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Securities Code: 2122
December 4, 2018

To our shareholders

Shinichiro Kawabata
Representative Director and President
Interspace Co., Ltd.
2-4-1, Nishi Shinjuku, Shinjuku-ku, Tokyo

Notice of the 19th Annual General Meeting of Shareholders

You are cordially invited to attend the 19th Annual General Meeting of Shareholders of Interspace Co., Ltd. (the “Company”), to be held as described below.

If you are unable to attend the meeting, it would be appreciated if you exercise your voting rights in writing. Please review the attached Reference Documents for the Annual General Meeting of Shareholders and indicate your approval or disapproval for each proposal on the enclosed voting card, and post it so as to arrive no later than 6:30 p.m. on Thursday, December 20, 2018 (JST).

Meeting Details

- 1. Date and Time:** Friday, December 21, 2018 at 3:00 p.m. (JST)
- 2. Venue:** NS Sky Conference Hall A, B at Shinjuku NS Building 30F
2-4-1, Nishi Shinjuku, Shinjuku-ku, Tokyo
- 3. Purpose of the meeting:**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 19th Fiscal Year (from October 1, 2017 to September 30, 2018), as well as the Audit Report for the Consolidated Financial Statements by Financial Auditor and Audit & Supervisory Board
 2. The Report of Non-consolidated Financial Statements for the 19th Fiscal Year (from October 1, 2017 to September 30, 2018)

Items to be resolved:

- Proposal No. 1:** Partial Amendments to the Articles of Incorporation
Proposal No. 2: Election of Seven Directors
Proposal No. 3: Election of One Substitute Audit & Supervisory Board Member
Proposal No. 4: Election of Financial Auditor

- If you plan to attend the meeting, please submit the enclosed voting card to the receptionist at the meeting.

In order to help deepen your understanding of the businesses of the Group, you are cordially invited to participate in the Business Briefing Session taking place at the same venue subsequent to the conclusion of the General Meeting of Shareholders.

- If you are unable to attend the General Meeting of Shareholders, another shareholder who holds a voting right may attend the meeting as a proxy. In this case, please note that the proxy is requested to submit a document evidencing the proxy's authority to represent.
- Of the documents provided by this notice, the items below are made available on the Company's website (<https://www.interspace.ne.jp/ir/irnews.html> in Japanese only) under laws and regulations and Article 14 of the Company's Articles of Incorporation, and are accordingly not included in the documents attached to this notice. The documents attached to this notice consist of part of the documents audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing their audit reports.
 - (i) "Status of Share Acquisition Rights, etc." and "System to Ensure the Appropriateness of the Company's Business and its Operation Status" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- If there are any amendments to Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements, please note that amended items will be posted on our website (<https://www.interspace.ne.jp> in Japanese only).

• Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal
To add to the business purpose stated in Article 2 (Purpose) of the current Articles of Incorporation in order to clarify the Company's business and prepare for future expansion.
2. Details of the amendments
The details of the amendments are as follows:

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
<p>Article 2. (Purpose)</p> <p>The purpose of the Company shall be to engage in the following businesses:</p> <p>1. to 18. (Omitted)</p> <p>19. Trading of clothing, personal accessories, domestic electrical products, daily goods, etc., and intermediary therefor</p> <p>20. to 24. (Omitted)</p> <p style="text-align: right;">(Newly established)</p> <p style="text-align: right;">(Newly established)</p> <p><u>25.</u> (Omitted)</p>	<p>Article 2. (Purpose)</p> <p>The purpose of the Company shall be to engage in the following businesses:</p> <p>1. to 18. (Unchanged)</p> <p>19. Trading of clothing, personal accessories, domestic electrical products, daily goods, <u>foods, beverages</u>, etc., and intermediary therefor</p> <p>20. to 24. (Unchanged)</p> <p><u>25. Businesses related to non-life insurance agency business, and soliciting and mediating life insurance</u></p> <p><u>26. Sales of computer software</u></p> <p><u>27.</u> (Unchanged)</p>

Proposal No. 2: Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of seven Directors. The candidates for Directors are as follows:

Candidate No.	Name	Positions and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Shinichiro Kawabata	Representative Director and President [Reelection]	17/17 (100%)
2	Kazuya Ogyu	Director In charge of Media Business [Reelection]	17/17 (100%)
3	Toshiaki Hirano	Director In charge of Corporate Administration [Reelection]	14/17 (82%)
4	Keita Iwabuchi	Director In charge of Corporate Management [Reelection]	17/17 (100%)
5	Yohei Tsukada	Director In charge of Advertising Business [Reelection]	17/17 (100%)
6	Takanori Mihara	Director [Reelection] [Outside, Independent]	17/17 (100%)
7	Soichi Tajima	Director [Reelection] [Outside, Independent]	17/17 (100%)

