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Securities code: 3662
October 4, 2018

To our shareholders:

Takao Hayashi
President
Ateam Inc.
28-12 Meieki 3-chome, Nakamura-ku, Nagoya

Notice of the 19th Annual General Meeting of Shareholders

You are cordially invited to attend the 19th Annual General Meeting of Shareholders of Ateam Inc. (the "Company"), which will be held as indicated below.

If you are unable to attend the meeting in person, you may vote by mail or vote online via the internet. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by Thursday, October 25, 2018 at 7:00 p.m. Japan Standard Time (the end of business hours of the Company).

1. **Date and Time:** Friday, October 26, 2018 at 10:30 a.m. (Reception will open at 9:30 a.m.)
2. **Venue:** Nagoya Marriott Associa Hotel
16th floor, "Towers Ballroom"
1-4 Meieki 1-chome, Nakamura-ku, Nagoya, Japan
**We are holding a company presentation meeting for the shareholders after the Annual General Meeting of Shareholders, and we encourage you to stay on and attend.*
3. **Purpose of the Meeting**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 19th fiscal year (from August 1, 2017 to July 31, 2018), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. The Non-consolidated Financial Statements for the 19th fiscal year (from August 1, 2017 to July 31, 2018)**Matters to be resolved:**

Proposal	Election of Six Directors
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4. **Concerning Disclosure on the Company's Website**

Of documents to be attached to this notice, following items are posted on the Company's website in accordance with the provisions of relevant laws and regulations, and Article 14 of the Articles of Incorporation of the Company. They are not therefore included in the attachments to this notice (in Japanese only).

 - 1) Business Report
 6. Structure for ensuring the appropriateness of business and outline of its operation status
 - 2) Consolidated Statement of Changes in Net Assets
 - 3) Notes to Consolidated Financial Statements
 - 4) Statement of Changes in Shareholders' Equity

5) Notes to Non-consolidated Financial Statements

Website: <https://www.a-tm.co.jp/ir/>

- The Consolidated and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor include Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements.

5. Method of Notifying Shareholders

If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements up to one day before the meeting, such changes will be notified in writing by mail or via the internet on the Company's website (in Japanese only).

Website: <https://www.a-tm.co.jp/ir/>

- If attending the meeting in person, we ask that you please present the enclosed proxy card at the reception desk. We request that you arrive a little earlier as the reception desk becomes very crowded just prior to the starting time of the meeting. The reception will open at 9:30 a.m.
- In the interest of conserving paper, please bring this Notice of the Annual General Meeting of Shareholders.

How to Vote

There are three methods to vote as indicated below.

Please vote after considering the Reference Documents for the General Meeting of Shareholders (page 5 through page 12).

By Attending the Meeting

Please present the enclosed proxy card at the reception desk upon arrival at the meeting.

- We kindly ask you to bring this Notice of the Annual General Meeting of Shareholders as reference documents describing the planned proceedings.

Date and time of the General Meeting of Shareholders

Friday, October 26, 2018
at 10:30 a.m.
(Reception will open at 9:30 a.m.)



By Mail

Please read the instructions printed on the proxy card enclosed herewith and indicate approval or disapproval for each proposal and return the form by postal mail.

① Indicate approval or disapproval



② Tear off



③ Paste on the personal information protection sticker and send by post.

Deadline

To arrive no later than
Thursday, October 25, 2018
at 7:00 p.m.



By Internet

Please access the voting website (<https://evote.tr.mufg.jp/>), and enter the log-in ID and temporary password (shown on the enclosed proxy card). Follow on-screen instructions to indicate approval or disapproval.

Deadline

Thursday, October 25, 2018
at 7:00 p.m.

See the following page for details



Instructions for Voting via the Internet

* The voting website and the phone number for inquiries are available in Japanese only.

