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(Securities Code 4249)

June 7, 2019

To All Shareholders:

1-1-1 Minami-Aoyama, Minato-ku, Tokyo  
**MORIROKU HOLDINGS COMPANY, LTD.**  
President and CEO Shigenobu Miwa

## **NOTICE OF THE 104th ORDINARY GENERAL SHAREHOLDERS' MEETING**

Dear Shareholder,

Please refer to the following for information about the upcoming the 104th Ordinary General Shareholders' Meeting (the "General Shareholders' Meeting") of Moriroku Holdings Company, Ltd. (the "Company"). We hope that you will be able to attend this meeting.

If you are unable to attend the meeting, you can exercise your voting rights using one of the means described below. Please review the enclosed Reference Documents and exercise your voting rights. Thank you very much for your cooperation.

[When exercising your voting rights by paper ballot]

Please indicate "for" or "against" for each agenda item listed on the enclosed Form for Exercising Voting Rights, and return it by no later than 5:30 p.m., June 26, 2019 (Wednesday).

[When exercising your voting rights via the Internet]

Please refer to the "Guide to the Exercise of Voting Rights via the Internet" on pages 7 to 8 and enter "for" or "against" for each agenda item according to the guidance displayed on the screen by no later than 5:30 p.m., June 26, 2019 (Wednesday) (Translation of pages 7 to 8 is omitted.).

Sincerely yours,

**1. Date and time:** 10:00 a.m., Thursday, June 27, 2019  
(Reception start time: 9:00 a.m.)

**2. Venue:** Meiji Kinenkan, Suehiro room (1st floor)  
2-2-23 Motoakasaka, Minato-ku, Tokyo  
(Since the venue is different from that of last year, please refer to the "Map of the venue of the General Shareholders' Meeting" at the end and avoid making a mistake.)

### **3. Agenda:**

#### **Reports:**

- (1) Reports on business review, consolidated financial statements and report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements for the 104th Fiscal Year (April 1, 2018 through March 31, 2019)
  
- (2) Report on non-consolidated financial statements for the 104th Fiscal Year (April 1, 2018 through March 31, 2019)

#### **Resolutions:**

- Proposed Resolution 1: Partial Amendments to the Articles of Incorporation
- Proposed Resolution 2: Election of Seven (7) Directors
- Proposed Resolution 3: Determination of remuneration due to granting of restricted stock to Directors (excluding Outside Directors)

### **4. Guide to the Exercise of Voting Rights:**

Please refer to "Procedures for exercising voting rights" listed on pages 6 to 8 (Translation of pages 6 to 8 is omitted.).

- Notes: - If you attend the meeting in person, please submit the enclosed ballot at the reception desk.
- Among the documents that should be submitted along with this Notice of General Shareholders' Meeting, notes to the consolidated and non-consolidated financial statements are not included in the attachments since they are posted on the Company's Web site (<http://www.moriroku.co.jp>) as provided by laws and regulations and Article No. 15 of the Company's Articles of Incorporation. The consolidated and non-consolidated financial statements audited by the Accounting Auditor to prepare the Audit Report and by the Audit & Supervisory Board to prepare the Accounting Audit Report consist of the notes to the consolidated and non-consolidated financial statements.
  - If there are any revisions to the Reference Documents for the General Shareholders' Meeting, the business review and/or the consolidated and the non-consolidated financial statements, such revisions will be listed on the Company's website (URL: <http://www.moriroku.co.jp>)

No gift is provided to the shareholders attending the General Shareholders' Meeting. We would appreciate your kind understanding of this matter.

## Reference Documents

Proposed resolutions and reference matters

### Proposed Resolution 1: Partial Amendments to the Articles of Incorporation

1 Reason for amendment

The provision of Paragraph 2, Article 165 of the Companies Act permits the acquisition of treasury shares by resolution of a Board of Directors meeting as provided for by the matters specified in the Articles of Incorporation. Therefore, to allow the Company to execute flexible capital policies, the Company proposes newly setting up a rule for the acquisition of treasury shares as a draft of the revision of Article 7, inserting the article before the current Article 7 and renumbering the articles.

2 Contents of amendments

The proposed amendments are as follows, and those are underlined:

Current	As Amended
Article 1. to Article 6. (Omitted)	Article 1. to Article 6. (Unchanged)
(Newly established)	<u>Article 7. (Acquisition by the Company of its shares)</u>  <u>The Company may, pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act, acquire its own shares by market transactions or other such means by resolution of the Board of Directors.</u>
Article 7. to Article 45. (Omitted)	Article <u>8.</u> to Article <u>46.</u> (Unchanged)

## Proposed Resolution 2: Election of Seven (7) Directors

All nine (9) Directors will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting.