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Reelection Shinichiro Kawabata (October 16, 1970)	April 1994	Joined Daiwa Securities Co. Ltd.	2,933,200
		September 1998	Joined Venture Control Inc.	
		November 1999	Established the Company, Representative Director and President	
		October 2011	Representative Director and President, and General Manager of Media Business Headquarters	
		October 2014	Representative Director and President (current position)	
		April 2018	Director of Store Front Co.,Ltd (current position)	
	[Reason for nomination as candidate for Director] Since the Company's establishment in November 1999, Shinichiro Kawabata has served as Representative Director and has contributed to the Group's growth through the internet advertising business and media operations business, under the principle of "Creating Win-Win Situations and Building a Future." Going forward, the Company proposes his reelection as Director, in order to achieve further growth of the Group through the development and provision of products that contribute to society.			
2	Reelection Kazuya Ogyu (September 6, 1974)	April 1998	Joined NICHIRI Inc.	30,000
		July 2001	Joined Realus, Ltd. (former Fanmedia inc.)	
		December 2006	Director, General Manager of Sales Headquarters	
		February 2009	Representative Director of Girls Auction Co, Ltd.	
		March 2011	Joined the Company, General Manager of Business & Solution Development Division	
		October 2014	Executive Officer, General Manager of Media & Solution Business Division	
		December 2015	Director in charge of Media Business (current position)	
	March 2018	Director of 4MEEE Inc. (current position)		
[Reason for nomination as candidate for Director] Since joining the Company, Kazuya Ogyu has left remarkable performance on media operations such as "mamastadium." He assumed the position of Director in charge of Media Business of the Company in December 2015, and the Company proposes his reelection as Director as he is promoting businesses by leveraging his substantial experience and high-level expertise concerning media operations.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Reelection Toshiaki Hirano (May 30, 1977)	April 2002	Joined CFJ K.K.	500
		May 2004	Joined CAREERPOWER., LTD.	
		July 2006	Joined the Company	
		December 2009	General Manager of Human Resources and General Affairs Division, Administration Headquarters	
		October 2011	General Manager of Corporate Headquarters	
		December 2011	Director, General Manager of Corporate Headquarters	
		October 2014	Director in charge of Corporate Administration (current position)	
[Reason for nomination as candidate for Director] Since joining the Company, Toshiaki Hirano has gained experience in administration such as human resources following his involvement in businesses such as the affiliate business. He assumed the position of Director and General Manager of Corporate Headquarters of the Company in December 2011. After becoming a Director, he has continued to contribute to the Company's business development by overseeing human resources, recruitment, general affairs, and information systems. In recognition of these efforts, the Company proposes his reelection as Director.				
4	Reelection Keita Iwabuchi (March 26, 1981)	April 2000	Joined Hotel Keikyu Co., Ltd.	200
		October 2008	Joined HIKARI TSUSHIN, INC.	
		April 2010	Joined the Company	
		October 2011	General Manager of Corporate Management Headquarters	
		December 2011	Director, General Manager of Corporate Management Headquarters	
		October 2014	Director in charge of Corporate Management of the Company (current position)	
		March 2018	Audit & Supervisory Board Member of 4MEEE Inc. (current position)	
		April 2018	Director of Store Front Co.,Ltd (current position)	
[Reason for nomination as candidate for Director] Since joining the Company, Keita Iwabuchi has gained experience in corporate planning, etc. He assumed the position of Director and General Manager of Corporate Management Headquarters of the Company in December 2011. After becoming a Director, he has continued to contribute to the Company's business development by overseeing corporate planning, accounting, and finance. In recognition of these efforts, the Company proposes his reelection as Director.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
5	Reelection Yohei Tsukada (January 24, 1986)	April 2008	Joined the Company	1,100
		July 2014	Deputy General Manager of Affiliate Business Division	
		March 2015	Representative Director of DENNO ADVERTISEMENT Co., Ltd. (current position)	
		December 2015	Director in charge of Advertising Business of the Company (current position)	
	[Reason for nomination as candidate for Director] Since joining the Company as a graduate, Yohei Tsukada has been involved with the affiliate business, and has left remarkable performance such as by establishing new advertising services. He assumed the position of Director in charge of Advertising Business of the Company in December 2015, and has continued to contribute to the increased profits of the internet advertising business. In recognition of these efforts, the Company proposes his reelection as Director.			
6	Reelection Takanori Mihara (January 13, 1969)	April 1996	Registered as an attorney at law Joined Nagamatsu Law Office	12,000
		April 2004	Director of Mihara Law Office (current Nishimura & Mihara Law Office) (current position)	
		June 2004	Outside Audit & Supervisory Board Member of Kyoto Kimono Yuzen Co., Ltd.	
		March 2005	Outside Director of the Company (current position)	
		June 2015	Outside Director of Kyoto Kimono Yuzen Co., Ltd. (current position)	
	[Reason for nomination as candidate for outside Director] Although Takanori Mihara has not been involved with corporate management other than as outside officers, since assuming the position of outside Director of the Company in March 2005, he has leveraged his knowledge and experience as an attorney at law to appropriately fulfill his role of providing advice and supervision with regard to the management of the Company. The Company has determined that he is able to carry out these duties in an appropriate manner going forward, and proposes his reelection as outside Director.			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company			Number of the Company's shares owned
7	Reelection Soichi Tajima (January 22, 1975)	April	1997	Joined The Sakura Bank, Limited (current Sumitomo Mitsui Banking Corporation)	0
		April	2006	Director of CyberAgent FX, Inc.	
		April	2006	Director of CyberAgent Investment, Inc. (current CyberAgent Ventures, Inc.)	
		April	2006	Director of Financial Plus Co., Ltd.	
		August	2010	Representative Director of CyberAgent Ventures, Inc.	
		August	2016	Representative Director of Genesia Ventures, Inc. (current position)	
		December	2016	Outside Director of the Company (current position)	
[Reason for nomination as candidate for outside Director] Soichi Tajima is well-versed in the internet industry. He has leveraged his ample experience relating to business investment and his expertise as a corporate manager to actively make statements concerning matters such as business models and overseas trends from various perspectives, and contribute to deeper discussions at meetings of the Board of Directors. The Company has determined that he is able to carry out these duties in an appropriate manner going forward, and proposes his reelection as outside Director.					

