercise of voting rights by mail (in writing), if there is no indication of your approval or disapproval of each item of business, we will deem that you have approved each item.
- (3) Please note that if your voting rights were exercised both by mail (in writing) and via the Internet, the Internet vote shall take precedence.
- (4) In instances where a shareholder exercises their voting rights more than once via the Internet, the very last vote cast shall take precedence. In instances where a shareholder exercises voting rights using both a personal computer and a mobile phone, the very last vote cast shall take precedence.

#### [Request to Shareholders]

Shareholders attending the Meeting in person are requested to present the enclosed Voting Rights Exercise Form to the receptionist at the Meeting.

### [Announcements]

- (1) System to Ensure Appropriate Conduct of Operations and its Operation Status of the Business Report, Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements as well as Non-Consolidated Statements of Changes in Net Assets and Notes to Non-Financial Statements are posted on the Company's Consolidated website (https://ir.mri.co.jp/ja/stock/meeting.html). They are therefore not included in the attachment, in accordance with laws, regulations and Article 16 of the Company's Articles of Incorporation. The Business Report, Consolidated and Non-Consolidated Financial Statements attached to this Notice constitute part of the documents audited by the Audit & Supervisory Board Members and Accounting Auditor in preparing their respective Audit Reports.
- (2) If any modification is required for the Reference Materials for the General Meeting of Shareholders, the Business Report and the Consolidated and Non-Consolidated Financial Statements, it will be posted on the Company's website (https://ir.mri.co.jp/ja/stock/meeting.html).

## Procedures for the Exercise of Voting Rights via the Internet

Please note the following instructions on how to exercise your voting rights via the Internet.

## About the Voting Right Exercise Website

For the exercise of voting rights via the Internet, please access the voting right exercise website through a personal computer, smartphone or mobile phone, and use the Login ID and temporary password provided on the Voting Rights Exercise Form and follow the instructions provided on the screen to indicate your approval or disapproval.

The Company will provide shareholders with new Login IDs and temporary passwords with each convocation of General Meeting of Shareholders.

The voting right exercise website: https://evote.tr.mufg.jp/

### Notes

- 1. Multiple Exercises of Voting Rights
  - Please note that if your voting rights were exercised both by mail (in writing), and via the Internet, the Internet vote shall take precedence.
  - In instances where a shareholder exercises their voting rights more than once via the Internet, the very last vote cast shall take precedence. In instances where a shareholder exercises voting rights using both a personal computer and a mobile phone, the very last vote cast shall take precedence.
- 2. Costs for Accessing the Voting Right Exercise Website

Costs for accessing the voting right exercise website (Internet connection fees, communication fees, etc.) shall be borne by shareholders.

Inquiries on the Voting Right Exercise Systems Mitsubishi UFJ Trust and Banking Corporation, Transfer Agent Department (Help Desk) Toll-free number (Japan only): 0120-173-027 (Office hours: From 9:00 a.m. to 9:00 p.m.)

# **REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS**

## Items of Business and Reference Matters

First Item of Business: Appropriation of Surplus

Matters concerning the year-end dividends:

The Company aims to contribute to the advancement of customers and society and promote creation of value, through which to realize its sustainable growth and enhance its corporate value. In returning its profits to shareholders, the Company holds a policy of maintaining stable dividend payments while comprehensively taking into account the balance between business results and financial soundness to strive for the increase in dividend levels.

Based on the above policy, the Company plans to pay a year-end dividend of ¥45 per share for the fiscal year ended September 30, 2018. Consequently, the annual dividend for the fiscal year will be ¥85 per share, including an interim dividend of ¥40 per share.

- (1) Kind of dividend property Cash
- (2) Matters concerning allocation and the total amount of dividend property for shareholders Ordinary shares of the Company: ¥45 per share ¥739,072,080 in total
- (3) Date on which dividends from surplus shall be effective December 21, 2018

## Second Item of Business: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the close of this Meeting.

Therefore, you are hereby requested to newly elect eight (8) Directors.

The candidates are as follows.