If you vote via the internet, you are kindly requested to ascertain the following items before exercising your voting rights:

1. Voting website

Voting website: <https://evote.tr.mufg.jp/>

- (1) On the voting website (<https://evote.tr.mufg.jp/>), please indicate approval or disapproval by using the log-in ID and temporary password shown on the enclosed proxy card.
- (2) Please note that, in order to prevent illegal online access and alteration of voting by non-shareholders, you will be requested to change your temporary password on the voting website.
- (3) You will be notified of a new log-in ID and temporary password every time a general meeting of shareholders is convened.

Deadline for the vote: Thursday, October 25, 2018 at 7:00 p.m. Japan Standard Time

Usage environment limitations:

The voting website can only be accessed through a computer, smartphone or any other mobile phone that can use the internet*. (Please be advised that the website is not operational from 2:00 a.m. to 5:00 a.m. Japan Standard Time.)

* When voting via the internet with a feature phone, you will need to be able to use the following services.

- i-mode
- EZweb
- Yahoo! Keitai

("i-mode," "EZweb" and "Yahoo!" are registered trademarks of NTT DOCOMO, Inc., KDDI Corporation and U.S. Yahoo! Inc., respectively.)

Please be aware that even if you are able to use the services above, depending on the model of your feature phone, you may not be able to vote (for information regarding feature phone models that can be used, please contact the help desk shown below).

2. Notes

- (1) Handling of voting rights when they are exercised more than once
 - If you vote both by mail and via the internet, the latter shall be deemed valid regardless of the date and time that the written form was received.
 - If you vote more than once via the internet, only the last vote shall be deemed valid.
- (2) The fees for accessing the voting website shall be borne by the shareholder.

For inquiries about the system, please contact:

Corporate Agency Division (Help Desk),
Mitsubishi UFJ Trust and Banking Corporation
Telephone: 0120-173-027

(Hours: 9:00 a.m. to 9:00 p.m., toll-free only in Japan)

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Information

Proposal: Election of Six Directors

The Company places importance on the managerial responsibilities of Directors and therefore it is provided in the Articles of Incorporation that the term of office of Director is one year to ensure its shareholders indicate their confidence in its Directors every year. In addition, to enable prompt decision making, it is also provided in the Articles of Incorporation that the number of Directors shall not exceed seven.

In accordance with the provisions of the Articles of Incorporation, the terms of office for five Directors will expire at the conclusion of this meeting. Therefore, the Company will increase the number of Directors by one to enhance the management system, and it proposes the election of six Directors, including one Outside Director.

- Guidelines and Process for Nominating Director Candidates**

In nominating its Director candidates, the Company comprehensively examines potential candidates from the perspective of nominating individuals suitably qualified for the position they are to serve. This examination is based on criteria that requires the ability to execute appropriate and swift decision making, a respected standing as an individual, and the discernment to uphold the laws and regulations and corporate ethics, while giving consideration to the overall balance of the Board of Directors in terms of knowledge, experience and ability.

While adhering to the above guidelines, the President, Directors, and Outside Director shall propose candidates, and the determination of candidates shall be by resolution at the Board of Directors. The Company judges the independence of its Outside Director by considering the fulfillment of the requirements for being an outside director under the Companies Act as well as the criteria for independence of officers stipulated by the Tokyo Stock Exchange. The candidate for Outside Director in this proposal satisfies these criteria.

Although the Company is proposing only one Outside Director candidate for election at this meeting, it believes the adequate effectiveness of such a role can be assured taking into account the current business scale of the Company. As the Company's business scale expands in the future, the Company will continue to reexamine the issue of increasing the number of Outside Directors as appropriate.

Candidate No.	Name	Current position and responsibility in the Company	
1	Takao Hayashi	President	Reelection
2	Yukimasa Nakauchi	Director Corporate Officer, General Manager of Entertainment Division	Reelection
3	Hiroyuki Kumazawa	Director Corporate Officer, General Manager of Lifestyle Support Division	Reelection
4	Fumio Mase	Corporate Officer	New election
5	Takahiro Makino	Director	Reelection
6	Junya Kato	Director	Reelection Outside Independent

Reelection Candidate for reelection as a Director

New election Candidate for new election as a Director

Outside Candidate for Outside Director

Independent Independent Director of which the Tokyo Stock Exchange has been notified

Candidate No.

