

IMPORTANT NOTICE

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Securities Code: 5018
May 10, 2019

To All Stockholders:

MORESCO Corporation
Tamio Akada
CEO, Representative Director and Chairman
5-5-3 Minatojima Minamimachi, Chuo-ku, Kobe, Hyogo

Notice of the 61st Ordinary General Meeting of Stockholders

On behalf of the Board, I would like to thank you, our stockholders, for your continued support.

MORESCO Corporation (hereinafter, the “Company” or “MORESCO”) cordially invites you to attend the 61st Ordinary General Meeting of Stockholders to be held on the date and at the venue specified below.

If you are unable to attend the meeting, please refer to the attached Reference Materials for the General Meeting of Stockholders and exercise your voting rights in writing by indicating your approval or disapproval of the matters to be resolved on the Voting Rights Exercise Form enclosed herewith, and returning it so that it reaches us by 5:35 p.m. on Monday, May 27, 2019.

1. Date and Time: 10:00 a.m., Tuesday, May 28, 2019
(Reception will open at 9:00 a.m.)
2. Venue: Kairaku Hall (B1F, Main Building), Kobe Portopia Hotel
6-10-1 Minatojima Nakamachi, Chuo-ku, Kobe
(Please see the venue map provided herewith.)
3. Agenda:
Matters to be Reported
 - Item 1.** Business Report on the 61st fiscal year from March 1, 2018 to February 28, 2019, the Consolidated Financial Statements, and results of audit by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 - Item 2.** Non-consolidated Financial Statements for the 61st fiscal year from March 1, 2018 to February 28, 2019

Matters to be Resolved

- Agendum 1:** Disposal of Retained Earnings
- Agendum 2:** Election of Four Directors
- Agendum 3:** Election of One Audit & Supervisory Board Member
- Agendum 4:** Election of the Accounting Auditor

- Small gifts are no longer presented to attendees of the General Meeting of Stockholders. We appreciate your understanding.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception at the meeting venue. Please also bring this notice of convocation with you for the sake of resource saving.
- Among the documents required to be attached to this notice of convocation, items that should be presented as the “Notes to Consolidated Financial Statements” and the “Notes to Non-consolidated Financial Statements” have not been included in the attached documents as they have been posted on the MORESCO’s website (<http://www.moresco.co.jp/>) pursuant to laws and regulations as well as the provisions of Article 13 of MORESCO’s Articles of Incorporation. These items that should be presented as the “Notes to Consolidated Financial Statements” and the “Notes to Non-consolidated Financial Statements” as well as the documents attached hereto have been included in the Consolidated Financial Statements and Non-consolidated Financial Statements that had been audited by the Audit & Supervisory Board Members and the Accounting Auditors in order to prepare the Audit Report and the Accounting Audit Report, respectively.
- Please be aware that if it becomes necessary to revise information contained in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, or Reference Materials for the General Meeting of Stockholders, the revised information will be posted on the aforementioned MORESCO’s website.
- If a proxy attends the General Meeting of Stockholders, the proxy shall be a MORESCO’s stockholder who has a voting right pursuant to the provisions of Article 17 of MORESCO’s Articles of Incorporation. In such a case, a document to legitimize the proxy must be submitted to MORESCO.

Reference Materials for the General Meeting of Shareholders

Agendum 1. Disposal of Retained Earnings

With regard to the appropriation of surplus, it is the Company's basic policy to return profits to its stockholders in light of business performance, etc. while securing retained earnings required for the future business expansion and the enhancement of management structure.

Based on this policy, the Company plans to pay out 25 yen per share as a year-end dividend for the current fiscal year under review and to dispose of other retained earnings as described below.

1. Year-end dividends

(1) Type of dividend property

Cash

(2) Matters concerning appropriation of dividend property and total amount thereof

25 yen per share of the Company's common stock

Total amount of dividends: 239,783,975 yen

Since 25 yen, including 5 yen as a commemorative dividend (the 60th anniversary of the Company), per share of the Company's common stock was paid as an interim dividend in November 2018, the annual dividend will be 50 yen per share.

(3) Date on which distribution of retained earnings takes effect

May 29, 2019

2. Matters concerning disposal of other retained earnings

(1) Retained earnings item to be decreased and its amount

Retained earnings brought forward: 500,000,000 yen

(2) Retained earnings item to be increased and its amount

General reserve: 500,000,000 yen

Agendum 2. Election of Four Directors

The term of office of four directors, Tamio Akada, Motohisa Morozumi, Takashi Takeuchi, and Nobuhiro Sewaki, will expire at the conclusion of this General Meeting of Stockholders. It is therefore proposed that four directors should be elected.

