

Securities Code: 4301

June 7, 2018

To Our Shareholders

Tatsuro Hatanaka,
Representative Director, President
AMUSE INC.
20-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

Notice of the 40th Annual Shareholders Meeting

You are cordially invited to attend the 40th Annual Shareholders Meeting of AMUSE INC. (the “Company”) to be held as described below.

If you are unable to attend the meeting on the day, you may exercise your voting rights either in writing (Voting Card) or electromagnetically (via the Internet). Please read the Reference Documents for the Annual Shareholders Meeting, indicate your approval or disapproval of each proposal on the enclosed Voting Card and return it no later than 7:00 p.m., Friday, June 22, 2018 (JST), or exercise your voting rights on the Company’s designated website (<https://evote.tr.mufig.jp/>) no later than 7:00 p.m., Friday, June 22, 2018 (JST).

1. Date and Time: Sunday, June 24, 2018, at 2:00 p.m. (JST)

2. Venue: Ryogoku Kokugikan
1-3-28 Yokoami, Sumida-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Report on the Business Report, the Consolidated Financial Statements and audit reports by the Accounting Auditor and the Board of Auditors for the Consolidated Financial Statements for the 40th term (from April 1, 2017 to March 31, 2018)
2. Report on the Non-consolidated Financial Statements for the 40th term (from April 1, 2017 to March 31, 2018)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Eight (8) Directors

4. Other Matters Concerning the Meeting:

Please refer to the “Guide to the Exercise of Voting Rights” on the following pages (in Japanese only).

- For those attending, please present the enclosed Voting Card at the reception desk on arrival at the meeting.
- During the meeting, we will adopt the “Cool Biz” style, i.e., light clothes rather than formal ones. Please be lightly dressed when you attend the meeting.
- If circumstances are generated whereby revisions should be made to the content of the Reference Documents for the Annual Shareholders Meeting, Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements, such notification shall be published on the Company website (<http://www.amuse.co.jp>).

Reference Documents for the Annual Shareholders Meeting

Proposal No. 1: Appropriation of Surplus

The Company hereby proposes the appropriation of surplus as provided below.

Matters relating to year-end dividends

Regarding the return of profits to its shareholders as a priority management issue, the Company aims to raise the level while emphasizing the continuous and stable distribution of dividends.

On the basis of this policy and upon consideration of comprehensive factors including business results for the fiscal year under review and prospects for business development going forward, the Company has decided to pay a year-end dividend of ¥12.50 as ordinary dividend for the fiscal year ended March 31, 2018 (the 40th term). As a result, dividends on an annual basis amount to ¥25 per share, including the interim dividend of ¥12.50 per share distributed on December 4, 2017.

As such, the Company remains committed to achieving greater results with respect to consistently returning high level profits to its shareholders going forward.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and total amount thereof

The Company proposes to pay ¥12.50 per common share of the Company.

Under this proposal, the total amount of dividends to be paid is ¥219,481,487.

(3) Effective date of dividends from surplus

June 25, 2018

Proposal No. 2: Election of Eight (8) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes the election of eight (8) Directors, including two (2) External Directors, increasing the number of Directors by one (1) to enhance the management system.

The candidates for Directors are as follows:

