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(Securities Code 4249)

June 8, 2020

To All Shareholders:

1-1-1 Minami-Aoyama, Minato-ku, Tokyo
MORIROKU HOLDINGS COMPANY, LTD.
President and CEO Takashi Kurita

NOTICE OF THE 105th ORDINARY GENERAL SHAREHOLDERS' MEETING

Dear Shareholder,

Please refer to the following for information about the upcoming the 105th Ordinary General Shareholders' Meeting (the "General Shareholders' Meeting") of Moriroku Holdings Company, Ltd. (the "Company").

To prevent the spread of the novel coronavirus disease (COVID-19) and ensure the safety of shareholders, **the Company would like to request shareholders to exercise their voting rights in advance, as much as possible, in writing or via the Internet or other means. In addition, we ask those shareholders planning to attend the General Shareholders' Meeting in person to adequately consider their health condition and take preventive measures against COVID-19 infection.**

Please review the enclosed Reference Documents and exercise your voting rights **by no later than 5:30 p.m. on June 22, 2020 (Monday).**

Please also note that **a video of the General Shareholders' Meeting will be available for viewing on the Company website (<http://www.moriroku.co.jp>) at a later date.** The Company would like to once again ask shareholders to check the status of the spread of COVID-19 on the date of the meeting and make active use of the website.

[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 22, 2020 (Monday).

[When exercising your voting rights via the Internet]

Please refer to the "Guide to the Exercise of Voting Rights via the Internet" on pages 6 to 7 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 22, 2020 (Monday) (Translation of pages 6 to 7 is omitted.).

Sincerely yours,

- 1. Date and time:** 10:00 a.m., Tuesday, June 23, 2020
(Reception start time: 9:00 a.m.)
- 2. Venue:** Meiji Kinenkan, Houoh room (2nd floor)
2-2-23 Motoakasaka, Minato-ku, Tokyo
(Although the venue is the same as that of last year, please note that the floor and room are different.)

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 105th Fiscal Year (April 1, 2019 through March 31, 2020)
- (2) Report on non-consolidated financial statements for the 105th Fiscal Year (April 1, 2019 through March 31, 2020)

Resolutions:

- Proposed Resolution 1: Election of Seven (7) Directors
Proposed Resolution 2: Election of One (1) Audit & Supervisory Board Member

4. Guide to the Exercise of Voting Rights:

Please refer to "Procedures for exercising voting rights" listed on pages 5 to 7 (Translation of pages 5 to 7 is omitted.).

Notes: - If you attend the meeting in person, please submit the enclosed ballot at the reception desk.

[Request to shareholders]

- Shareholders attending the General Shareholders' Meeting in person are requested to adequately check the status of the spread of COVID-19 on the day of the meeting as well as their health condition, bring along/wear a mask and take preventive measures against infection.
 - Alcohol hand sanitizers for shareholders will be placed near the reception of the venue. Please cooperate in disinfection.
 - If you have symptoms such as fever, cough, etc., or feel unwell, please take care of yourself and note that you may be refused entry to prevent the spread of infection.
 - All staff members engaged in operating the General Shareholders' Meeting are required to take their body temperature, check their health condition and wear a mask.
 - Depending on the status of the spread of infection and announcements made by the government, etc. among other factors up to and including the date of the General Shareholders' Meeting, the Company may make changes to the above measures. We ask shareholders to check the Company's website (<http://www.moriroku.co.jp>) for information updates.
- Among the documents that should be submitted along with this Notice of General Shareholders' Meeting, the following matters 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. 16 of the Company's Articles of Incorporation.
- a. Consolidated financial statements (Consolidated balance sheets, Consolidated

statements of income, Consolidated statements of changes in equity, and Notes to consolidated financial statements);

- b. The Audit Report on the Consolidated Financial Statements
- c. Notes on non-consolidated financial statements

The consolidated and the non-consolidated financial statements audited by the Accounting Auditor include documents published on the Company's website in addition to each of the documents indicated in the attachments to this Notice of the 105th Ordinary General Shareholders' Meeting. In addition, the business review and the consolidated and the non-consolidated financial statements audited by the Audit & Supervisory Board include documents published on the Company's website in addition to each of the documents indicated in the attachments to this Notice of the 105th Ordinary General Shareholders' Meeting.

- 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.

Introduction to the Company's Website

Moriroku Holdings Company, Ltd.

<http://www.moriroku.co.jp>



Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Election of Seven (7) Directors

All seven (7) Directors will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting.