It is proposed that the number of Directors shall be reduced by two (2) to enable the Board of Directors to make decisions strategically and flexibly, and seven (7) Directors should be elected.

The candidates for the positions of Director are as follows:

No.	Name	Current position and main areas of responsibility at the Company, etc.	Position
1	Takashi Kurita	Director Vice President and Executive Officer	Re-appointed
2	Masaru Hayakawa	Director Executive Officer	Re-appointed
3	Hidehito Monji	Director Vice President and Executive Officer of Moriroku Chemicals Company, Ltd.	Newly appointed
4	Mariko Mori	Director Executive Officer Administrative Division Supervisor	Re-appointed
5	Shigeru Mori	Director Senior Executive Advisor	Re-appointed
6	Manabu Fujise	Outside Director	Re-appointed Outside Independent
7	Koichiro Shibata	Outside Director	Re-appointed Outside Independent

Re-appointed: a candidate for Re-appointed Director

Newly appointed: a candidate for newly appointed Director

Outside: a candidate for Outside Director

Independent: an independent officer under the rules of the Tokyo Stock Exchange, Inc.

No.		Brief career summary, position and main areas of responsibility at the Company	
1	<p>Takashi Kurita (May 5, 1958)</p> <p>Re-appointed</p> <p>Number of the Company's shares owned 36,566 shares</p>	April 1981	Joined the Company
		April 2003	President & CEO of Listowel Technology, Inc. (dispatched)
		October 2008	Executive Officer of Morioku Technology Company, Ltd. Assistant Head of North America Operations
		June 2009	Executive Officer of Morioku Technology Company, Ltd. Head of North America Operations
		September 2010	Executive Officer of Morioku Technology Company, Ltd. Head of North America Operations
		November 2010	Chairman, President & CEO of Greenville Technology, Inc. Executive Officer of Morioku Technology Company, Ltd. Assistant Head of North America Operations
		October 2013	Chairman, President & CEO of Greenville Technology, Inc. Executive Officer of Morioku Chemicals Company, Ltd. Sales Division Supervisor
		June 2014	Executive Officer of Morioku Chemicals Company, Ltd. Resin-Treated Products Business Supervisor
		June 2015	Director and Executive Officer of Morioku Chemicals Company, Ltd. Resin-Treated Products Business Supervisor
		June 2017	Director and Executive Officer of Morioku Chemicals Company, Ltd. Administrative Division Supervisor
June 2018	Director, Vice President and Executive Officer of the Company (current)		
		Important concurrent duties	
		None	
Reason for nomination as candidate for Director			
<p>Mr. Takashi Kurita had been stationed overseas for a long time, demonstrating strong leadership in the Resin Product and Chemical Businesses. Currently, as Vice President and Executive Officer, he has been working on reinforcing the management foundation of the group.</p> <p>Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, it elected him as a candidate for Director again.</p>			

No.	Brief career summary, position and main areas of responsibility at the Company	
2	<p>Masaru Hayakawa (February 27, 1961) Re-appointed</p> <p>Number of the Company's shares owned 10,000 shares</p>	April 1982      Joined the Company
		July 2001      Manager of Production Engineering Division
		January 2003    Greenville Technology, Inc. (dispatched)
		February 2006   Manager of Kanto Plant, Production Division of Greenville Technology, Inc.
		June 2010      Manager of Suzuka Plant, Moriroku Technology Company, Ltd.
		June 2011      Executive Officer of Moriroku Technology Company, Ltd. Manager of Suzuka Plant
		June 2014      Director and Executive Officer of Moriroku Technology Company, Ltd.
		June 2016      Manager of Production Engineering Division Director and Executive Officer of Moriroku Technology Company, Ltd.
		June 2018      Quality and Production Engineering Division Supervisor Director and Executive Officer of the Company (current) President and CEO of Moriroku Technology Company, Ltd. (current)
		Important concurrent duties
President and CEO of Moriroku Technology Company, Ltd.		
Reason for nomination as candidate for Director		
<p>Mr. Masaru Hayakawa has extensive experience and knowledge mainly in the areas of development and production at the Resin Product Business both in Japan and overseas. Currently, as Representative Director, President and Executive Officer of Moriroku Technology Company, Ltd., he is making contributions to improving production efficiency and reinforcing the quality management system. Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, it elected him as a candidate for Director again.</p>		