The candidates for election of directors are as described below.

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
1	Tamio Akada (January 4, 1947)	<p>March 1969 Joined MORESCO Corporation.</p> <p>September 1990 General Manager of Research Department, MORESCO Corporation</p> <p>May 1995 Director, General Manager of Research Department, MORESCO Corporation</p> <p>May 1998 Managing Director, General Manager of Research Department, MORESCO Corporation</p> <p>February 2002 Managing Director in charge of R&D and production, General Manager of Research Department, MORESCO Corporation</p> <p>March 2003 Managing Director in charge of R&D and production, Corporate R&D Supervising Manger, General Manager of Corporate R&D Department, MORESCO Corporation</p> <p>February 2004 Managing Director in charge of R&D and production, MORESCO Corporation</p> <p>April 2006 Managing Director in charge of R&D and production, General Manager of Corporate R&D Department, MORESCO Corporation</p> <p>May 2006 Managing Director in charge of R&D and production, Executive Officer, General Manager of Corporate R&D Department, MORESCO Corporation</p> <p>March 2007 Managing Director in charge of R&D and production, MORESCO Corporation</p> <p>May 2010 President and Representative Director of MORESCO Corporation</p> <p>May 2014 President and Representative Director, Executive Officer of MORESCO Corporation</p> <p>March 2015 President and Representative Director, Executive Officer, Division Manager of Corporate R&D, MORESCO Corporation</p> <p>May 2018 CEO, Representative Director and Chairman of MORESCO Corporation (current position)</p>	65,000
<p>[Reasons for nomination as Director]</p> <p>Since assuming the position as President and Representative Director of MORESCO Corporation in May 2010, Tamio Akada has contributed to the rapid expansion of the Company's businesses by leveraging experience and knowledge that he had gained in the R&D field over many years and demonstrating his superior management skills and strong leadership. He has also pushed forward with global business expansion for MORESCO Corporation and the MORESCO Group and taken on challenges in new fields which are expected to grow in the future. He was appointed CEO (chief executive officer), Representative Director and Chairman in May 2018, and has led overall management of the Company's businesses. He has been nominated as a candidate for director of MORESCO Corporation, as we conclude that he would be able to continue to contribute to sustainably increasing the corporate value of MORESCO Corporation and the MORESCO Group as a director.</p>			

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
2	Motohisa Morozumi (April 23, 1962)	<p>April 1987 Joined H.B. Fuller Japan (currently, Sekisui Fuller Company, Ltd.)</p> <p>March 1999 Joined MORESCO Corporation Section Manager of Tokyo Sales, Sales Department III, MORESCO Corporation</p> <p>March 2007 General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>May 2008 Executive Officer General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>March 2011 Executive Officer Division Manager of Hot Melt Adhesive and General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>May 2011 Director and Executive Officer Division Manager of Hot Melt Adhesive and General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>January 2012 President and Representative Director of PT. MORESCO MACRO ADHESIVE</p> <p>May 2014 Director and Managing Executive Officer Division Manager of Hot Melt Adhesive and General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>March 2015 Director and Managing Executive Officer Division Manager of Hot Melt Adhesive, MORESCO Corporation</p> <p>March 2016 Director and Managing Executive Officer Division Manager of Hot Melt Adhesive and General Manager of Hot Melt Adhesive Production Department, MORESCO Corporation</p> <p>June 2016 Director and Managing Executive Officer Division Manager of Hot Melt Adhesive, MORESCO Corporation</p> <p>May 2017 Director and Senior Managing Executive Officer Division Manager of Hot Melt Adhesive and Division Manager of Metal Working Fluids, MORESCO Corporation</p> <p>May 2018 COO, Representative Director and President Executive Officer of MORESCO Corporation (current position)</p>	14,800
<p>[Reasons for nomination as Director]</p> <p>Motohisa Morozumi has been involved in the hot melt business for many years and has made a significant contribution to the expansion of the hot melt business both in Japan and overseas by actively making inroads into new markets in Indonesia and China. He was appointed COO (chief operating officer), Representative Director and President in May 2018 for his excellent business decision-making ability based on abundant experience in business execution, and has led all Divisions and subsidiaries both in Japan and overseas. He has been nominated as a candidate for director of MORESCO Corporation, as we conclude that he would be able to continue to contribute to sustainably increasing the corporate value of MORESCO Corporation and the MORESCO Group as a director.</p>			

