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(Stock Exchange Code 8088)
June 4, 2019

To Shareholders with Voting Rights:

Akiji Makino
Chairman and CEO
Iwatani Corporation
6-4, Hommachi 3-chome, Chuo-ku, Osaka

**NOTICE OF
THE 76TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 76th Annual General Meeting of Shareholders of Iwatani Corporation (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet.

If exercising your voting rights in writing, please review the attached Reference Documents for the General Meeting of Shareholders (page 3), indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:15 p.m. on Tuesday, June 18, 2019, Japan time.

1. Date and Time: Wednesday, June 19, 2019 at 10:00 a.m. Japan time

2. Place: Sakura Ballroom (5F), Hilton Osaka Hotel, 1-8-8, Umeda, Kita-ku Osaka-shi, Osaka, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company’s 76th Fiscal Year (April 1, 2018 - March 31, 2019)
 2. Results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company’s 76th Fiscal Year (April 1, 2018 - March 31, 2019)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of One Member of the Board
Proposal 3: Election of Four Audit & Supervisory Board Members
Proposal 4: Determination of Restricted Stock Compensation for Members of the Board

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

The Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements of the Consolidated Financial Statements, as well as the Non-consolidated Statements of Changes in Net Assets and Notes to Non-consolidated Financial Statements of the Non-consolidated Financial Statements have been posted on the Company's website (<http://www.iwatani.co.jp/>) based on laws and regulations and Article 16 of the Company's Articles of Incorporation and have not been included in the documents attached to the Notice of the 76th Annual General Meeting of Shareholders.

The Consolidated Financial Statements and Non-consolidated Financial Statements that the Accounting Auditors and the Audit & Supervisory Board Members audited include, apart from the documents attached to the Notice of the 76th Annual General Meeting of Shareholders, the Consolidated Statements of Changes in Net Assets, Notes to Consolidated Financial Statements, Non-consolidated Statements of Changes in Net Assets and Notes to Non-consolidated Financial Statements posted on the Company's website.

Should the Reference Documents, the Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website (<http://www.iwatani.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Concerning the distribution of profits, the Company conducts appropriate return of profits in consideration of factors such as business results and the management environment.

Under such a policy, upon consideration of factors such as the condition of business results, the Company proposes a year-end dividend for the fiscal year under review of ¥65 per share, an increase of ¥10 per share from the previous fiscal year.

Matters concerning the year-end dividend

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets to shareholders and total amount of dividends

Amount per share of common stock: ¥65

Total dividends: ¥3,201,248,635

(3) Effective date of dividend payment

June 20, 2019

Proposal 2: Election of One Member of the Board

The following six Members of the Board will retire from the office at the conclusion of this General Meeting of Shareholders: Takashi Funaki, Masanori Watanabe, Yutaka Yamamoto, Kazumasa Inada, Hideki Tainaka and Mitsuaki Naito. Accordingly, the Company requests the election of one Member of the Board.

The candidate is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
Shosuke Mori (August 6, 1940) New Appointment Outside Independent	April 1963	Joined The Kansai Electric Power Co., Inc.	0
	June 2005	President and Representative Director, The Kansai Electric Power Co., Inc.	
	June 2006	Outside Member of the Board, ANA HOLDINGS INC. (current position)	
	June 2010	Chairman and Representative Director, The Kansai Electric Power Co., Inc.	
	June 2010	Outside Member of the Board, Hankyu Hanshin Holdings Inc. (current position)	
	June 2012	Outside Member of the Board, The Royal Hotel, Ltd. (current position)	
	June 2016	Senior Advisor to the Board, The Kansai Electric Power Co., Inc. (current position)	
	[Significant concurrent positions]		
	• Senior Advisor to the Board, The Kansai Electric Power Co., Inc. • Outside Member of the Board, ANA HOLDINGS INC. • Outside Member of the Board, Hankyu Hanshin Holdings Inc. • Outside Member of the Board, The Royal Hotel, Ltd.		

(Notes)

1. No special interests exist between the candidate and the Company.
2. Mr. Shosuke Mori is a candidate for Outside Member of the Board. The Company intends to report him as an Independent Officer to the Tokyo Stock Exchange, etc.
3. Mr. Shosuke Mori was selected as a candidate for Outside Member of the Board based on the fact that he engaged in the management of The Kansai Electric Power Co., Inc. for many years and also served as Chairman of Kansai Economic Federation (public interest incorporated association), and he can be expected to utilize his extensive management experience and broad knowledge for the enhancement of the Company's corporate value.
4. If the election of Mr. Shosuke Mori is approved in accordance with this Proposal, the Company intends to enter into an agreement with him that limits the maximum amount of liability for damages set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreements is the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act.
5. In May 2017, there was a case of food poisoning in a restaurant located within Rihga Royal Hotel (Osaka), which is operated by The Royal Hotel, Ltd., where Mr. Shosuke Mori is serving as Outside Member of the Board. Pursuant to the Food Sanitation Act, the Osaka Public Health Center ordered the restaurant to suspend business for a three-day period from May 9 to May 11, 2017. Mr. Shosuke Mori performed his duties in relation to this matter by receiving reports concerning strict re-enforcement of the food sanitation control system, measures to prevent recurrence and their implementation etc., and responding as necessary in his capacity as Outside Member of the Board.