No.	Brief career summary, position and main areas of responsibility at the Company	
3	Hidehito Monji (April 14, 1965)  Newly appointed  Number of the Company's shares owned 10,000 shares	April 1988      Joined Inabata & Co., Ltd.
		May 2003      President of SIK VIETNAM CO.,LTD. (dispatched)
		June 2011      President of SIK COLOR (M) SDN. BHD. (dispatched)
		October 2014    Compound Control Office of Inabata & Co., Ltd. (Left the site dispatched to and returned to the previous position) General Manager
		April 2016      Joined Moriroku Chemicals Company, Ltd.
		June 2016      Director and Executive Officer of Moriroku Chemicals Company, Ltd. Resin-Treated Products, Compounds Business, and ASEAN Operations Supervisor
		April 2018      Director, Vice President and Executive Officer of Moriroku Chemicals Company, Ltd. (current)
Important concurrent duties		
Director, Vice President and Executive Officer of Moriroku Chemicals Company, Ltd.		
Reason for nomination as candidate for Director		
<p>Mr. Hidehito Monji has extensive experience and knowledge that he accumulated mainly in the Resin Product Area of the Chemical Business including at his previous job and overseas. Currently, as Director, Vice President and Executive Officer of Moriroku Chemicals Company Ltd., he has been working on reinforcing the management foundation of the company.</p> <p>Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, it newly elected him as a candidate for Director.</p>		

No.	Brief career summary, position and main areas of responsibility at the Company	
4	<p>Mariko Mori (August 30, 1981)</p> <p>Re-appointed</p> <p>Number of the Company's shares owned 53,000 shares</p>	April 2010      Joined Otsuka Chemical Co., Ltd.
		September 2012      Joined the Company
		July 2013      Corporate Planning Division
		June 2015      Audit and Supervisory Board Member
		June 2016      Director and Executive Officer Accounting & Finance Division Supervisor
		June 2017      Director and Executive Officer Corporate Planning Division and Administrative Division Supervisor
		April 2018      Director and Executive Officer Administrative Division Supervisor, Manager of Human Resources Division
		August 2018      Director and Executive Officer Administrative Division Supervisor (current) Director of Morioku Chemicals Company, Ltd. Administrative Division Supervisor (current)
		Important concurrent duties
		Director of Morioku Chemicals Company, Ltd. Administrative Division Supervisor
	Reason for nomination as candidate for Director	
	<p>Since the time of joining the Company, Ms. Mariko Mori has acquired extensive experience and knowledge related to the Administration Department. Currently, as a person in charge of administration, she is working on reinforcing the corporate governance and IR activity of the Group and contributing to the promotion of diversity activity from a unique viewpoint as a woman.</p> <p>Since the Company evaluated that she is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, it elected her as a candidate for Director again.</p>	

No.		Brief career summary, position and main areas of responsibility at the Company	
5	Shigeru Mori (March 28, 1944)  Re-appointed  Number of the Company's shares owned 1,068,060 shares	April 1967	Joined Mitsui Petrochemical Industries (current Mitsui Chemicals, Inc.)
		April 1983	Joined the Company Deputy Head of the Office of the President
		June 1984	Director
		June 1991	Managing Director
		June 1994	Director and Vice President General Manager of Production Division
		January 1996	Director and Vice President In charge of the production department
		June 1997	Director and Vice President In charge of the commercial department
		June 1998	President
		June 2012	Director, Senior Executive Advisor (current) Director of Moriroku Technology Company, Ltd. (current) Director of Moriroku Chemicals Company, Ltd. (current)
		Director of Moriroku Technology Company, Ltd. Director of Moriroku Chemicals Company, Ltd.	
Reason for nomination as candidate for Director			
Following his appointment as President in June 1998, he led the growth of the Company for over ten years. In June 2012, he was assigned as a Senior Executive Advisor. Utilizing his experience and knowledge, he has been providing advice to the management and supervising the execution of duties. Since the Company evaluated that he is an appropriate talented person to realize sustainable growth and further improvement of the corporate value of the Group, it elected him as a candidate for Director again.			