1

Takao Hayashi

Date of birth:
December 18, 1971

Reelection



Number of the Company's
shares owned:
706,000 shares

Term as Director:
18 years

Attendance at meetings of the
Board of Directors:
16/16 (100%)

Career summary/current position and responsibility in the Company

June 1997	Founded Ateam	Aug. 2013	Appointed Director of Hikkoshi Samurai Inc. (now Ateam Hikkoshi Samurai Inc.) (current position)
Feb. 2000	Established Ateam, Ltd. (now Ateam Inc.) Appointed President (current position)		Appointed Director of A.T.Support Inc. (now Ateam Connect Inc.) (current position)
Feb. 2013	Appointed Director of A.T.brides Inc. (now Ateam Brides Inc.) (current position)		Appointed Director of Ateam Lifestyle Inc. (current position)
		Dec. 2017	Appointed Director of Increments Inc. (current position)

Significant concurrent positions outside the Company

Director of Ateam Brides Inc.
Director of Ateam Hikkoshi Samurai Inc.
Director of Ateam Connect Inc.
Director of Ateam Lifestyle Inc.
Director of Increments Inc.

Reasons for nomination as candidate for Director

Takao Hayashi, the founder of the Company, is an executive who has supported the growth of the Company as President since the Company's founding, and who has outstanding intuition regarding business balance. He has always had a grand vision for the Company and exhibited strong leadership. He has worked to boost corporate value while managing the entire Group and driving its growth.

Also, based on the corporate philosophy which is expressed as "Our mission is to produce happiness through business and to grow for the next 100 years," he has created and promoted a corporate culture that places importance on the concept that "employees = colleagues." His abundant compassion as an executive, and, naturally, his business, garner great respect both from outside of the Company and within.

The Company determined that it is essential that he remain in the position of Director to further boost the Group's corporate value, and the Board of Directors designated him as a candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Takao Hayashi and the Company.

Candidate No.

2

Yukimasa Nakauchi

Date of birth:
August 20, 1975

Reelection



Number of the Company's
shares owned:
198,200 shares

Term as Director:
8 years

Attendance at meetings of the
Board of Directors:
16/16 (100%)

Career summary/current position and responsibility in the Company

Aug. 2004	Joined GMO Internet, Inc.	Sept. 2009	Joined Ateam Inc.
Apr. 2005	Appointed President and CEO of GMO Entertainment, Inc.	Dec. 2009	Appointed General Manager of Game Business Department of Ateam Inc.
Apr. 2006	Appointed CEO of GMO Games, Inc.	Oct. 2010	Appointed Director of Ateam Inc. (current position)
Apr. 2007	Appointed COO of In Crews Co., Ltd.	Dec. 2010	Appointed Corporate Officer, General Manager of Entertainment Business Division of Ateam Inc. (current position)
		Dec. 2016	Appointed General Director of Ateam Vietnam Co., Ltd. (current position)

Significant concurrent positions outside the Company

General Director of Ateam Vietnam Co., Ltd.

Reasons for nomination as candidate for Director

Yukimasa Nakauchi, as his career summary shows, possesses in-depth understanding and supervisory capabilities related to management gained primarily from his extensive experience as an executive of a company that handles the planning, development and operation of online entertainment, and from his experience as the President of another company.

Since joining the Company in 2009, he has consistently been in charge of the Entertainment business and rapidly expanded the net sales of the Entertainment business primarily by promoting an early shift from a business focused on feature phones to one focused on smart devices. Since December 2016, he concurrently served as the General Director of Ateam Vietnam Co., Ltd., and is working to further expand the Group's business.

