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Securities code: 4966
June 6, 2019

To our shareholders:

Hiroya Uyemura
President
C. Uyemura & Co., Ltd.
3-2-6, Dosho-machi, Chuo-ku, Osaka, Japan

NOTICE OF THE 91ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are cordially invited to attend the 91st Annual General Meeting of Shareholders of C. Uyemura & Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail. Please indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:15 p.m., Wednesday, June 26, 2019 (Japan Standard Time).

1. Date and Time: Thursday, June 27, 2019 at 10:00 a.m. (Japan Standard Time)

2. Venue: Assembly Hall, 8th floor of the Company Head Office
3-2-6, Dosho-machi, Chuo-ku, Osaka

3. Agenda:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 91st Fiscal Term (from April 1, 2018 to March 31, 2019), as well as the results of an audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 91st Fiscal Term (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Eight Directors |
| Proposal No. 3 | Payment of Retirement Benefits to Retiring Directors |

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1 Appropriation of Surplus

1. Matters related to year-end dividends

With consideration to the actual results for the 91st Fiscal Term (from April 1, 2018 to March 31, 2019) and to creating a sustainable business foundation for the future, the Company proposes the year-end dividends for the 91st Fiscal Term as follows:

(i) Type of dividend property

Cash

(ii) Matters regarding allocation of dividend property and total amount thereof

¥150 per common share of the Company

Total amount of dividends: ¥1,350,286,650

(iii) Effective date of distribution of dividends of surplus

June 28, 2019

2. Matters related to other appropriation of surplus

To utilize the internal reserve to further strengthen operating systems, for facility expansion and reinforcement, for research and development activities, and to expand the business in the future, an appropriation of internal reserves is proposed as indicated below:

(i) Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: ¥3,300,000,000

(ii) Item of surplus to be increased and amount of increase thereof

General reserve: ¥3,300,000,000

Proposal No. 2 Election of Eight Directors

The terms of office of all ten Directors will expire at the conclusion of this meeting.