No.		Brief career summary, position and main areas of responsibility at the Company	
6	Manabu Fujise (February 19, 1946)  Re-appointed Outside Independent  Number of the Company's shares owned - shares	April 1968	Joined Mitsui Petrochemical Industries (current Mitsui Chemicals, Inc.)
		July 2001	Director of Mitsui Chemicals, Inc. Elastomers Division Manager
		July 2004	Executive Officer of Mitsui Chemicals, Inc. Functional Resin Business Planning Administrative Manager
		July 2005	President of Mitsui Chemicals Singapore, Ltd. (current Mitsui Chemicals Asia Pacific, Ltd.)
		April 2008	President of Mitsui Chemicals Singapore, Ltd. President of Mitsui Chemicals India, Pvt. Ltd.
		April 2011	Auditor of Kunitachi College of Music
		July 2012	Director of Torishima Pump Mfg. Co., Ltd.
		January 2016	Outside Director of KH Neochem Co., Ltd. (current)
		June 2017	Outside Director of the Company (current)
		Outside Director of KH Neochem Co., Ltd.	
Reason for nomination as candidate for Outside Director			
Mr. Manabu Fujise has an excellent personality and has been involved in the management of Mitsui Chemicals Inc. for a long time. Based on his abundant experience and knowledge, he has been providing the management of the Company with beneficial advice. He also has a high standard of ethics, and from an independent position, he can supervise the execution of the duties by Directors, etc. Thereby it is expected that the function of the Board of Directors of the Company will be reinforced, the Company elected him as a candidate for Outside Director again.			

No.	Brief career summary, position and main areas of responsibility at the Company	
7	Koichiro Shibata (April 17, 1961)  Re-appointed Outside Independent  Number of the Company's shares owned - shares	April 1993 Registered as Lawyer (Daini Tokyo Bar Association) Nagano Mayama Law Firm
		February 1998 Lawyer Shibata Koichiro Law Firm (current)
		June 2012 Member of the Discipline Committee, Daini Tokyo Bar Association
		October 2017 Outside Director of the Company (current)
		April 2018 Member of the Ethics Committee, Daini Tokyo Bar Association (current)
		Important concurrent duties
		Lawyer
		Reason for nomination as candidate for Outside Director
		Mr. Koichiro Shibata has been actively working as a lawyer for many years. He has professional knowledge about laws, regulations and corporate governance related to the license that he obtained as well as extensive experience and a high standard of ethics obtained by serving as Member of the Ethics Committee of Daini Tokyo Bar Association. From an independent position, he can supervise the execution of the duties by Directors, etc. Thereby it is expected that the function of the Board of Directors of the Company will be reinforced, the Company elected him as a candidate for Outside Director again. He has not been involved in the management of a company other than serving as an Outside Officer in the past. However, due to the reasons above, the Company believes that he can properly execute the duties of an Outside Director.

- Notes: 1. Mr. Hidehito Monji is a candidate to become a newly appointed Director.
2. There are no special conflicts of interest between each of the candidates and the Company.
3. Mr. Manabu Fujise and Mr. Koichiro Shibata are candidates to become Outside Directors.
4. Mr. Manabu Fujise and Mr. Koichiro Shibata are currently Outside Directors of the Company. Upon the conclusion of this General Shareholders' Meeting, they would have served as Outside Directors of the Company for 2 years and 1 year and 9 months.
- 5 The Company concluded with Mr. Shigeru Mori, Mr. Manabu Fujise and Mr. Koichiro Shibata a contract for limitation of liability which specifies their liability under Paragraph 1, Article 423 of the Companies Act as the minimum amount of the limit for liability provided by the Act, according to the provision of Paragraph 1, Article 427 of the Act. The limitation of liability based on the contract shall be either one million (1,000,000) yen or the minimum liability amount defined in Paragraph 1, Article 425 of the Companies Act, whichever is higher. If the reappointment of Mr. Shigeru Mori, Mr. Manabu Fujise and Mr. Koichiro Shibata is approved, the Company will continue the contract with them.
- 6 The Company appointed Mr. Manabu Fujise and Mr. Koichiro Shibata as independent officers under the rules of the Tokyo Stock Exchange, Inc., and filed a notice with it in this regard. If their reappointment is approved, the Company will appoint them as independent officers again.

### **Proposed Resolution 3: Determination of remuneration due to granting of restricted stock to Directors (excluding Outside Directors)**

The amount of remuneration limited for Directors (324 million yen per year, except for salaries paid as employees to Directors who concurrently serve as employees) was resolved at the 91<sup>st</sup> Ordinary General Shareholders' Meeting held on 28 June 2006.

As part of a review of the remuneration system for Directors, the Company wishes to clarify the correlation between remuneration and performance for the Directors of the Company (excluding Outside Directors; hereinafter referred to as "eligible Directors"), improve their motivation to contribute to the improvement of the mid- and long-term corporate value and share value with shareholders more than before. To this end, we would like to request approval for the provision of new remuneration due to the granting of restricted stock to eligible Directors in addition to the remuneration above.