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Shinichiro Kawabata is a parent company, etc. as defined in Article 2, item 4-2 of the Companies Act.
 3. Takanori Mihara and Soichi Tajima are candidates for outside Directors.
 4. At the conclusion of this Annual General Meeting, Takanori Mihara's tenure as outside Director will have been 13 years and nine months.
 5. At the conclusion of this Annual General Meeting, Soichi Tajima's tenure as outside Director will have been two years.
 6. Pursuant to provisions of Article 427, paragraph 1 of the Companies Act and Article 29 of the Company's Articles of Incorporation, the Company has entered into agreements with Takanori Mihara and Soichi Tajima to limit their liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the amount provided for under Article 425, paragraph 1 of the same Act. If their reelection is approved, the Company plans to renew the aforementioned agreements with them.
 7. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Takanori Mihara and Soichi Tajima have been designated as independent officers who will not have any conflict of interests with general shareholders, as provided for by the aforementioned exchange. If their reelection is approved, the Company plans to submit notification concerning their appointment as independent officers to continue to the aforementioned exchange.

Proposal No. 3: Election of One Substitute Audit & Supervisory Board Member

The Company proposes the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

This election can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office as Audit & Supervisory Board Member.

The Audit & Supervisory Board has consented to this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions in the Company, and significant concurrent positions outside the Company			Number of the Company's shares owned
Shin Matsuo (September 25, 1971)	April	1997	Joined Kokudo Sogo Construction Co., LTD. (current AOMI CONSTRUCTION CO.,LTD.)	0
	May	2001	Joined REINS International inc.	
	July	2004	Joined Sammy Networks Co., Ltd.	
	March	2006	Joined en-japan inc.	
	October	2006	Joined the Company	
	September	2011	Audit & Supervisory Board Member of more games Co.,Ltd.	
	October	2017	Group Manager of Internal Audit of the Company (current position)	
	April	2018	Audit & Supervisory Board Member of Store Front Co.,Ltd (current position)	
October	2018	General Manager of General Affairs and Legal Affairs Division of the Company (current position)		
[Reason for nomination as candidate for substitute Audit & Supervisory Board Member]				
Shin Matsuo has many years of experience in the General Affairs and Legal Affairs Division, and has extensive knowledge concerning the management of operating companies and all aspects of the Company's business. The Company has determined that he is able to leverage this experience and knowledge carry out these duties in an appropriate manner even in an emergency, and proposes his election as a substitute Audit & Supervisory Board Member.				

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

Proposal No. 4: Election of Financial Auditor

Deloitte Touche Tohmatsu LLC, which is the Company's Financial Auditor, will reach the end of its tenure at the conclusion of this Annual General Meeting of Shareholders, so the Company proposes the election of PricewaterhouseCoopers Aarata LLC as a new Financial Auditor, according to the decision by the Audit & Supervisory Board.

Furthermore, the reason that the Audit & Supervisory Board has nominated PricewaterhouseCoopers Aarata LLC for consideration as a Financial Auditor is that it expects PricewaterhouseCoopers Aarata LLC to be able to approach financial auditing from a new perspective and has deemed it to be qualified as a result of overall consideration of its independence and professionalism as a Financial Auditor and the efficiency of its audit operations. The candidate for Financial Auditor is as follows:

Name of the auditing firm	PricewaterhouseCoopers Aarata LLC	
Offices	Main Office	Otemachi Park Building, 1-1-1 Otemachi, Chiyoda-ku, Tokyo
	Other offices	Nagoya, Osaka, and Fukuoka
Company history	June 2006	Established PricewaterhouseCoopers Aarata
	July 2006	Began operation
	July 2015	Changed the corporate name in Japanese to "PwC Aarata Kansa Hojin"
	July 2016	Converted to a limited liability audit corporation, and accordingly changed the corporate name to "PricewaterhouseCoopers Aarata LLC"
	May 2017	Established Tokyo Otemachi Office
Overview	Capital stock	¥1,000 million (as of July 1, 2017)
	Members	Partners 145
	(persons)	Certified public accountants 931
		Junior certified public accountants 566
		and persons who have passed all the certified public accountant examination
		USCPA and other professional staff 908
		Clerical staff 612
		Total 3,162
(As of June 30, 2018)		