The Company determined that it is essential that he remain in the position of Director to enable further growth of the Group, and the Board of Directors designated him as a candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Yukimasa Nakauchi and the Company.

Candidate No.

3

Hiroyuki Kumazawa

Date of birth:
May 2, 1977

Reelection



Number of the Company's
shares owned:
50,700 shares

Term as Director:
3 years

Attendance at meetings of the
Board of Directors:
16/16 (100%)

Career summary/current position and responsibility in the Company

Apr. 1998	Joined Chubu Setsubi Co., Ltd.	Aug. 2013	Appointed President of Hikkoshi Samurai Inc. (now Ateam Hikkoshi Samurai Inc.) (current position)
June 2005	Joined Ateam Inc.		
Oct. 2012	Appointed Corporate Officer, General Manager of Hikkoshi Media Department of Lifestyle Support Division		Appointed President of A.T.Support Inc. (now Ateam Connect Inc.) (current position)
Apr. 2013	Appointed Corporate Officer, General Manager of Lifestyle Support Division, General Manager of Hikkoshi Media Department of Lifestyle Support Division	Oct. 2013	Appointed Corporate Officer of Ateam Inc. (current position)
		Oct. 2015	Appointed Director, General Manager of Lifestyle Support Division of Ateam Inc. (current position)
		Nov. 2015	Appointed Director of A.T.brides Inc. (now Ateam Brides Inc.) (current position)

Significant concurrent positions outside the Company

President of Ateam Hikkoshi Samurai Inc.
President of Ateam Connect Inc.
Director of Ateam Brides Inc.

Reasons for nomination as candidate for Director

Hiroyuki Kumazawa, as his career summary shows, has played a core role in what is now the Group's Lifestyle Support business since its establishment. Also, since the establishment of Ateam Hikkoshi Samurai Inc. and Ateam Connect Inc. in 2013, he has served as the President of Ateam Hikkoshi Samurai Inc. and Ateam Connect Inc.

He drove the growth of the Lifestyle Support business' first service, the moving-related cost comparison and reservation site "Hikkoshi Samurai," which included starting it, getting it on track, and making it a service that currently holds a top market share in the industry. In the fiscal year ended July 31, 2018, he drove growth of the overall business as a Director and as the General Manager of the Lifestyle Support Division.

The Company determined that it is essential that he remain in the position of Director to enable further growth of the Group, and the Board of Directors designated him as a candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Hiroyuki Kumazawa and the Company.

Candidate No.

4

Fumio Mase

Date of birth:
January 27, 1984

New election



Number of the Company's
shares owned:
17,500 shares

Term as Director:
– years

Attendance at meetings of the
Board of Directors:
–/– (–%)

Career summary/current position and responsibility in the Company

Apr. 2007 Joined Nikko Cordial Securities Inc.
Nov. 2008 Joined Ateam Inc.
Aug. 2013 Appointed President of Ateam Lifestyle Inc.
 (current position)
Nov. 2013 Appointed Corporate Officer of Ateam Inc.
 (current position)

Significant concurrent positions outside the Company

President of Ateam Lifestyle Inc.

Reasons for nomination as candidate for Director

Fumio Mase, as his career summary shows, has played a core role in what is now the Group's Lifestyle Support business. Also, since the establishment of Ateam Lifestyle Inc. in 2013, he has served as the President of Ateam Lifestyle Inc.

He has driven the growth of the car appraisal online site "Navikuru" from its launch. Since being appointed as Director of Ateam Lifestyle Inc., he has contributed to the entire Group's growth by not only expanding the automobile-related business, but also broadening his business areas to include the financial media business and the health consultation business.

Moreover, he has exhibited leadership in the entire Group's employment, training and vitalization of the organization, while keeping "doing top-level work in a top-level team" in mind.

In light of the above-mentioned track record, the Board of Directors determined that his appointment as a Director would be essential for the purpose of strengthening the management system and designated him as a new candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Fumio Mase and the Company.



