

Securities Code: 4301

June 6, 2019

To Our Shareholders

Yojiro Shiba,
Representative Director, President
AMUSE INC.
20-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

Notice of the 41st Annual Shareholders Meeting

You are cordially invited to attend the 41st Annual Shareholders Meeting of AMUSE INC. (the “Company”) to be held as described below.

If you are unable to attend the meeting on the day, you may exercise your voting rights either in writing (Voting Card) or electromagnetically (via the Internet). Please read the Reference Documents for the Annual Shareholders Meeting, indicate your approval or disapproval of each proposal on the enclosed Voting Card and return it no later than 7:00 p.m., Friday, June 21, 2019 (JST), or exercise your voting rights on the Company’s designated website (<https://evote.tr.mufig.jp/>) no later than 7:00 p.m., Friday, June 21, 2019 (JST).

1. Date and Time: Sunday, June 23, 2019, at 2:00 p.m. (JST)

2. Venue: Ryogoku Kokugikan
1-3-28 Yokoami, Sumida-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Report on the Business Report, the Consolidated Financial Statements and audit reports by the Accounting Auditor and the Board of Auditors for the Consolidated Financial Statements for the 41st term (from April 1, 2018 to March 31, 2019)
2. Report on the Non-consolidated Financial Statements for the 41st 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 (8) Directors

4. Other Matters Concerning the Meeting:

Please refer to the “Guide to the Exercise of Voting Rights” on the following pages (in Japanese only).

For those attending, please present the enclosed Voting Card at the reception desk on arrival at the meeting.

During the meeting, we will adopt the “Cool Biz” style, i.e., light clothes rather than formal ones. Please be lightly dressed when you attend the meeting.

If circumstances are generated whereby revisions should be made to the content of the Reference Documents for the Annual Shareholders Meeting, Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements, such notification shall be published on the Company website (<http://www.amuse.co.jp>).

Reference Documents for the Annual Shareholders Meeting

Proposal No. 1: Appropriation of Surplus

The Company hereby proposes the appropriation of surplus as provided below.

Matters relating to year-end dividends

Regarding the return of profits to its shareholders as a priority management issue, the Company aims to raise the level while emphasizing the continuous and stable distribution of dividends.

On the basis of this policy and upon consideration of comprehensive factors including business results for the fiscal year under review and prospects for business development going forward, the Company has decided to pay a year-end dividend of ¥20.00 as ordinary dividend for the fiscal year ended March 31, 2019 (the 41st term). As a result, dividends on an annual basis amount to ¥40 per share, including the interim dividend of ¥20.00 per share distributed on December 4, 2018.

As such, the Company remains committed to achieving greater results with respect to consistently returning high level profits to its shareholders going forward.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and total amount thereof

The Company proposes to pay ¥20.00 per common share of the Company.

Under this proposal, the total amount of dividends to be paid is ¥351,161,820.

(3) Effective date of dividends from surplus

June 24, 2019

Proposal No. 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this meeting. As this year it celebrates the 40th anniversary of its founding, the Company would like to see this major milestone as a new foundation and proposes the election of eight (8) Directors, including three (3) new candidates for Director and two (2) External Directors to enhance and further rejuvenate the management system.

The candidates for Directors are as follows:

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company (Important concurrent positions)	Number of shares held in the Company
1	Yokichi Osato (August 22, 1946)	<p>Apr. 1969 Joined WATANABE PRODUCTIONS CO., LTD</p> <p>Oct. 1978 Founded the Company, Representative Director and President</p> <p>Nov. 1981 Representative Director and Chairman, the Company</p> <p>June 2008 Advisor and Honorary Chairman, the Company</p> <p>June 2009 Top Advisor, the Company</p> <p>June 2011 Representative Director and Chairman, the Company (present)</p> <p>May 2013 Representative Director and Chairman, LIVE VIEWING JAPAN Inc.</p> <p>July 2014 Representative Director and Chairman, Amusequest Inc.</p> <p>May 2016 Representative Director and Senior Advisor, LIVE VIEWING JAPAN Inc. (present)</p> <p>May 2016 Representative Director and Chairman and President, Amusequest Inc.</p> <p>Apr. 2017 Representative Director and Chairman, Amusequest Inc. (present)</p>	451,060 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Osato has long served the Company since its founding, both as its Representative Director and President and as Representative Director and Chairman, and maintains extensive knowledge and experience of the Company's industry which amassed since before it was established in 1978. Accordingly, he has abundant operation experience with respect to the Amuse Group overall, has engaged in initiatives to create new business, and maintains a proven track record and knowledge with respect to having helped build the foundations of today's Amuse Group. The Company can expect him to continue making the most of his knowledge and abilities in helping the Amuse Group enhance its enterprise value.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company (Important concurrent positions)		Number of shares held in the Company
2	Yojiro Shiba (August 7, 1950)	Apr. 1974	Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)	- shares
		Apr. 2002	Executive Officer, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)	
		Mar. 2003	Managing Executive Officer, Mizuho Bank, Ltd.	
		May 2005	Executive Officer, Oriental Land Co., Ltd.	
		June 2007	Executive Director, Senior Executive Officer, Oriental Land Co., Ltd.	
		Apr. 2009	Representative Director, Executive Vice President Officer, Oriental Land Co., Ltd.	
		Apr. 2013	Executive Director, Oriental Land Co., Ltd.	
		June 2013	External Director, the Company	
		June 2015	Director and Vice Chairman, the Company	
		June 2017	Director, Vice Chairman, the Company	
		Mar. 2018	Outside Director, Bridgestone Corporation (present)	
		Apr. 2019	Representative Director, President, the Company (present)	
[Reasons for nomination as candidate for Director] In addition to his many years of experience in the financial industry, Mr. Shiba is conversant with the entertainment business including theme park operations and maintains abundant experience and considerable insight as a manager. He has provided useful advice on an extensive range of issues including those involving the Company's individual businesses as well as those entailing our medium- to long-term growth strategy. Accordingly, the Company can expect him to continue helping the Amuse Group enhance its enterprise value.				
3	Tatsuro Hatanaka (November 3, 1957)	Oct. 1978	Joined the Company	166,820 shares
		June 1999	Executive Officer in charge of Artist Management Department, the Company	
		June 2001	Executive Director, the Company	
		Dec. 2004	Director and Vice President, the Company	
		June 2007	Representative Director and President, the Company	
		May 2014	President, Amuse Group USA, Inc. (present)	
		Nov. 2015	President, AMUSE FRANCE S.A.S. (present)	
		Apr. 2016	President, AmuseLantis Europe S.A.S. (present)	
		June 2017	Representative Director, President, the Company	
		Apr. 2019	Director, the Company (present)	
[Reasons for nomination as candidate for Director] Mr. Hatanaka joined the Company when it was established in 1978, and has knowledge and experience involving Administration Department and a wide-range of other Company operations. He has served as Representative Director and President from 2007 to March 2019, after having served the Company since 1999 successively as Executive Officer in charge of the Artist Management Department, Executive Director, and Director and Vice President. In recent years, he has spearheaded efforts to enhance our business performance of the Company, and is knowledgeable in that regard. The Company can expect him to continue making the most of his knowledge and abilities in helping the Amuse Group enhance its enterprise value.				

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company (Important concurrent positions)	Number of shares held in the Company
* 4	Masaki Nakanishi (November 9, 1973)	<p>Apr. 1998 Joined the Company</p> <p>May 2008 Representative Director and President, TAISHITA Label Music Co., Ltd. (present)</p> <p>Apr. 2012 General Manager of Artist Management Department 1, the Company</p> <p>Apr. 2016 Executive Producer in charge of Southern All Stars Project and Artist Management Department 1, General Manager of Southern All Stars Project, and General Manager of Artist Management Department 1, the Company</p> <p>July 2017 Executive Officer in charge of Southern All Stars Project and Artist Management Department 1, General Manager of Southern All Stars Project, and General Manager of Artist Management Department 1, the Company (present)</p>	1,688 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Nakanishi joined the Company in 1998, where he made use of his abilities by managing musical artists, such as Southern All Stars, and teams. Furthermore, he created a wide-ranging base for the Company's music business and has knowledge gained by combining the resources of the Amuse Group and external partners to the fullest extent and adapting to the new market environment with a wide range of artists. Accordingly the Company can expect him to continue making the most of his abilities and knowledge in flexibly responding to the drastically changing business environment and helping the Amuse Group enhance its enterprise value.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company (Important concurrent positions)	Number of shares held in the Company
* 5	Nobuhiro Chiba (January 30, 1973)	<p>Apr. 1995 Joined the Company</p> <p>July 2007 General Manager of Artist Management Department 5, the Company</p> <p>July 2008 Executive Officer in charge of Artist Management Department 5 and New Artists Development Department, and General Manager of Artist Management Department 5, the Company</p> <p>Apr. 2009 Executive Officer in charge of Artist Management Department 4, and General Manager of Artist Management Department 4, the Company</p> <p>Apr. 2012 Executive Officer in charge of Artist Management Department 7, and General Manager of Artist Management Department 7, the Company</p> <p>July 2013 Executive Officer in charge of Artist Management Department 9 and Artist Management Department 10, and General Manager of Artist Management Department 10, the Company</p> <p>Apr. 2016 Executive Officer in charge of Artist Management Department 6, Artist Management Department 7 and Theatrical Production Department, the Company</p> <p>June 2017 Managing Executive Officer, the Company (present)</p>	5,640 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Chiba joined the Company in 1995, where he made use of his abilities in the production of a variety of movies, plays, TV dramas, and concerts, while developing a proven track record in managing a wide range of artists such as musicians and actors. Furthermore, he promoted the diversity of the Company's business with his unique sense and abundant knowledge by fostering child and young artists and bringing out the various talents of each of them. Accordingly the Company can expect him to continue making the most of his abilities and knowledge in helping the Amuse Group enhance its enterprise value.</p>			