Proposal 3: Election of Four Audit & Supervisory Board Members

The terms of all Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Shareholders are therefore requested to elect four Audit & Supervisory Board Members. The agreement of the Audit & Supervisory Board has been obtained for this Proposal.

The candidates are as follows:

No.	Name	Positions and responsibilities at the Company
1	Toyofumi Ohama [Reappointment]	Audit & Supervisory Board Member (Full-time)
2	Yoshiaki Fukuzawa [Reappointment]	Audit & Supervisory Board Member (Full-time)
3	Masahiro Horii [Reappointment] [Outside] [Independent]	Audit & Supervisory Board Member (Part-time)
4	Yoshinori Shinohara [Reappointment] [Outside] [Independent]	Audit & Supervisory Board Member (Part-time)

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Toyofumi Ohama (March 15, 1949) Reappointment	March 1972 June 1996 June 1999 April 2004 June 2004 April 2006 June 2008	Joined the Company Member of the Board Retired from Member of the Board; Senior Associate Director General Manager, Corporate Planning & Coordination Department; General Manager, Overseas Business Administration Department Member of the Board Executive Director Audit & Supervisory Board Member (Full-time) (current position)	18,217
2	Yoshiaki Fukuzawa (August 25, 1949) Reappointment	March 1973 April 2004 June 2004 June 2006 April 2008 April 2010 June 2014	Joined the Company General Manager, Energy Business Administration Office Executive Officer Member of the Board Executive Director Senior Executive Director Audit & Supervisory Board Member (Full-time) (current position)	12,460
3	Masahiro Horii (January 13, 1958) Reappointment Outside Independent	April 1990 January 2000 June 2003 June 2012 [Significant concurrent positions] • Representative Attorney, Sakura Law Office • Outside Member of the Board, TOYO SHUTTER.CO., LTD.	Registered as an Attorney Representative Attorney, Sakura Law Office (current position) Audit & Supervisory Board Member of the Company (current position) Outside Member of the Board, TOYO SHUTTER.CO., LTD. (current position)	7,913
4	Yoshinori Shinohara (March 1, 1935) Reappointment Outside Independent	February 1963 July 1969 May 1999 June 2001 August 2002 June 2011 April 2012 June 2015 [Significant concurrent positions] • Certified Public Accountant, SHINOHARA C.P.A. OFFICE • Representative Director, Shinohara Management and Economics Research Institute Co., Ltd. • Outside Member of the Board, TSI HOLDINGS CO., LTD. • Outside Audit & Supervisory Board Member, SEKISUI HOUSE, LTD.	Registered as a Certified Public Accountant (current position) Senior Partner, Yamato Accounting Office (subsequently merged into Asahi & Co.) Deputy President, Asahi & Co. (presently KPMG AZSA LLC) Senior Partner and Senior Advisor, Asahi & Co. Representative Director, Shinohara Management and Economics Research Institute Co., Ltd. (current position) Outside Member of the Board, TSI HOLDINGS CO., LTD. (current position) Outside Audit & Supervisory Board Member, SEKISUI HOUSE, LTD. (current position) Audit & Supervisory Board Member of the Company (current position)	5,485

(Notes)

1. No special interests exist between any of the candidates and the Company.
2. Mr. Masahiro Horii and Mr. Yoshinori Shinohara are candidates for Outside Audit & Supervisory Board Member. The Company has reported them as Independent Officers to the Tokyo Stock Exchange, etc.
3. Mr. Masahiro Horii was selected as a candidate for Outside Audit & Supervisory Board Member based on his specialized knowledge and experience as an attorney, which we expect him to utilize to strengthen the Company's audit and supervisory structure.
Although Mr. Masahiro Horii has never been involved in corporate management, we have determined that he will fulfill his duties as Outside Audit & Supervisory Board Member appropriately, for the reasons given above.
Mr. Masahiro Horii is currently an Outside Audit & Supervisory Board Member, and his term of office will have reached

16 years at the conclusion of this General Meeting of Shareholders.