Number of the Company's
shares owned:
585,000 shares

Term as Director:
13 years

Attendance at meetings of the
Board of Directors:
16/16 (100%)

Career summary/current position and responsibility in the Company

Apr. 1992	Joined Information Services International-Dentsu, Ltd. (ISID)	Feb. 2002	Established Wingtop Inc. Appointed President & CEO
Nov. 1994	Joined Microsoft Corporation	Sept. 2005	Appointed Director, in charge of Administration Division of Ateam Inc.
Aug. 2000	Joined INSPiRE Corporation	Oct. 2013	Appointed Part-time Director of Ateam Inc. (current position)

Significant concurrent positions outside the Company

President & CEO of Miraiproject Corporation
Outside Director of every, Inc.

Reasons for nomination as candidate for Director

Takahiro Makino was involved in the Company as a business consultant when there were only a dozen or so employees. Since assuming the office of Director, he has consistently been in charge of the administrative division, put effort in the creation of the organization's structures and systems, and supported the Company's growth strategy as the executive in charge of administration.

As his career summary shows, he possesses work experience at major companies, a wealth of insight gained as a business consultant, and in-depth understanding and supervisory capabilities related to management. Since November 2013, making the most of his past insight, he has continued to be involved in the Company's management strategy as a Part-time Director that does not execute business.

In light of the above-mentioned track record, the Board of Directors determined that he is a talented individual who is essential to the Company's future management strategy and, once again, designated him as a candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Takahiro Makino and the Company.

Limited liability agreement

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Takahiro Makino to limit his liability for damages under Article 423, paragraph 1 of the said act. The maximum amount of liability for damages under this agreement is set as either 1.2 times his Director remuneration over a two year period or the minimum liability amount provided for under laws and regulations, whichever is higher. If his reelection is approved, the Company plans to renew the aforementioned agreement with him.

Candidate No.

6

Junya Kato

Date of birth:
July 25, 1976

Reelection
Outside
Independent



Number of the Company's
shares owned:
– shares

Term as Director:
3 years

Attendance at meetings of the
Board of Directors:
16/16 (100%)

Career summary/current position and responsibility in the Company

Nov. 2005	Passed Bar	Sept. 2011	Became a Part-time Instructor of Aichi Institute of Technology (Intellectual Property Rights)
Sept. 2007	Became a Registered Attorney (Japan Federation of Bar Associations, Aichi Bar Association)	Jan. 2012	Founded Jonan Law Office
Oct. 2009	Became a Part-time Instructor of Nagoya University Legal Department (Lawyering, Mock Trial)	Apr. 2012	Joined Steering Committee of Japan Intellectual Property Arbitration Center Nagoya branch
Nov. 2009	Became a Registered Patent Attorney (Japan Patent Attorneys Association)	Feb. 2013	Appointed Auditor of A.T.brides Inc. (now Ateam Brides Inc.)
		Oct. 2015	Appointed Outside Director of Ateam Inc. (current position)

Significant concurrent positions outside the Company

Attorney, Head of Jonan Law Office

Reasons for nomination as candidate for Outside Director

Junya Kato is a candidate for Outside Director that meets the requirements stipulated in Article 2, paragraph 3, item 7 of the Regulation for Enforcement of the Companies Act.

After graduating from Kyoto University Law School, he registered as an attorney at law following a legal apprenticeship at the Legal Training and Research Institute which is operated by the Supreme Court. He possesses extensive knowledge primarily related to intellectual property rights and compliance in an information-driven society. As such, although he does not have past experience being directly involved in corporate management, he possesses the knowledge and experience as a legal expert that allows him to appropriately, impartially, and efficiently supervise the Company's decision-making concerning serious management issues and the performance of duties by Directors and executives.

In the three years since he assumed office at the Company, as an Outside Director he has actively promoted communication with other officers and, making the most of his extensive knowledge, has been involved in the Company's corporate operations.