No.		Name	Positions and Responsibilities at the Company	Years in office as Director	Attendance at Board of Directors meetings
1	Reelected	Kyota Omori (70 years old)	Chairman of the Board	8 years	100% (9/9)
2	Reelected	Takashi Morisaki (63 years old)	President and Representative Director Officer in Charge of Internal Audit Office	2 years	100% (9/9)
3	Reelected	Shigeaki Yoshikawa (65 years old)	Executive Vice President and Representative Director Officer in Charge of Business Management Responsible for Research Center for Policy and Economy, Marketing and Sales Division, West Japan Marketing and Sales Division, and Global Business Division	2 years	100% (9/9)
4	Reelected	Takehiko Matsushita (59 years old)	Managing Director and Representative Director General Manager, Corporate Administration Unit	7 years	100% (9/9)
5	Reelected Outside Independent	Nobuo Kuroyanagi (76 years old)	Outside Director	9 years	89% (8/9)
6	Reelected	Mikio Sasaki (81 years old)	Non-Executive Director	8 years	89% (8/9)
7	Reelected Outside Independent	Kazuo Tsukuda (75 years old)	Outside Director	8 years	89% (8/9)
8	Reelected Outside Independent	Taga Sota (77 years old)	Outside Director	6 years	100% (9/9)

(Notes)

1. There are no special interests between any of the candidates for Director and the Company.

2. The three candidates for Director, Messrs. Nobuo Kuroyanagi, Kazuo Tsukuda and Ms. Taga Sota, are candidates for Outside Director. The Company has designated Messrs. Nobuo Kuroyanagi, Kazuo Tsukuda and Ms. Taga Sota as Independent Directors provided for by Tokyo Stock Exchange, Inc. and has notified the Exchange to that effect.

 Terms of office as Outside Directors of the Company of the candidates for Outside Director at the close of this Meeting are nine (9) years for Mr. Nobuo Kuroyanagi, eight (8) years for Mr. Kazuo Tsukuda and six (6) years for Ms. Taga Sota.

4. The Company has entered into liability limitation agreements with the four (4) Directors, namely Messrs. Nobuo Kuroyanagi, Mikio Sasaki, Kazuo Tsukuda and Ms. Taga Sota, whereby, in accordance with the provisions of Paragraph 1 of Article 427 of the Companies Act, their liability for damages stipulated in Paragraph 1 of Article 423 of the said Act is limited to the amount as prescribed by the relevant laws and regulations, insofar as they execute their duties bona fide without gross negligence. If the four (4) Directors, Messrs. Nobuo Kuroyanagi, Mikio Sasaki, Kazuo Tsukuda and Ms. Taga Sota, are elected, such agreements shall be continued.

No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned			
1	Kyota Omori [Date of Birth] March 14, 1948 (70 years old) [Years in office as Director] 8 years at the close of the Meeting [Attendance at the Board of Directors meetings] 100% (9/9) Reelected	[Career Summary]April 1972Joined The Mitsubishi Bank, LimitedJune 2003Managing Director of The Bank of Tokyo-Mitsubishi, Ltd.October 2007Senior Managing Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd.June 2008Deputy President of Mitsubishi UFJ Financial Group, Inc.September 2010Director of Mitsubishi UFJ Financial Group, Inc.December 2010President and Representative Director of the CompanyDecember 2016Chairman of the Board and Representative Director of the CompanyDecember 2017Chairman of the Board of the Company (incumbent)[Positions and Responsibilities at the Company]Chairman of the BoardImportant Concurrent Positions]Director of Mitsubishi Research Institute DCS Co., Ltd.Outside Director of NCS&A CO., LTD.	32,100			
	[The Reasons for Nomination as Director] Mr. Kyota Omori is once again recommended as a candidate for Director in view of the appropriate performance of his current duties as Chairman of the Board of the Company toward the Company's sustainable growth and enhancement of its corporate value in the medium- to long-term, based on his abundant business experience at the Company.					