| Candidate no. | Name (Date of birth) | Career summary, position and responsibility at the Company (Important concurrent positions) | Number of shares held in the Company |
|--|------------------------------------|--|--------------------------------------|
| 1 | Yokichi Osato (August 22, 1946) | <p>Apr. 1969 Joined WATANABE PRODUCTIONS CO., LTD</p> <p>Oct. 1978 Founded the Company, Representative Director and President</p> <p>Nov. 1981 Representative Director and Chairman, the Company</p> <p>June 2008 Advisor and Honorary Chairman, the Company</p> <p>June 2009 Top Advisor, the Company</p> <p>June 2011 Representative Director and Chairman, the Company (present)</p> <p>May 2013 Representative Director and Chairman, LIVE VIEWING JAPAN Inc.</p> <p>July 2014 Representative Director and Chairman, Amusequest Inc.</p> <p>May 2016 Representative Director and Senior Advisor, LIVE VIEWING JAPAN Inc. (present)</p> <p>May 2016 Representative Director and Chairman and President, Amusequest Inc.</p> <p>Apr. 2017 Representative Director and Chairman, Amusequest Inc. (present)</p> | 451,060 shares |
| <p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Osato has long served the Company since its founding, both as its Representative Director and President and as Representative Director and Chairman, and maintains extensive knowledge and experience of the Company's industry which amassed since before it was established in 1978. Accordingly, he has abundant operation experience with respect to the Amuse Group overall, has engaged in initiatives to create new business, and maintains a proven track record and knowledge with respect to having helped build the foundations of today's Amuse Group. The Company can expect him to continue making the most of his knowledge and abilities in helping the Amuse Group enhance its enterprise value.</p> | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibility at the Company (Important concurrent positions) | | Number of shares held in the Company |
|--|--|--|--|--------------------------------------|
| 2 | Yojiro Shiba (August 7, 1950) | Apr. 1974 | Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.) | - shares |
| | | Apr. 2002 | Executive Officer, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) | |
| | | Mar. 2003 | Managing Executive Officer, Mizuho Bank, Ltd. | |
| | | May 2005 | Executive Officer, Oriental Land Co., Ltd. | |
| | | June 2007 | Executive Director, Senior Executive Officer, Oriental Land Co., Ltd. | |
| | | Apr. 2009 | Representative Director, Executive Vice President Officer, Oriental Land Co., Ltd. | |
| | | Apr. 2013 | Executive Director, Oriental Land Co., Ltd. | |
| | | June 2013 | External Director, the Company | |
| | | June 2015 | Director and Vice Chairman, the Company | |
| | | June 2017 | Director, Vice Chairman, the Company (present) | |
| | | Mar. 2018 | Outside Director, Bridgestone Corporation (present) | |
| [Reasons for nomination as candidate for Director] In addition to his many years of experience in the financial industry, Mr. Shiba is conversant with the entertainment business including theme park operations and maintains abundant experience and considerable insight as a manager. He has provided useful advice on an extensive range of issues including those involving the Company's individual businesses as well as those entailing our medium- to long-term growth strategy. Accordingly, the Company can expect him to continue helping the Amuse Group enhance its enterprise value. | | | | |
| 3 | Tatsuro Hatanaka (November 3, 1957) | Oct. 1978 | Joined the Company | 165,920 shares |
| | | June 1999 | Executive Officer in charge of Artist Management Department, the Company | |
| | | June 2001 | Executive Director, the Company | |
| | | Dec. 2004 | Director and Vice President, the Company | |
| | | June 2007 | Representative Director and President, the Company | |
| | | May 2014 | President, Amuse Group USA, Inc. (present) | |
| | | Nov. 2015 | President, AMUSE FRANCE S.A.S. (present) | |
| | | Apr. 2016 | President, AmuseLantis Europe S.A.S. (present) | |
| | | June 2017 | Representative Director, President, the Company (present) | |
| [Reasons for nomination as candidate for Director] Mr. Hatanaka joined the Company when it was established in 1978, and has knowledge and experience involving Administration Department and a wide-range of other Company operations. He assumed the position of Representative Director and President in 2007, after having served the Company since 1999 successively as Executive Officer in charge of the Artist Management Department, Executive Director, and Director and Vice President. In recent years, he has spearheaded efforts to enhance our business performance of the Company, and is knowledgeable in that regard. The Company can expect him to continue making the most of his knowledge and abilities in helping the Amuse Group enhance its enterprise value. | | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibility at the Company (Important concurrent positions) | | Number of shares held in the Company |
|--|---------------------------------|--|--|--------------------------------------|
| * 4 | Rumiko Ichige (June 7, 1958) | Nov. 1978 | Joined the Company | 111,120 shares |
| | | Apr. 2003 | Executive Officer, General Manager of Production Planning Department, the Company | |
| | | July 2007 | Senior Executive Officer, General Manager of Artist Management Department 3, and in charge of WILL Department, the Company | |
| | | June 2008 | Director overseeing Artist Management Department 2, 3, 4, 5, TV Program Department, New Artists Development Department, FC Department and MD Department, and General Manager of Artist Management Department 2, the Company | |
| | | Oct. 2012 | Executive Director overseeing Artist Management Department 5, 6, 7, TV Program Department, Information Management Department and Film Production Department, the Company | |
| | | Apr. 2016 | Executive Director overseeing Southern All Stars Project, Artist Management Department 6, 7, 8, Theatrical Production Department, Information Management Department, and Group General Affairs Department & Human Resources Department | |
| | | June 2017 | Senior Managing Executive Officer, the Company (present) | |
| <p>[Reasons for nomination as candidate for Director]</p> <p>Ms. Ichige joined the Company in 1978 and subsequently developed a proven track record mainly in the realm of artist management involving actors. Later, she amassed extensive experience as a supervisor involved in film production and related business, assumed the position of Executive Officer in 2003. After serving as a Director, she assumed the position of Executive Director in 2012 and Senior Managing Executive Officer in 2017.</p> <p>She has abundant operational experience and knowledge mainly in the realm of artist management and has brought diversification to the Amuse Group's business from a unique perspective. Accordingly the Company can expect her to continue making the most of her knowledge and abilities in helping the Amuse Group enhance its enterprise value.</p> | | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibility at the Company (Important concurrent positions) | | Number of shares held in the Company |
