

This document has been translated from a part of the Japanese original for reference purpose only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 4966

June 7, 2018

To our shareholders:

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

## **NOTICE OF THE 90TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 90th Annual General Meeting of Shareholders of C. Uyemura & Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail. 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., Wednesday, June 27, 2018 (Japan Standard Time).

**1. Date and Time:** Thursday, June 28, 2018 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 90th Fiscal Term (from April 1, 2017 to March 31, 2018), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 90th Fiscal Term (from April 1, 2017 to March 31, 2018)

**Matters to be resolved:**

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                      |
| <b>Proposal No. 2</b> | Election of One Director                      |
| <b>Proposal No. 3</b> | Revision of Remuneration Amount for Directors |

## 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 90th Fiscal Term (from April 1, 2017 to March 31, 2018) and to creating a sustainable business foundation for the future, the Company proposes the year-end dividends for the 90th Fiscal Term as follows:

(i) Type of dividend property

Cash

(ii) Matters regarding allocation of dividend property and total amount thereof

¥150 per common share of the Company

Total amount of dividends: ¥1,350,292,350

(iii) Effective date of distribution of dividends of surplus

June 29, 2018

2. Matters related to other appropriation of surplus

To utilize the internal reserve to further strengthen operating systems, and for facility expansion and reinforcement, and for research and development activities, 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: ¥4,100,000,000

(ii) Item of surplus to be increased and amount of increase thereof

General reserve: ¥4,100,000,000

**Proposal No. 2** Election of One Director

The Company proposes the election of one Director to further enhance the management 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.

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
Hiroshi Otake (June 10, 1970)	<p>Sept. 1996      Joined the Company</p> <p>Jan. 2011      COO of Uyemura-Solar Co., Ltd. (currently, Uyemura International (Hong Kong) Co., Ltd.)</p> <p>COO of Uyemura-Solar (Shenzhen) Co., Ltd (currently, Uyemura (Shenzhen) Co., Ltd.)</p> <p>Apr. 2014      President &amp; CEO of Uyemura International (Hong Kong) Co., Ltd.</p> <p>President and CEO of Uyemura (Shenzhen) Co., Ltd.</p> <p>Apr. 2018      Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department of the Company (current position)</p>	–
<p>[Reasons for the nomination]</p> <p>Hiroshi Otake has a wealth of experience and a proven record of accomplishments gained from many years of his engagements in the operation of sales division of the Company, and also has experiences in the management of group companies. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should be elected as Director.</p>		

Note: There is no special interest between the candidate and the Company.

**Proposal No. 3**      Revision of Remuneration Amount for Directors

The remuneration amount for the Directors of the Company was approved to be ¥350,000,000 or less per one year, at the 79th Annual General Meeting of Shareholders held on June 28, 2007, and no changes have been made until now. However, in consideration of various matters such as the increase in the number of Directors and their responsibilities due to changes in the economic situation and business environment, improvements in the Company's performance, and the need for securing competent candidates for Directors, the Company proposes to revise the remuneration amount for the Directors.

More specifically, the Company proposes to revise the remuneration amount for the Directors to be ¥450,000,000 or less per one year (including ¥10,000,000 or less for outside Directors). In addition, the remuneration amount for the Directors does not include the portion of employee's salary for Directors who concurrently serve as employees as in the past.

The number of Directors, which is currently nine (including two outside Directors), will be ten (including two outside Directors) if Proposal No. 2 is approved and adopted in its original form.