No.	Name	Career Summary, Positions and Respons and Important Concurrent	Number of the Company's Shares Owned	
2	Takashi Morisaki [Date of Birth] January 1, 1955 (63 years old) [Years in office as Director] 2 years at the close of the Meeting [Attendance at the Board of Directors meetings] 100% (9/9) Reelected [The Reasons for Nom Mr. Takashi Mariashi	UFJ, Ltd. May 2010 Managing Executive Officer a Headquarters for Asia of The Ltd. May 2012 Senior Managing Executive O Global Markets Unit of The B Ltd. June 2012 Senior Managing Director and Unit of The Bank of Tokyo-M July 2012 Managing Officer and Group 1 Business Group of Mitsubishi May 2014 Deputy President of The Bank June 2016 Corporate Advisor of The Bank September 2016 Senior Counselor of the Comp October 2016 President and Representative I (incumbent) [Positions and Responsibilities at the Company] President and Representative Director Officer in Charge of Internal Audit Office [Important Concurrent Positions] Chairman of the Board of Mitsubishi Research nation as Director]	hi UFJ Financial Group, Inc. of The Bank of Tokyo-Mitsubishi and Chief Executive Officer, Bank of Tokyo-Mitsubishi UFJ, Officer and Chief Executive, Bank of Tokyo-Mitsubishi UFJ, d Chief Executive, Global Markets fitsubishi UFJ, Ltd. Head, Integrated Global Markets UFJ Financial Group, Inc. c of Tokyo-Mitsubishi UFJ, Ltd. hk of Tokyo-Mitsubishi UFJ, Ltd. hk of Tokyo-Mitsubishi UFJ, Ltd. Director of the Company	11,700
	Mr. Takashi Morisaki is once again recommended as a candidate for Director in view of the appropriate performance of his current duties as President and Representative Director of the Company toward the Company's sustainable growth and enhancement of its corporate value in the medium- to long-term, based on his abundant business experience at the Company.			

No.	Name	Career S	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions			
3	Shigeaki Yoshikawa [Date of Birth] June 23, 1953 (65 years old) [Years in office as Director] 2 years at the close of the Meeting [Attendance at the Board of Directors meetings] 100% (9/9) Reelected	Executive Vice Officer in Char Responsible for	] Joined Mitsubishi Corporation Executive Officer and General Manager, Global Strategy & Coordination Dept. of Mitsubishi Corporation Executive Officer and Chief Regional Officer, Europe-CIS, Middle East & Africa of Mitsubishi Corporation Executive Vice President and Regional CEO, Middle East & Central Asia of Mitsubishi Corporation Corporate Advisor of Mitsubishi Corporation Senior Counselor of the Company Executive Vice President and Executive Officer of the Company Executive Vice President and Executive Officer General Manager, Enterprise Management Unit of the Company Executive Vice President and Representative Director General Manager, Enterprise Management Unit of the Company Executive Vice President and Representative Director of the Company (incumbent) sponsibilities at the Company] President and Representative Director ge of Business Management r Research Center for Policy and Economy, Marketing and Sales Japan Marketing and Sales Division, and Global Business	6,400		
	[The Reasons for Nomination as Director] Mr. Shigeaki Yoshikawa is once again recommended as a candidate for Director in view of the appropriate performance of his current duties as Executive Vice President and Representative Director of the Company toward the Company's sustainable growth and enhancement of its corporate value in the medium- to long-term, based on his abundant business experience at the Company.					

No.	Name	Career S	Number of the Company's Shares Owned			
4	4 April 1983 Joined FUJITSU LIMITED   January 1989 Joined HCOMPANY   October 2006 General Manager, Corporate Planning Division of the Company   December 2011 Director and Executive Officer, General Manager, Corporate Planning Division of the Company   December 2013 Director and Executive Officer, General Manager, Corporate Planning Division of the Company   October 2013 Director and Executive Officer, General Manager, Corporate Administration Unit of the Company   October 2015 Director and Executive Officer, General Manager, Corporate Administration Unit of the Company   November 2016 Director and Executive Officer, General Manager, Corporate Administration Unit of the Company   November 2016 Director and Executive Officer, General Manager, Corporate Administration Unit of the Company   Personal Officer, General Manager, Corporate Administration Unit of the Company 7,200   Verars at the close of the Meeting [Attendance at the Board of Directors meetings] Ionow (9/9)   Reelected Managing Director and Representative Director, General Manager, Corporate Administration Unit   Mrendance at the Board of Directors meetings] Ionow (9/9)   Reelected Managing Director and Representative Director, General Manager, Corporate Administration Unit   Mr. Takehiko Matsushita is once again recommended as a candidate for Director in view o					
	sustainable growth and enhancement of its corporate value in the medium- to long-term, based on his abundant business					