|--|--|--|---|--------------------------------------|
| 5 | Nobuyuki Soma (August 26, 1964) | Apr. 1987 | Joined the Company | 15,328 shares |
| | | June 2005 | Executive Officer in charge of management, and General Manager of Artist Management Department 1, the Company | |
| Apr. 2008 | Representative Director and President, A-Sketch INC. (present) | | | |
| June 2008 | Director overseeing Artist Management Department 1, Business Development Department, Rights Management Department and Contents Department, the Company | | | |
| Oct. 2012 | Executive Director overseeing Artist Management Departments 1, 2, 3 and 4, Consumer Service Departments 1 and 2, Digital Business Department, Rights Management Department and Singapore Branch, the Company | | | |
| June 2014 | President & CEO, TOKYO FANTASY Inc. (present) | | | |
| Apr. 2016 | Executive Director overseeing Fukuyama Project, Artist Management Departments 1, 2, 3, 4 and 5, Sports Cultural Department, Film Production Department, Media Distribution Department, FC Department, MD Department, Consumer Service Promotion Department, Digital Contents Department, Rights Management Department and Asian Business Department, the Company | | | |
| June 2017 | Director, Senior Managing Executive Officer, the Company (present) | | | |
| [Reasons for nomination as candidate for Director] Mr. Soma joined the Company in 1987 and subsequently developed a proven track record mainly in the realm of artist management involving musicians. He then assumed the position of Executive Officer in 2005, gained extensive experience as a supervisor of the Amuse Group’s music business and overall associated business in that regard, and assumed the position of Executive Director in 2012 after having served as Director. He has abundant operational experience and knowledge mainly in the realm of artist management and the music business overall. Accordingly the Company can expect him to continue making the most of his knowledge and abilities in helping the Amuse Group enhance its enterprise value. | | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibility at the Company (Important concurrent positions) | | Number of shares held in the Company |
|---|--------------------------------------|--|---|--------------------------------------|
| 6 | Naoto Saito (April 23, 1966) | Apr. 1990 | Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.) | 450 shares |
| | | Sept. 1997 | Graduated from Duke University's Fuqua School of Business (MBA) | |
| | | Nov. 1999 | Joined The Boston Consulting Group | |
| | | Feb. 2001 | Project Manager, The Boston Consulting Group | |
| | | Nov. 2003 | Principal, The Boston Consulting Group | |
| | | July 2007 | Partner & Managing Director, The Boston Consulting Group | |
| | | Apr. 2014 | Joined McDonald's Company (Japan), Ltd., Senior Executive Officer, General Manager of Strategy Insight Division | |
| | | Nov. 2015 | Retired from McDonald's Company (Japan), Ltd. | |
| | | July 2016 | Joined the Company | |
| | | Aug. 2016 | Senior Executive Officer, the Company | |
| | | June 2017 | Director, Managing Executive Officer, the Company (present) | |
| [Reasons for nomination as candidate for Director] After working for a financial institution, Mr. Saito was involved in corporate management in Japan and overseas for many years at a global consulting firm, where he was engaged in resolving numerous management issues relating to various types of business. Although his corporate management experience in business-operating companies is short, he has multifaceted experience in corporate management in such areas as strengthening of financial standing, business startups and portfolio management and human resource management, and he maintains considerable knowledge in issue resolution and growth strategies. Accordingly, the Company can expect him to continue making the most of his experience and insight in helping the Amuse Group enhance its enterprise value. | | | | |
| 7 | Muneaki Masuda (January 20, 1951) | Sept. 1985 | Founded Culture Convenience Club Co., Ltd., Representative Director and President | - shares |
| | | June 2005 | External Director, NIPPON SHUPPAN HANBAI INC. (present) | |
| | | June 2008 | Representative Director President and CEO, Culture Convenience Club Co., Ltd. (present) | |
| | | June 2010 | Director (External), the Company (present) | |
| | | June 2010 | External Director, Multi-Package Distribution Co., Ltd. (present) | |
| | | Mar. 2011 | External Director, amana holdings, Inc. (currently amana Inc.) (present) | |
| | | Apr. 2016 | Representative Director, Chairman and CEO, TSUTAYA Co., Ltd. (present) | |
| | | Apr. 2016 | Representative Director, Chairman and CEO, Tpoint Japan Co., Ltd. (present) | |
| [Reasons for nomination as candidate for External Director] Mr. Masuda is conversant with entertainment business involving digital media and contents business and has abundant experience in both operations and management, in part given his background acting as manager of numerous companies. The Company can expect him to provide advice from various perspectives with respect to future growth strategy, and accordingly proposes his election as External Director. | | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibility at the Company (Important concurrent positions) | Number of shares held in the Company |
|---|------------------------------------|--|--------------------------------------|
| 8 | Takaharu Ando (August 31, 1949) | Apr. 1972 Joined National Police Agency Sept. 1994 Chief, Gunma Prefectural Police Headquarters Aug. 1999 Director of Public Security Department, Metropolitan Police Department Aug. 2004 Director General of Commissioner-General's Secretariat, National Police Agency Aug. 2007 Deputy Commissioner General, National Police Agency June 2009 Commissioner General, National Police Agency Oct. 2011 Retired from National Police Agency May 2013 Outside Director, Nitori Holdings Co., Ltd. (present) June 2014 Outside Director, Toyoko Inn Co., Ltd. (present) June 2016 Director (External), the Company (present) June 2017 Outside Director, Zensho Holdings Co., Ltd. (present) Aug. 2017 External Director, DIGITAL DATA SOLUTION INC. (present) June 2018 Outside Director, TOBU RAILWAY CO., LTD. (Scheduled to assume the position on June 22, 2018) | - shares |
| [Reasons for nomination as candidate for External Director] Mr. Ando has never in the past been involved in the management of a company. However, he has abundant experience and extensive insight, in part given his background acting as Commissioner General of National Police Agency as well as other important positions. The Company can expect him to provide appropriate supervision and advice as External Director for further enhancement of corporate governance, especially compliance of the Company, and accordingly proposes his election as External Director. | | | |