It is proposed that 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	President and CEO	Re-appointed
2	Shunji Shitasako	Executive Managing Officer General Manager, Accounting & Finance Division IR Division Supervisor	Newly appointed
3	Hidehito Monji	Director and Executive Officer	Re-appointed
4	Shigeru Mori	Director Senior Executive Advisor	Re-appointed
5	Koichiro Shibata	Outside Director	Re-appointed Outside Independent
6	Kenichi Hirai		Newly appointed Outside Independent
7	Ryou Ohtsuka		Newly 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	Takashi Kurita (May 5, 1958) Re-appointed Number of the Company's shares owned 44,566 shares	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
		June 2019	President and CEO of the Company (current) Director of Morioku Technology Company, Ltd. (current) Director of Morioku Chemicals Company, Ltd.(current)
		Important concurrent duties	
		Director of Morioku Technology Company, Ltd. Director of Morioku Chemicals Company, Ltd.	
Reason for nomination as candidate for Director			
Mr. Takashi Kurita had been stationed overseas for many years, gaining a wide range of experience in operations of the Resin-Treated Products and Chemical Businesses. Since assuming the position of Director, he has been demonstrating strong leadership by leveraging his experience and knowledge and striving to increase the corporate value of the group. 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	
2	Shunji Shitasako (February 17, 1958) Newly appointed Number of the Company's shares owned 11,400 shares	April 1981	Joined Mitsui Bank (current Sumitomo Mitsui Banking Corporation)
		April 2006	Joined the Company
		March 2007	Manager of Internal Auditing Division
		June 2008	Manager of Accounting & Finance Division
		June 2010	Executive Officer Manager of Accounting & Finance Division
		June 2017	Director and Executive Officer Accounting & Finance Division Supervisor Manager of Accounting & Finance Division
		June 2019	Executive Managing Officer General Manager, Accounting & Finance Division IR Division Supervisor (current)
		Important concurrent duties	
	None		
Reason for nomination as candidate for Director			
<p>Mr. Shunji Shitasako has experience working in a financial institution along with extensive knowledge on financial and accounting matters and has served as the head of the Finance & Accounting Division after joining the Company. Currently, as Executive Managing Officer and the person in charge of accounting & finance and IR, he is also focusing on promoting dialog with markets and reinforcing corporate governance.</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	
3	Hidehito Monji (April 14, 1965) Re-appointed Number of the Company's shares owned 15,400 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.
		June 2019	Director and Executive Officer of the Company (current) President and CEO of Moriroku Chemicals Company, Ltd. (current)
		Important concurrent duties	
		President and CEO of Moriroku Chemicals Company, Ltd.	
Reason for nomination as candidate for Director			
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 President and CEO of Moriroku Chemicals Company Ltd., he has been working on reinforcing the management foundation of the company. 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	
4	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)
		Important concurrent duties	
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 in overall management of the Company, he has been appropriately supervising management as a Director with no concurrent position as Executive Officer. 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	
5	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 Shibata Koichiro Law Firm, Lawyer	
Reason for nomination as candidate for Outside Director			
<p>Mr. Koichiro Shibata has abundant experience and extensive knowledge as a lawyer and has been actively providing proposals and advice on management to the Board of Directors of the Company. It is expected that he will continue to supervise the execution of the duties by Directors, etc. from an independent position, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director again.</p> <p>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.</p>			

No.		Brief career summary, position and main areas of responsibility at the Company	
6	Kenichi Hirai (September 3, 1954) Newly appointed Outside Independent Number of the Company's shares owned - shares	April 1978	Joined Nissan Diesel Motor Co. Ltd. (current UD Trucks Corporation)
		January 2008	Vice President of Nissan Diesel Motor Co. Ltd. CFO of Volvo Powertrain Japan
		April 2012	Vice President of UD Trucks Corporation Volvo Group Trucks Operations Japan Controlling Coordination
		January 2016	Director of KH Neochem Co., Ltd. General Manager of Finance Division
		March 2018	Managing Director of KH Neochem Co., Ltd. General Manager of Finance Division
		Important concurrent duties	
		None	
Reason for nomination as candidate for Outside Director			
<p>Mr. Kenichi Hirai has been involved in corporate management in the automotive and chemical industries and is well versed also in the industries of the Company.</p> <p>The Company expects that he will supervise the execution of the duties by Directors, etc. from an independent position by utilizing his abundant experience and extensive knowledge that he has accumulated to date in the areas of accounting and finance as well as his deep insights in corporate management, thereby reinforcing the function of the Company's Board of Directors. The Company therefore elected him as a candidate for Outside Director.</p>			