4. Mr. Yoshinori Shinohara was selected as a candidate for Outside Audit & Supervisory Board Member based on his specialized knowledge and experience as a certified public accountant, which we expect him to utilize to strengthen the Company's audit and supervisory structure, as well as his experience as Member of the Board and Audit & Supervisory Board Member of numerous companies, which we expect him to utilize in the audit and supervision of the Company from a broad perspective.

Mr. Yoshinori Shinohara is currently an Outside Audit & Supervisory Board Member, and his term of office will have reached 4 years at the conclusion of this General Meeting of Shareholders.

5. The Company has entered into agreements with Mr. Masahiro Horii and Mr. Yoshinori Shinohara that limit the maximum amount of liability for damages set forth in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreements is the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act. In the event that their reelection is approved, the Company intends to continue the agreements that it has entered into with them.
6. During the tenure of Mr. Yoshinori Shinohara as Outside Audit & Supervisory Board Member of SEKISUI HOUSE, LTD., the said company experienced a trading incident where it was unable to register transfer of ownership of certain real estate assets, despite having already paid the purchase price for them. Mr. Yoshinori Shinohara was not aware of the issue beforehand, however, regularly commented on the need for strict management and operation of internal control systems at such forums as meetings of the Board of Directors. Following this incident, Mr. Yoshinori Shinohara has been fulfilling his duties by leading the committee for investigation and countermeasures, investigating and evaluating issues such as problems with the said company's risk management, and providing the said company with investigation reports.

Proposal 4: Determination of Restricted Stock Compensation for Members of the Board

Compensation for Members of the Board of the Company not exceeding ¥1,400 million (of which no more than ¥100 million is for Outside Members of the Board) was approved at the 73rd Annual General Meeting of Shareholders held on June 28, 2016.

As part of the current review of the compensation system for company officers, we propose to introduce compensation in the form of trading-restricted stock for Members of the Board (not including Outside Members of the Board; hereby referred as “Eligible Members of the Board”) in addition to the compensation framework shown above, in order to provide an incentive to encourage the long-term, sustainable enhancement of corporate value, and promote further value-sharing with shareholders.

Based on this Proposal, the value of restricted stock compensation to Eligible Members of the Board will be recognized as a monetary compensation claim. A suitable annual value of monetary compensation claims, based on the purposes indicated above, would not exceed ¥260 million. The Board of Directors would be responsible for determining the date and proportion of restricted stock compensation for each Eligible Members of the Board.

There are presently 17 Members of the Board (including two Outside Members of the Board), however, if Proposal 2: Election of One Member of the Board is approved in its original form, then the number of Members of the Board will decrease to 12 (including two Outside Members of the Board).

Based on a resolution of the Board of Directors of the Company, Eligible Members of the Board would contribute the full amount of monetary compensation claims distributed under this Proposal as property contributed in kind, and receive an issue or disposal of common stock of the Company. The total number of shares issued or disposed of thereby shall not exceed 100,000 shares of common stock per annum. (However, if adjustment to the total number of shares of common stock to be issued or disposed of as restricted stock becomes necessary after this Proposal is approved, due to split of shares of the Company’s common stock (including share allotment without contribution), stock mergers or other reasons, the number of shares shall be adjusted within a reasonable range).

The amount to be contributed per share shall be determined by the Board of Directors, based on the closing price of shares of the Company’s common stock on the Tokyo Stock Exchange on the business day prior to each meeting of the Board of Directors, within a price range that does not give special advantage to Eligible Members of the Board.

The following contract on allotment of restricted stock (“allotment contract”) shall be concluded between the Company and Eligible Members of the Board when common stock is issued or disposed of as restricted stock by this method.

(1) Period of Trading Restriction

The Eligible Member of the Board may not transfer or dispose of stock allotted under this Allotment Contract (“allotted stock”), or use it as security or collateral (“trading restriction”), for a period of 30 years after the allotment is granted (“period of trading restriction”).

(2) Release of Trading Restrictions

Notwithstanding the provisions in (1), the Company will release the trading restrictions applying to all allotted stock held by an Eligible Member of the Board when the period of trading restriction has expired, provided the said Eligible Member of the Board has remained continuously in the office allocated to him or her by the Board of Directors during the period of trading restriction. However, where an Eligible Member of the Board has retired from the position predetermined by the Board of Directors before the expiration of the period of trading restriction due to expiration of the Eligible Member of the Board’s term of office, death, or other reasonable grounds, reasonable adjustments shall be made as necessary to the number of shares of allotted stock to be released from trading restrictions, and the time of their release. Immediately following the release of trading restrictions based on the provisions above, any remaining allotted stock held by the said Eligible Members of the Board for which trading restrictions have not been released shall be transferred to the Company gratis.

(3) Other Items

All other items pertaining to this Allotment Contract shall be determined by the Board of Directors of the Company.

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