No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned			
5	Nobuo Kuroyanagi [Date of Birth] December 18, 1941 (76 years old) [Years in office as Director] 9 years at the close of the Meeting [Attendance at the Board of Directors meetings] 89% (8/9) Reelected Outside Independent	[Career Summary]April 1965Joined The Mitsubishi Bank, LimitedJune 2004President & CEO of Mitsubishi Tokyo Financial Group, Inc., President of The Bank of Tokyo-Mitsubishi, Ltd.October 2005President & CEO of Mitsubishi UFJ Financial Group, Inc.January 2006President of The Bank of Tokyo-Mitsubishi UFJ, Ltd.April 2008Chairman of The Bank of Tokyo-Mitsubishi UFJ, Ltd.December 2009Director of the Company (incumbent)April 2012Senior Advisor of The Bank of Tokyo-Mitsubishi UFJ, Ltd.April 2014Senior Corporate Advisor of The Bank of Tokyo-Mitsubishi UFJ, Ltd.April 2018Senior Corporate Advisor of MUFG Bank, Ltd. (incumbent)[Positions and Responsibilities at the Company] Outside DirectorOutside Director of MUFG Bank, Ltd.[Important Concurrent Positions] Senior Corporate Advisor of MUFG Bank, Ltd.Outside Director of Tokio Marine & Nichido Fire Insurance Co., Ltd.Outside Director of Tokio Marine & Nichido Fire Insurance Co., Ltd.Outside Corporate Advisor of Tokyo Kaikan Co., Ltd.	4,800			
	[The Reasons for Nomination as Outside Director] Mr. Nobuo Kuroyanagi is once again recommended as a candidate for Outside Director in view of the appropriate performance of his current duties as an Outside Director of the Company, including supervision of its business execution, based on his years of broad experience as an executive of financial institutions.					

6 [Career Summary] April 1960 Joined Mitsubishi Corporation April 1998 Member of the Board, President & CEO of Mitsubishi Corporation   April 1990 Member of the Board of Mitsubishi Corporation April 2004 Chairman of the Board of Mitsubishi Corporation   Mikio Sasaki Director of the Company (incumbent) June 2010 Member of the Board of Mitsubishi Corporation   Mikio Sasaki [Date of Birth] October 8, 1937 Senior Corporate Advisor of Mitsubishi Corporation (incumbent)   Positions and Responsibilities at the Company] Non-Executive Director 6,100   [Years in office as Director] Senior Corporate Advisor of Mitsubishi Corporation Outside Director of Tokio Marine Holdings, Inc. 6,100   [Reelected] [The Reasons for Nomination as Director] [The Reasons for Nomination as Director]	No.	Name	Career Summary, Positions and Responsibilities and Important Concurrent Position	Number of the Company's Shares Owned
Mr. Mikio Sasaki is once again recommended as a candidate for Director in view of the appropriate performance of his	6			

No.	Name	Career Summary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned		
7	Kazuo Tsukuda [Date of Birth] September 1, 1943 (75 years old) [Years in office as Director] 8 years at the close of the Meeting [Attendance at the Board of Directors meetings] 89% (8/9) Reelected Outside Independent	[Career Summary]   April 1968 Joined Mitsubishi Heavy Industries, Ltd.   June 2003 President and CEO (Member of the Board) of Mitsubishi Heavy Industries, Ltd.   April 2008 Chairman of the Board of Mitsubishi Heavy Industries, Ltd.   December 2010 Director of the Company (incumbent)   April 2013 Director (Member of the Board) and Senior Advisor of Mitsubishi Heavy Industries, Ltd.   June 2013 Senior Advisor of Mitsubishi Heavy Industries, Ltd. (incumbent)   [Positions and Responsibilities at the Company] Outside Director   [Important Concurrent Positions] Senior Corporate Advisor of Mitsubishi Heavy Industries, Ltd.   Outside Director (Audit and Supervisory Committee Member) of Yamaguchi Financial Group, Inc.   Outside Director of FANUC CORPORATION Outside Director of FANUC CORPORATION	8,300		
	[The Reasons for Nomination as Outside Director] Mr. Kazuo Tsukuda is once again recommended as a candidate for Outside Director in view of the appropriate performance of his current duties as an Outside Director of the Company, including supervision of its business execution, based on his years of broad experience as an executive in the manufacturing business.				

