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Securities code: 4966

June 5, 2020

To our shareholders:

Hiroya Uyemura
President
C. Uyemura & Co., Ltd.
3-2-6, Dosho-machi, Chuo-ku, Osaka, Japan

NOTICE OF THE 92ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage. You are hereby notified of the convocation of the 92nd Annual General Meeting of Shareholders of C. Uyemura & Co., Ltd. (the “Company”), which will be held as described below.

Furthermore, in order to avoid the risk of spreading the novel coronavirus at this meeting, you are strongly recommended to refrain from attending the meeting in person and instead exercise your voting rights by postal mail. In this case, please indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:15 p.m., Thursday, June 25, 2020 (Japan Standard Time).

1. Date and Time: Friday, June 26, 2020 at 10:00 a.m. (Japan Standard Time)

2. Venue: Assembly Hall, 8th floor of the Company Head Office
3-2-6, Dosho-machi, Chuo-ku, Osaka

3. Agenda:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 92nd Fiscal Term (from April 1, 2019 to March 31, 2020), as well as the results of an audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 92nd Fiscal Term (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Election of One Director

Please be sure to read the enclosed note, “Measures against spreading the novel coronavirus for the 92nd Annual General Meeting of Shareholders” (in Japanese only).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1 Appropriation of Surplus

1. Matters related to year-end dividends

With consideration to the actual results for the 92nd Fiscal Term (from April 1, 2019 to March 31, 2020) and to creating a sustainable business foundation for the future, the Company proposes the year-end dividends for the 92nd Fiscal Term as follows:

- (i) Type of dividend property
Cash
- (ii) Matters regarding allocation of dividend property and total amount thereof
¥160 per common share of the Company
Total amount of dividends: ¥1,419,167,200
- (iii) Effective date of distribution of dividends of surplus
June 29, 2020

2. Matters related to other appropriation of surplus

To utilize the internal reserve to further strengthen operating systems, for facility expansion and reinforcement, for research and development activities, and to expand the business in the future, an appropriation of internal reserves is proposed as indicated below:

- (i) Item of surplus to be decreased and amount of decrease thereof
Retained earnings brought forward: ¥4,500,000,000
- (ii) Item of surplus to be increased and amount of increase thereof
General reserve: ¥4,500,000,000

Proposal No. 2 Election of One Director

The Company proposes the election of one new outside Director to further enhance the corporate governance system.

In addition, as provided for in the Company's Articles of Incorporation, the term of office of the Director elected at this meeting will be until the terms of office of the other currently serving Directors expire.

If this proposal is approved and adopted in its original form, the Board of Directors will be comprised of nine Directors, of which three Directors, one third of the total, will be independent outside Directors.

The candidate for Director is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Kaori Nishimoto (April 5, 1967)	<p>Apr. 1990 Joined Osaka Nissan Co., Ltd.</p> <p>Apr. 1991 Joined Beacon Information Technology Inc.</p> <p>May 2003 Joined Komoto Labor and Social Security Attorney Office (currently, Labor and Social Security Attorney Corporation Idea)</p> <p>Sept. 2003 Registered as labor and social security attorney</p> <p>Apr. 2007 Established Nishimoto Labor and Social Security Attorney Office (currently, Labor and Social Security Attorney Corporation Nishimoto Consulting Office)</p> <p>Assumed the position of Representative of the office (current position)</p> <p>May 2007 Registered as certified labor and social security attorney (Significant concurrent positions outside the Company)</p> <p>Representative of Labor and Social Security Attorney Corporation Nishimoto Consulting Office</p>	—
<p>[Reasons for the nomination]</p> <p>Kaori Nishimoto has expert knowledge and experience related to labor and social security gained through acting as a labor and social security attorney. She is also expected to utilize her perspective and sensitivities as a working woman in the group management of the Company, thereby helping to enhance the functions of the Board of Directors. The Company therefore proposes that she should be elected as outside Director.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Kaori Nishimoto is a candidate for outside Director.
 3. If the election of Kaori Nishimoto is approved, the Company plans to appoint her as an independent officer, as provided for by the Tokyo Stock Exchange, Inc.
 4. If the election of Kaori Nishimoto is approved, the Company plans to enter into an agreement with her to limit her liability for damages arising from her neglect of duty, as pursuant to Article 427, paragraph 1 of the Companies Act. The maximum amount of liability under the agreements is the minimum liability amount provided for under laws and regulations.