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
3	Takashi Takeuchi (May 15, 1953)	<p>May 2001 General Manager, Sales Department VI, The Industrial Bank of Japan, Limited (currently, Mizuho Bank, Ltd.)</p> <p>May 2003 Joined MORESCO Corporation Division Manager of Hot Melt Adhesive and General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>May 2005 Director Division Manager of Hot Melt Adhesive and General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>May 2006 Director and Executive Officer Division Manager of Hot Melt Adhesive and General Manager of Sales Department, Hot Melt Adhesive, MORESCO Corporation</p> <p>February 2007 Director and Executive Officer Division Manager of Hot Melt Adhesive, MORESCO Corporation</p> <p>February 2008 Director and Executive Officer Division Manager of Administrative Management, MORESCO Corporation</p> <p>May 2010 Managing Director and Executive Officer Division Manager of Administrative Management, MORESCO Corporation</p> <p>September 2011 Vice Chairman of Wuxi MoreTex Technology Co., Ltd.</p> <p>September 2013 Managing Director and Executive Officer Division Manager of Functional Fluids, MORESCO Corporation</p> <p>May 2014 Director and Senior Managing Executive Officer Division Manager of Functional Fluids, MORESCO Corporation</p> <p>September 2015 Director and Senior Managing Executive Officer in charge of Purchasing Division Manager of Functional Fluids, MORESCO Corporation</p> <p>March 2018 Chairman of Wuxi MoreTex Technology Co., Ltd. (current position)</p> <p>April 2018 Director and Senior Managing Executive Officer Division Manager of Administrative Management, MORESCO Corporation</p> <p>May 2018 CFO, Director and Senior Managing Executive Officer of MORESCO Corporation</p> <p>March 2019 CFO, Director and Senior Managing Executive Officer General Manager of Public Relations Department, MORESCO Corporation (current position)</p>	22,100
<p>[Reasons for nomination as Director]</p> <p>Takashi Takeuchi has served as Division Manager of the Hot Melt Adhesive Division, the Administrative Management Division and the Functional Fluids Division since he joined MORESCO Corporation. He has been involved in various businesses and possesses superior management skills based on his abundant experience and extensive knowledge as well as strategic perspectives. He was appointed CFO (chief financial officer) in May 2018, and has been responsible for important duties in the administration and corporate governance segments of the Company. He has been nominated as a candidate for director of MORESCO Corporation, as we conclude that he would be able to continue to contribute to sustainably increasing the corporate value of MORESCO Corporation and the MORESCO Group as a director.</p>			

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
4	Nobuhiro Sewaki (March 23, 1964)	<p>April 1982 Joined MORESCO Corporation.</p> <p>March 2008 General Manager of Sales Department, Functional Fluids Division, MORESCO Corporation</p> <p>May 2010 Executive Officer General Manager of Sales Department, Functional Fluids Division, MORESCO Corporation</p> <p>March 2015 President and Representative Director of MORESCO (Thailand) Co., Ltd. (current position)</p> <p>May 2015 Executive Officer in charge of Southeast Asia, MORESCO Corporation</p> <p>May 2016 Senior Executive Officer in charge of Southeast Asia, MORESCO Corporation</p> <p>February 2017 President and Representative Director of MORESCO HM&LUB INDIA PRIVATE LIMITED (current position)</p> <p>May 2017 Director, Senior Executive Officer in charge of Southeast Asia, MORESCO Corporation</p> <p>May 2018 Director, Senior Executive Officer in charge of Global Operations, MORESCO Corporation (current position)</p>	11,600
<p>[Reasons for nomination as Director]</p> <p>Nobuhiro Sewaki has served as General Manager of the Sales Department, Functional Fluids Division, for many years, and has assumed positions as President and Representative Director of the Company's overseas subsidiaries since March 2015. As evidenced by these management positions, he possesses sufficient experience and knowledge with regard to the Company and its subsidiaries. Based on such experience and knowledge, he was appointed Director in May 2017 and Director in charge of Global Operations in May 2018, and has supervised overseas group companies in promoting business expansion. He has been nominated as a candidate for director of MORESCO Corporation as we conclude that he would be able to continue to contribute to sustainably increasing the corporate value of MORESCO Corporation and the MORESCO Group as a director.</p>			

(Note) There are no particular conflicts of interest between each of the candidates and MORESCO Corporation.

Agendum 3. Election of One Audit & Supervisory Board Member

The term of office of Shinichi Sakuta, an Audit & Supervisory Board Member, will expire at the conclusion of this General Meeting of Stockholders. It is therefore proposed that an Audit & Supervisory Board Member should be elected.

This agendum has been approved by the Audit & Supervisory Board in advance.

The candidate for the Audit & Supervisory Board Member is as described below.