In that regard, the Company proposes the election of eight Directors including two outside Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Hiroya Uyemura (March 2, 1956)	Apr. 1980	Joined the Company	115,924
		Feb. 1988	Director, Head of Osaka Headquarters, and General Manager of Osaka Sales Department	
		Oct. 1991	Representative Director and Senior Managing Director	
		June 1995	Representative Director and Vice President	
		Jan. 1997	Representative Director and President (current position)	
		(Significant concurrent positions outside the Company)		
		Chairman of Taiwan Uyemura Co., Ltd.		
[Reasons for the nomination] Hiroya Uyemura has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the management of group companies, both domestic and overseas. He also has been engaged in the management of the Company as Representative Director and President from 1997. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.				
2	Shigeo Hashimoto (August 5, 1952)	Mar. 1973	Joined the Company	5,800
		Nov. 1993	Deputy Head of Central Research Laboratory	
		Dec. 2000	Deputy Head of Central Research Laboratory and Deputy Head of Sales Division	
		June 2001	Director, Deputy Head of Central Research Laboratory, and Deputy Head of Sales Division	
		Apr. 2005	Managing Director and Head of Sales Division	
		Dec. 2005	Managing Director, Head of Sales Division, and Head of Tokyo Office	
		Oct. 2010	Managing Director, Head of Sales Division, Head of Tokyo Office, and Head of Development Division	
		Jan. 2011	Senior Managing Director, Head of Sales Division, Head of Tokyo Office, and Head of Development Division	
		Jan. 2012	Senior Managing Director, Head of Sales Division, and Head of Development Division (current position)	
[Reasons for the nomination] Shigeo Hashimoto has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division and development division of the Company, and also has experience in the management of group companies. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Shigeo Sakabe (August 24, 1964)	Mar. 1987	Joined the Company	600
		Apr. 2005	General Manager of General Affairs Department	
		Apr. 2007	Head of Corporate Management Division and General Manager of General Affairs Department	
		Apr. 2011	Deputy Head of Corporate Management Division and General Manager of General Affairs Department	
		June 2011	Director, Deputy Head of Corporate Management Division, and General Manager of General Affairs Department	
		Aug. 2012	Director, Deputy Head of Corporate Management Division, Deputy Head of Information System Division, and General Manager of General Affairs Department	
		Oct. 2018	Director, Head of Corporate Management Division, Head of Information System Division, General Manager of General Affairs Department, and General Manager of Corporate Planning Department (current position)	
		[Reasons for the nomination] Shigeo Sakabe has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the manufacturing division, sales division and corporate management division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.		
4	Koji Shimada (December 16, 1959)	Apr. 1982	Joined the Company	1,400
		Apr. 2006	General Manager of Tokyo Sales Department of Sales Division	
		Apr. 2011	General Manager of Osaka Sales Department of Sales Division and Head of Osaka Headquarters	
		June 2013	Director, Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department	
		Sept. 2014	Director, Head of Manufacturing Division, and Head of Hirakata Plant (current position)	
		(Significant concurrent positions outside the Company)		
		Director and President of Sumix Corporation		
		[Reasons for the nomination] Koji Shimada has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division and manufacturing division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
5	Tsutomu Sekiya (July 13, 1960)	Jan. 1986	Joined the Company	800
		Apr. 2011	General Manager of Tokyo Sales Department of Sales Division	
		Jan. 2012	Head of Tokyo Office of Sales Division and General Manager of Tokyo Sales Department	
		June 2013	Director, Deputy Head of Sales Division, Head of Tokyo Office, and General Manager of Tokyo Sales Department	
		Sept. 2014	Director, Deputy Head of Sales Division, Head of Tokyo Office, General Manager of Tokyo Sales Department, and Head of Osaka Headquarters	
		Apr. 2018	Director, Deputy Head of Sales Division, Head of Tokyo Office, and General Manager of Tokyo Sales Department (current position)	
[Reasons for the nomination] Tsutomu Sekiya has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division of the Company. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.				
6	Hiroshi Otake (June 10, 1970)	Sept. 1996	Joined the Company	2,200
		Jan. 2011	COO of Uyemura-Solar Co., Ltd. (currently, Uyemura International (Hong Kong) Co., Ltd.) COO of Uyemura-Solar (Shenzhen) Co., Ltd (currently, Uyemura (Shenzhen) Co., Ltd.)	
		Apr. 2014	President & CEO of Uyemura International (Hong Kong) Co., Ltd. President and CEO of Uyemura (Shenzhen) Co., Ltd.	
		Apr. 2018	Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department of the Company	
		June 2018	Director, Deputy Head of Sales Division, Head of Osaka Headquarters, and General Manager of Osaka Sales Department (current position)	
[Reasons for the nomination] Hiroshi Otake has a wealth of experience and a proven record of accomplishments gained from many years of engagement in the operation of the sales division of the Company, and also has experience in the management of group companies. He has a high level of competence to properly supervise the entire group for the purpose of sustainable growth of the Company and improvement of corporate value over the medium to long term. The Company therefore proposes that he should continue to be elected as Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
7	Akihiko Takahashi (December 11, 1979)	Apr. 2004	Joined Kameoka Combination General Laboratory Ltd.	
		Mar. 2008 Apr. 2008	Registered as a certified public tax accountant Joined Kameoka Licensed Tax Accountant's Corporation	
		May 2014	Established Takahashi Akihiko Certified Public Tax Accountant Office Assumed the position of Representative of the office (current position)	
		June 2015	Outside Director of the Company (current position)	
		(Significant concurrent positions outside the Company) Representative of Takahashi Akihiko Certified Public Tax Accountant Office		
[Reasons for the nomination] Akihiko Takahashi has a high level of expertise in company management gained through acting as a management consultant. He is expected to supervise the execution of duties by the Directors of the Company from an independent perspective, thereby helping to enhance the functions of the Board of Directors. The Company therefore proposes that he should continue to be elected as outside Director.				
8	Yoshiki Aketa (September 30, 1979)	Oct. 2003	Joined Tohmatsu & Co. (currently, Deloitte Touche Tohmatsu LLC)	
		June 2007 Aug. 2014 Sept. 2014 Oct. 2014	Registered as a certified public accountant Registered as a certified public tax accountant Retired from Deloitte Touche Tohmatsu LLC Established Aketa Certified Public Accountant Office Assumed the position of Representative of the office (current position)	
		June 2017	Outside Director of the Company (current position)	
		(Significant concurrent positions outside the Company) Representative of Aketa Certified Public Accountant Office		
[Reasons for the nomination] Yoshiki Aketa has deep and extensive expertise with company financial and legal matters as well as the knowledge necessary to control the management of a company that he developed through acting as a certified public accountant. He is expected to supervise the execution of duties by the Directors of the Company from an independent perspective, thereby helping to enhance the functions of the Board of Directors. The Company therefore proposes that he should continue to be elected as outside Director.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Akihiko Takahashi and Yoshiki Aketa are candidates for outside Directors.
 3. The Company has submitted a notification to the Tokyo Stock Exchange, Inc. that Akihiko Takahashi and Yoshiki Aketa have been appointed as independent officers as required by the aforementioned exchange. If this proposal is passed and their reelections are approved, the Company plans for their appointment as independent officers to continue.
 4. Akihiko Takahashi and Yoshiki Aketa are currently outside Directors of the Company, and at the conclusion of this meeting, the tenures of Akihiko Takahashi and Yoshiki Aketa as outside Directors will have been four years and two years, respectively.
 5. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Akihiko Takahashi and Yoshiki Aketa to limit their liability for damages arising from their neglect of duty. If this proposal is passed and their reelections are approved, the Company plans to renew these agreements with them. The maximum amount of liability under the agreements is the minimum liability amount provided for under laws and regulations.

Proposal No. 3 Payment of Retirement Benefits to Retiring Directors

The Company proposes to pay retirement benefits to Yoshitsugu Katayama and Kazutoshi Komori, both of whom will retire from the position of Director at the conclusion of this meeting due to the expiry of their terms of office, in the amount of ¥21,600,000 for Yoshitsugu Katayama and ¥17,000,000 for Kazutoshi Komori, in appreciation of their service rendered to the Company. These amounts shall be calculated by first multiplying ¥1,300,000 per year for Managing Directors and ¥1,000,000 per year for Directors (in accordance with certain standards set by the Company for each managerial position) by their respective number of years in office. To the multiplied amounts, a remuneration totaling not more than 30% of such multiplied amounts shall be added in appreciation of their service, the sum of which shall be the total amounts of the retirement benefits.

In preparation for the future payment of directors' retirement benefits, the Company has recorded the estimated amount of accrued benefits at end of year based on the Company's prescribed standards as provision for directors' retirement benefits.

The Company requests that the specific timing and method of payment should be left to the discretion of the Board of Directors.

The career summary of the retiring Directors is as follows:

Name	Career summary	
Yoshitsugu Katayama	June 2005	Director of the Company
	Jan. 2011	Managing Director (current position)
Kazutoshi Komori	June 2006	Director of the Company (current position)