In light of the above-mentioned track record, the Board of Directors determined that he is a talented individual who is essential to the Company's future appropriate compliance-oriented management and, once again, designated him as a candidate for Outside Director.

Special interest between the candidate and the Company

There is no special interest between Junya Kato and the Company.

Status of independence

The Company has judged that it has no business interests with Junya Kato or an organization that employs him, and that he possesses adequate independence. The Company has submitted notification to the Tokyo Stock Exchange that he is an Independent Director as provided for by the aforementioned exchange. If his reelection is approved, the Company plans to again designate him as Independent Director.

Limited liability agreement

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Junya Kato to limit his liability for damages under Article 423, paragraph 1 of the said act. The maximum amount of liability for damages under this agreement is set as either 1.2 times his Director remuneration over a two year period or the minimum liability amount provided for under laws and regulations, whichever is higher. If his reelection is approved, the Company plans to renew the aforementioned agreement with him.

For reference

Summary of the results of evaluation of the effectiveness of the Company's Board of Directors

As part of the Company's efforts to strengthen its corporate governance, it engages in an ongoing process of analyzing and evaluating the effectiveness of the Board of Directors as a whole, and examining the efforts directed at improving it.

1. Method of evaluation

All the Directors and Audit & Supervisory Board Members, including those who are outside, took part in a self-evaluation based on a Board of Directors effectiveness evaluation questionnaire created by the secretariat of the Board of Directors after the Directors and Audit & Supervisory Board Members, including those who are outside, received an explanation on the purpose of evaluation. The summary and evaluation are provided below.

(1) Evaluation items

The major items subjected to evaluation were as follows.

- (i) Composition of the Board of Directors
- (ii) Operation of the Board of Directors
- (iii) Fulfillment of highly effective supervision
- (iv) Establishment of environment that supports appropriate risk taking
- (v) Appropriate communication with shareholders, etc.

(2) Method of evaluation

- (i) The questionnaire was signed by the individual.
- (ii) Each item was given a score of 1 to 4 (1 = very satisfactory, 2 = somewhat satisfactory, 3 = somewhat unsatisfactory, 4 = very unsatisfactory).
- (iii) In the analysis, emphasis was given to the items with lower evaluation.

2. Summary of analysis and evaluation results

The Company's analysis and evaluation of the current status of the Board of Directors is as follows:

- (1) The Company's Board of Directors consists of Directors possessing diverse insight and experience, and its function and responsibilities concerning efficient discussion and resolution and supervision of execution of important business are satisfactorily fulfilled. However, being mindful of expansion of business scale in the future, the Company recognizes it is also necessary to consider increasing the number of Directors with diverse background in order to contribute to the further future growth of the Company and to the improvement of corporate value.
- (2) The Company is ensuring measures are suitably being carried out to share the reference material on agenda items of the Board of Directors meetings with Outside Directors, provide opportunities for Outside Directors to participate in management meetings, and for Outside Directors to regularly exchange information with the management, and other such measures aimed at enhancing the effectiveness of the Board of Directors.
- (3) There is already a satisfactory level of initiatives being carried out to improve effectiveness through providing opportunities for training, etc. suited to the individual needs of Directors. However, it is hoped that such opportunities can be further enhanced in anticipation of future training needs.

3. Initiatives aimed at improving effectiveness

In response to these results of the evaluation of effectiveness, the Company will work to further enhance the opportunities for training suitable to the individual needs of Directors, and further improve the effectiveness of the Board of Directors. In addition, the Company will actively work on measures to develop and secure talented personnel at the appropriate time for the candidates for election as Director.

Contact Us

For inquiries about the proposal, business report,
financial statements and others, please contact:

Investor / Shareholder Relations Team,
Corporate Development Division,
Ateam Inc.

Telephone: +81-52-747-5573

Email: ir@a-tm.co.jp

(Hours: 10:00 a.m. to 7:00 p.m., Japan Standard Time,
excluding weekends and Japanese national holidays)