- Notes:
1. New candidate for Director is indicated by an asterisk (*).
 2. The candidate for Director Mr. Yokichi Osato engages in business transactions with the Company, acting as a representative of LIVE VIEWING JAPAN Inc. The candidate for Director Mr. Tatsuro Hatanaka engages in business transactions with the Company, acting as a representative of AmuseLantis Europe S.A.S. The candidate for Director Mr. Nobuyuki Soma engages in business transactions with the Company, acting as a representative of A-Sketch INC. and TOKYO FANTASY Inc. The candidate for Director Mr. Muneaki Masuda concurrently serves as Representative Director President and CEO of Culture Convenience Club Co., Ltd. He has concluded a merchandise business contract, etc. with the Company and engages in business transactions with the Company.
No conflicts of interest exist between any of the other candidates and the Company.
 3. Mr. Muneaki Masuda and Mr. Takaharu Ando are the candidates for External Director.
 4. The respective term of office as External Director of the candidates for External Director Mr. Muneaki Masuda and Mr. Takaharu Ando will have been eight (8) years and two (2) years at the conclusion of this meeting.
 5. Under the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into liability limitation contracts with the candidates for External Director, Mr. Muneaki Masuda and Mr. Takaharu Ando. If their reelection is approved, the Company will continue the said contracts with them.
An outline of the liability limitation contract is as follows:
 - An External Director who neglects to perform his/her duties shall be liable to compensate the Company for damages to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act.
 - The above limitation of liability shall be limited to cases where the cause of such liability is not due to such External Director's intentional or grossly negligent acts in the performance of his/her duties.
 6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that the candidates for External Director Mr. Muneaki Masuda and Mr. Takaharu Ando have been appointed as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans for their appointment as independent officers to continue.