8 [Career Summary] April 1967 Registered as attorney at law and joined Sakaki Tadatsune Law Firm April 1975 Established Sota Law Office (incumbent) April 1991 Practicing-Attorney-Professor for Civil Advocacy of the Legal Training and Research Institute, Supreme Court of Japan   May 1998 Commercial Code Committee Member of Legislative Council of the Ministry of Justice April 1999 Guest Lecturer at Chuo University   November 2010 Public Interests Member of Central Labour Relations Commission June 2008 Chairperson of JAPAN WOMEN'S BAR ASSOCIATION   December 2012 Director of the Company (incumbent) [Positions and Responsibilities at the Company] Outside Director 1,200   8 Teaesons for Nomination as Outside Director] Representative of Sota Law Office 1,200   8 The Reasons for Nomination as Outside Director] Important Concurrent Positions] Representative of Sota Law Office 1,200   9 Reelected Dutside Independent Important concurrent Positions] 1,200   11 The Reasons for Nomination as Outside Director] Ms. Taga Sota performs appropriately in her current duties as an Outside Director of the Company, including supervision of its business execution, based on her broad knowledge and experience concerning norporate legal affairs and management operations gained through her years of activities as an attorney. Although she nas to been directly involved in corporate management in a way other than beccoming an Outside Director of the Comp	No.	Name	Career S	ummary, Positions and Responsibilities at the Company and Important Concurrent Positions	Number of the Company's Shares Owned
	8	[Date of Birth] July 27, 1941 (77 years old) [Years in office as Director] 6 years at the close of the Meeting [Attendance at the Board of Directors meetings] 100% (9/9) Reelected Outside Independent [The Reasons for Norr Ms. Taga Sota perform supervision of its busin and management opera	April 1967 April 1975 April 1991 May 1998 April 1999 November 2000 June 2008 December 2012 [Positions and Ress Outside Directo [Important Concur Representative of ination as Outside I as appropriately in I ness execution, base ations gained throug	Registered as attorney at law and joined Sakaki Tadatsune Law Firm Established Sota Law Office (incumbent) Practicing-Attorney-Professor for Civil Advocacy of the Legal Training and Research Institute, Supreme Court of Japan Commercial Code Committee Member of Legislative Council of the Ministry of Justice Guest Lecturer at Chuo University Public Interests Member of Central Labour Relations Commission Chairperson of JAPAN WOMEN'S BAR ASSOCIATION Director of the Company (incumbent) ponsibilities at the Company] r rent Positions] of Sota Law Office	gal affairs directly

## Third Item of Business: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Toshiichi Utsugi will expire at the close of this Meeting.

Therefore, you are hereby requested to newly elect one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent for this proposal.

The candidate is as follows.

Name		Career Summary and Positions at the Company and Important Concurrent Positions	Number of the Company's Shares Owned	
	[Career Summary	]		
	April 1982	Joined The Mitsubishi Bank, Limited		
	May 1991	Deputy General Manager, Hong Kong Branch of The Mitsubishi		
		Bank, Limited		
	October 2003	General Manager, Corporate Banking Business Division,		
and a second		Tamachi Branch of The Bank of Tokyo-Mitsubishi, Ltd.		
100 m	May 2008	General Manager, Credit Division of The Bank of Tokyo-		
		Mitsubishi UFJ, Ltd.		
	June 2009	General Manager, Credit Division of The Bank of Tokyo-		
		Mitsubishi UFJ, Ltd.		
SEA . YAHA		President & CEO of MU Strategic Partner Co., Ltd.	0	
	July 2009	General Manager, Credit Examination Office, Internal Audit	0	
		Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd.		
Michio Atsuda	November 2011	General Manager, Corporate Planning Dept. of ACOM CO.,		
		LTD.		
[Date of Birth]	April 2012	Executive Officer and Chief General Manager, Overseas		
July 3, 1958		Business Dept. of ACOM CO., LTD.		
(60 years old)	June 2012	Executive Managing Officer and Chief General Manager,		
		Overseas Business Dept. of ACOM CO., LTD.		
Newly elected	April 2015	Executive Managing Officer of ACOM CO., LTD.		
	October 2018	Senior Counselor of the Company (incumbent)		
[Positions at the Company]				
Senior Counselor				
		Supervisory Board Member]		
Mr. Michio Atsuda is newly recommended as a candidate for Audit & Supervisory Board Member as he is expected to				

Mr. Michio Atsuda is newly recommended as a candidate for Audit & Supervisory Board Member as he is expected to appropriately perform his duties as an Audit & Supervisory Board Member of the Company, including audit on its business execution, based on his years of abundant business experience at financial institutions.

(Notes)

- 1. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.
- 2. If Mr. Michio Atsuda is elected, the Company will enter into a liability limitation agreement with him, whereby, in accordance with the provisions of Paragraph 1 of Article 427 of the Companies Act, his liability for damages stipulated in Paragraph 1 of Article 423 of the said Act is limited to the amount as prescribed by the relevant laws and regulations, insofar as he executes his duties bona fide without gross negligence.