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company (Important concurrent positions)		Number of shares held in the Company
* 6	Hiroyuki Araki (September 15, 1970)	Apr. 1994	Joined the Company	800 shares
		July 2008	General Manager of Artist Management Department 3, the Company	
		Apr. 2009	General Manager of Artist Management Department 2, the Company	
		Apr. 2012	General Manager of Artist Management Department 5, the Company	
		July 2013	Executive Officer in charge of Artist Management Department 5 and Artist Management Department 6, and General Manager of Artist Management Department 5, the Company	
		Apr. 2016	Executive Officer in charge of Artist Management Department 1, Artist Management Department 2, Artist Management Department 3 and Sports Cultural Department, and General Manager of Artist Management Department 2, the Company	
		July 2017	Executive Officer in charge of Artists Management Department 2, Artist Management Department 3, Artist Management Department 4 and Sports Cultural Department, and General Manager of Artist Management Department 4, the Company (present)	
[Reasons for nomination as candidate for Director] Mr. Araki joined the Company in 1994, where he developed a proven track record in managing not only musicians and actors, but also TV personalities, cultural artists, and athletes, as well as in producing TV programs, and has a wide range of knowledge. Furthermore, he promoted the development of new areas, such as IP content development. Accordingly the Company can expect him to make the most of his abilities and knowledge in teaching and fostering young employees, as well as helping the Amuse Group enhance its enterprise value.				
7	Muneaki Masuda (January 20, 1951)	Sept. 1985	Founded Culture Convenience Club Co., Ltd., Representative Director and President	- shares
		June 2005	External Director, NIPPON SHUPPAN HANBAI INC. (present)	
		June 2008	Representative Director President and CEO, Culture Convenience Club Co., Ltd. (present)	
		June 2010	External Director, the Company (present)	
		June 2010	External Director, Multi-Package Distribution Co., Ltd. (present)	
		Mar. 2011	External Director, amana holdings, Inc. (currently amana Inc.) (present)	
		Apr. 2016	Representative Director, Chairman and CEO, TSUTAYA Co., Ltd. (present)	
		Apr. 2016	Representative Director, Chairman and CEO, Tpoint Japan Co., Ltd. (present)	
[Reasons for nomination as candidate for External Director] Mr. Masuda is conversant with entertainment business involving digital media and contents business and has abundant experience in both operations and management, in part given his background acting as manager of numerous companies. The Company can expect him to provide advice from various perspectives with respect to future growth strategy, and accordingly proposes his election as External Director.				

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company (Important concurrent positions)	Number of shares held in the Company
8	Takaharu Ando (August 31, 1949)	Apr. 1972 Joined National Police Agency Sept. 1994 Chief, Gunma Prefectural Police Headquarters Aug. 1999 Director of Public Security Department, Metropolitan Police Department Aug. 2004 Director-General, National Police Agency Aug. 2007 Deputy Commissioner General, National Police Agency June 2009 Commissioner General, National Police Agency Oct. 2011 Retired from National Police Agency May 2013 Outside Director, Nitori Holdings Co., Ltd. (present) June 2016 External Director, the Company (present) June 2017 Outside Director, Zensho Holdings Co., Ltd. (present) June 2018 External Director, TOBU RAILWAY CO., LTD. (present)	- shares
[Reasons for nomination as candidate for External Director] Mr. Ando has never in the past been involved in the management of a company. However, he has abundant experience and extensive insight, in part given his background acting as Commissioner General of National Police Agency as well as other important positions. The Company can expect him to provide appropriate supervision and advice as External Director for further enhancement of corporate governance, especially compliance of the Company, and accordingly proposes his election as External Director.			

- Notes:
1. New candidate for Director is indicated by an asterisk (*).
 2. The candidate for Director Mr. Yokichi Osato engages in business transactions with the Company, acting as a representative of LIVE VIEWING JAPAN Inc. The candidate for Director Mr. Tatsuro Hatanaka engages in business transactions with the Company, acting as a representative of AmuseLantis Europe S.A.S. The candidate for Director Mr. Muneaki Masuda concurrently serves as Representative Director President and CEO of Culture Convenience Club Co., Ltd. He has concluded a merchandise business contract, etc. with the Company and engages in business transactions with the Company.
No conflicts of interest exist between any of the other candidates and the Company.
 3. Mr. Muneaki Masuda and Mr. Takaharu Ando are the candidates for External Director.
 4. The respective term of office as External Director of the candidates for External Director Mr. Muneaki Masuda and Mr. Takaharu Ando will have been nine (9) years and three (3) years at the conclusion of this meeting.
 5. Under the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into liability limitation contracts with the candidates for External Director, Mr. Muneaki Masuda and Mr. Takaharu Ando. If their reelection is approved, the Company will continue the said contracts with them.
An outline of the liability limitation contract is as follows:
 - An External Director who neglects to perform his/her duties shall be liable to compensate the Company for damages to the extent of the minimum liability amount prescribed under Article 425, paragraph 1 of the Companies Act.
 - The above limitation of liability shall be limited to cases where the cause of such liability is not due to such External Director's intentional or grossly negligent acts in the performance of his/her duties.
 6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that the candidates for External Director Mr. Muneaki Masuda and Mr. Takaharu Ando have been appointed as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans for their appointment as independent officers to continue.