The remuneration to be paid to eligible Directors (excluding salaries paid as employees to Directors who concurrently serve as employees) for the purpose of granting restricted stock in accordance with this Agenda Item shall be the monetary remuneration rights and the total amount of such monetary remuneration rights shall be up to an annual amount of 210 million yen, which is the amount deemed reasonable in order to achieve the goals listed above. However, as a general rule, the amount of remuneration is assumed to be paid in full, and is equivalent to the consideration for the execution of duties over three business years, which is the target period for the Mid-term Business Plan, on the first year of the three business years. The actual amount of the payment is estimated to be less than 70 million yen per business year.

The specific issue timing and distribution to eligible Directors shall be resolved by the Board of Directors based on the deliberation results of "the Advisory Committee on Remuneration."

The current number of Directors is nine (9) (including two (2) Outside Directors). If Agenda Item 2 "Election of Seven (7) Directors" is passed as proposed, this number shall be seven (7) (including two (2) Outside Directors).

Based on the resolution of the Board of Directors, eligible Directors shall pay the total of monetary remuneration rights occurring due to this Agenda Item as contribution in kind, and the shares shall be subject to issuance or disposal of ordinary shares of the Company. The total annual limit of the ordinary shares of the Company shall be within 81,000 shares (provided, however, in case of share split (including free subscription of ordinary shares) or the reverse share split of issued or, disposed common shares of the company or any necessary reason to adjust the amount of issued or disposed common shares of the company as restricted stocks). As stated in the description above however, as a general rule, with the monetary remuneration rights related to the system to grant restricted stock, the amount of remuneration is assumed to be paid in full, and is equivalent to the consideration for the execution of duties over three business years, which is the target period for the Mid-term Business Plan, on the first year of the three business years. The actual granting is estimated to be less than 27,000 shares per business year.

The amount of which shall be paid per share, is based on the ending price of common shares of the Company on the Tokyo Stock Exchange on the preceding business day on which resolutions were based on the Board of Directors (if trading was not conducted on the day in question, the ending price on the most recent preceding trading day). The amount shall be resolved by the Board of Directors so as not to provide an advantageous price to eligible Directors receiving the ordinary shares. Also, it is a condition that the Company executes the Restricted Stock Subscription Agreement (hereinafter referred to as the "Subscription Agreement") with the eligible Directors including the following provisions, in regards to the issuance and disposal of ordinary shares of the Company.

(1) Transfer restriction period

During a period of 1 year to 5 years as defined in advance by the Board of Directors from the receipt date of subscription according to the Subscription Agreement (hereinafter referred to as the "Transfer Restriction Period"), eligible Directors shall not transfer, pledge as security, or otherwise dispose (hereinafter referred to as "Transfer Restrictions") of the ordinary shares received according to the Subscription Agreement (hereinafter referred to as "Subscribed Shares").

(2) Treatment at time of retirement

If an eligible Director retires from the position predetermined by the Board of Directors prior to the end of the Transfer Restriction Period, the Company shall acquire rightfully the Subscribed Shares for no fee at the time of retirement, except for completion of term or other reason deemed as reasonable.

(3) Removal of transfer restrictions due to the attainment of performance goals

Regardless of the rules stated in (1) above, the Company shall remove Transfer Restrictions from all Subscribed Shares at the time of completing the Transfer Restriction Period. It shall do so on condition that the eligible Director continues to serve in the position predetermined by the Board of Directors throughout the Transfer Restriction Period and achieves performance goals including the consolidated net sales and operating profit targets as determined by the Board of Directors of the Company in advance based on the target Mid-term Management Plan during the transfer restriction period. However, if the eligible Director retires from the position predetermined by the Board of Directors prior to completing the Transfer Restriction Period and if said retirement was due to a reason deemed to be reasonable such as maturity of the term, the number of Subscribed Shares from which Transfer Restrictions are removed shall be adjusted as necessary and as reasonable, based on the achievement state of the performance goals mentioned above. In addition, the Company shall rightfully purchase the Subscribed Shares for which the transfer restrictions are not removed for no fee at the time of completing the Transfer Restriction Period.

(4) Treatment of reorganization, etc.

Regardless of rules stated in (1) above, if items related to reorganization such as a merger agreement in which the Company is absorbed or a share-exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary are approved at the Ordinary

General Shareholders' Meeting (or, approved by the Board of Directors for cases in which approval from the Ordinary General Shareholders' Meeting is not required for reorganization) during the Transfer Restriction Period, the Company shall acquire at no fee the Subscribed Shares.

(5) Other items resolved by the Board of Directors

In addition to above, the method of indicating intention and issuing notice under the Subscription Agreement, the method of revision of the Subscription Agreement and other matters decided in the Board of Directors shall be in the Subscription Agreement.

End