Name (Date of birth)	Personal history and position at the Company, and significant concurrent positions outside the Company		Number of the Company's shares held
Shinichi Sakuta (July 21, 1948)	March 1971	Joined MORESCO Corporation	26,200
	March 1997	General Manager of President's Office, MORESCO Corporation	
	December 2001	General Manager of Accounting Department, MORESCO Corporation	
	May 2005	Director Division Manager of Administrative Management, MORESCO Corporation	
	May 2006	Director and Executive Officer Division Manager of Administrative Management, MORESCO Corporation	
	February 2008	Director and Executive Officer Division Manager of Hot Melt Adhesive, MORESCO Corporation	
	March 2008	Director and Executive Officer Division Manager of Hot Melt Adhesive and General Manager of Akoh Plant, MORESCO Corporation	
	March 2009	Director and Executive Officer Division Manager of Hot Melt Adhesive and General Manager of Purchasing Department, MORESCO Corporation	
	December 2010	Director and Executive Officer Division Manager of Hot Melt Adhesive, MORESCO Corporation	
	March 2011	Director and Executive Officer Division Manager of Functional Fluids, MORESCO Corporation	
	May 2011	Managing Director and Executive Officer Division Manager of Functional Fluids, MORESCO Corporation	
	September 2013	Managing Director and Executive Officer Division Manager of Administrative Management, MORESCO Corporation	
	June 2014	Corporate Advisor of MORESCO Corporation	
	May 2015	Audit & Supervisory Board Member, MORESCO Corporation (current position)	
[Reasons for nomination as Audit & Supervisory Board Member] Shinichi Sakuta served as General Manager of the Company's Accounting Department and Administrative Management Division for many years, obtaining an appreciable extent of knowledge about finance and accounting. He also served as Director and Managing Director from May 2005 to May 2014, assuming responsibility for several Divisions. He is therefore quite familiar with the business operations of the Company, and has the knowledge and experience necessary for the sound and proper management of the Company. He was appointed as the Company's Audit & Supervisory Board Member in May 2015, and has been engaged in the auditing of the Company by making effective use of his abundant knowledge and experience. He has been nominated as a candidate for Audit & Supervisory Board Member of MORESCO Corporation as we conclude that he would be able to continue to fulfill his duties as an Audit & Supervisory Board Member			

(Notes)

1. There are no particular conflicts of interest between Shinichi Sakuta and MORESCO Corporation.
2. The number of the Company's shares held by Shinichi Sakuta includes his equity in the MORESCO Officers' stock ownership plan.

Agendum 4 Election of the Accounting Auditor

The term of office of Deloitte Touche Tohmatsu LLC, the Accounting Auditor of the Company, will expire at the conclusion of this General Meeting of Stockholders. It is therefore proposed that Deloitte Touche Tohmatsu should not be reappointed and a new Accounting Auditor should be elected.

This agendum is based on the decision of the Audit & Supervisory Board.

The reason that the Audit & Supervisory Board has decided not to reappoint Deloitte Touche Tohmatsu LLC is because the “Policy for Deciding Dismissal or Refusal of Reappointment of Accounting Auditor” formulated by the Audit & Supervisory Board sets the duration of the term of office of an accounting auditor to be 10 years at maximum, in principle. Since Deloitte Touche Tohmatsu LLC has served as the accounting auditor for 12 consecutive years, it was decided to consider another accounting auditor.

The Audit & Supervisory Board has nominated Grant Thornton Taiyo LLC as the Accounting Auditor as a result of comprehensive examination of its quality management system, independence, professional expertise, implementation system for audit activities, level of audit fees, and other factors according to the Criteria for Nomination of Candidates for the Accounting Auditors established by the Audit & Supervisory Board. The Board concluded that Grant Thornton Taiyo LLC has a system to ensure the appropriate and adequate performance of accounting audits of the Company.

The candidate for the Accounting Auditor is as described below.

(As of February 28, 2019)

Name	Grant Thornton Taiyo LLC	
Office	Major Office: Akasaka K-Tower, 1-2-7 Motoakasaka, Minato-ku, Tokyo Other offices: 11 offices, including Osaka Office	
History	September 1971 October 1994 January 2006 July 2012 October 2013 October 2014 July 2018	Taiyo Audit Corporation established Joined Grant Thornton International Merged with ASG Audit Corporation to form Taiyo ASG LLC Merged with Eisho Audit Corporation Merged with Kasumigaseki Audit Corporation Renamed Grant Thornton Taiyo LLC Merged with Yusei Audit Corporation
Overview	Capital 443 million yen Constituting members	Senior partners and partners 77 Specified partners 3 Certified public accountants (CPAs) 289 CPA exam qualifiers, etc. 134 Other professionals 164 Administrative staff 68 (Total) 735 Number of listed auditee companies 220