No.		Brief career summary, position and main areas of responsibility at the Company	
7	Ryou Ohtsuka (November 14, 1964) Newly appointed Outside Independent Number of the Company's shares owned - shares	April 1990	Joined the Company
		March 1994	Joined OHTSUKA POLY-TECH CO.,LTD.
		May 1995	Director of OHTSUKA POLY-TECH CO.,LTD.
		June 2001	Managing Director of OHTSUKA POLY-TECH CO.,LTD.
		July 2010	Director and Vice President of OHTSUKA POLY-TECH CO.,LTD.
		September 2012	President of OHTSUKA POLY-TECH CO.,LTD.
		Important concurrent duties	
		President of OHTSUKA POLY-TECH CO.,LTD.	
		Reason for nomination as candidate for Outside Director	
		<p>Mr. Ryo Otsuka has been serving as Representative Director in a manufacturing company for many years and is also well versed in the industries of the Company.</p> <p>The Company expects that he will supervise the execution of the duties by Directors, etc. from an independent position by utilizing his abundant experience and extensive knowledge that he has accumulated to date in management in general as well as his deep insights in corporate management, thereby reinforcing the function of the Company's Board of Directors. The Company therefore newly elected him as a candidate for Outside Director.</p>	

- Notes: 1. Mr. Shunji Shitasako, Mr. Kenichi Hirai and Mr. Ryou Ohtsuka are candidates to become newly appointed Directors.
2. There are no special conflicts of interest between each of the candidates and the Company.
3. Mr. Koichiro Shibata, Mr. Kenichi Hirai and Mr. Ryou Ohtsuka are candidates to become Outside Directors.
4. Mr. Koichiro Shibata is currently an Outside Director of the Company. Upon the conclusion of this General Shareholders' Meeting, he would have served as an Outside Director of the Company for 2 years and 9 months.
- 5 The Company concluded with Mr. Shigeru Mori 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 and Mr. Koichiro Shibata is approved, the Company will continue the contract with them. Furthermore, if the appointment of Mr. Kenichi Hirai and Mr. Ryou Ohtsuka is approved, the Company will also conclude a contract for limitation of liability with them.
- 6 The Company appointed Mr. Koichiro Shibata as an independent officer under the rules of the Tokyo Stock Exchange, Inc., and filed a notice with it in this regard. If his reappointment is approved, the Company will appoint him as an independent officer again. Mr. Hirai Kenichi and Mr. Ryou Ohtsuka satisfy the requirements for independent officers under the rules of the Tokyo Stock Exchange, Inc. and the Company will register them as independent officers with the said stock exchange.

Proposed Resolution 2: Election of One (1) Audit & Supervisory Board Member

Mr. Mitsumaru Kajiya, Audit & Supervisory Board Member will resign from office as of the conclusion of this General Shareholders' Meeting. The Company therefore proposes to elect one (1) substitute Audit & Supervisory Board Member.

The term of office of a substitute Audit & Supervisory Board Member shall be up to the expiry of the term of the retiring Audit & Supervisory Board Member pursuant to the Articles of Incorporation of the Company.

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

The candidates for the position of the Audit & Supervisory Board Member is as follows:

	Brief career summary, position and main areas of responsibility at the Company	
Fujio Furukawa (January 2, 1958) Newly appointed Outside Independent Number of the Company's shares owned - shares	April 1976	Joined the Regional Taxation Bureau
	July 2014	Director, Personnel Evaluation Division, Management and Coordination Department, Tokyo Regional Taxation Bureau
	July 2015	Chief Internal Inspector, Tokyo Regional Taxation Bureau, Commissioner's Secretariat, National Tax Agency
	July 2017	Deputy Commissioner, Fourth Large Enterprise Examination Department, Tokyo Regional Taxation Bureau
	July 2018	Retired from the Taxation Bureau
	August 2018	Fujio Furukawa Tax Accountant Office (current)
	Important concurrent duties	
	Fujio Furukawa Tax Accountant Office, tax accountant	
Reason for nomination as candidate for Outside Director		
<p>Mr. Fujio Furukawa served key positions at the National Tax Agency for many years and currently is actively demonstrating his expertise as a certified tax accountant. He is well versed in finance and accounting in addition to tax matters and has adequate knowledge to supervise the overall management. The Company has evaluated that he is capable of performing audits of management and execution of duties from an independent and fair position and newly elected him as a candidate for Outside Audit & Supervisory Board Member.</p> <p>He has not been directly involved in the management of a company in the past. However, due to the reasons above, the Company believes that he can properly execute the duties of Outside Audit & Supervisory Board Member.</p>		

- Notes: 1. Mr. Fujio Furukawa is a candidate to become a newly appointed Audit & Supervisory Board Member.
2. There are no special conflicts of interest between Mr. Fujio Furukawa and the Company.
3. Mr. Fujio Furukawa is a candidate to become an Outside Audit & Supervisory Board Member.
4. If Mr. Fujio Furukawa is elected as an Outside Audit & Supervisory Board Member, the Company will conclude with him a contract for limitation of liability which specifies his 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.
5. Mr. Fujio Furukawa satisfies the requirements for independent officers under the rules of the Tokyo Stock Exchange, Inc. and the Company will register him as an independent officer with the said stock exchange.