

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders.
In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

(Securities identification code: 4792)
June 5, 2019

To our shareholders:

Keisaku Masuda
President
YAMADA Consulting Group Co., Ltd.
Marunouchi Trust Tower N Building
Marunouchi 1-8-1, Chiyoda-ku, Tokyo

Notice of the 30th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 30th Ordinary General Meeting of Shareholders (the “Meeting”) of YAMADA Consulting Group Co., Ltd. (the “Company”). The meeting will be held as specified below.

If you are unable to attend the meeting, you may exercise your voting rights by one of the following methods. Please exercise your voting rights after reviewing the Reference Material for the General Meeting of Shareholders below.

[Exercising voting rights in writing]

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it to the Company **by 6:00 p.m. on Wednesday, June 19, 2019 (JST)**.

[Exercising voting rights via internet]

Please access the Company’s designated website for exercising voting rights (<https://evote.tr.mufg.jp/>) (Japanese only), and exercise your voting rights **by 6:00 p.m. on Wednesday, June 19, 2019 (JST)**.

Meeting Details

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1. **Date and time** 1:30 p.m. on Thursday, June 20, 2019
(Reception will start at 12:30 p.m.)
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2. **Venue** Marunouchi Trust Tower N Building 9th Floor Meeting Room
Marunouchi 1-8-1, Chiyoda-ku, Tokyo
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3. **Purposes**

- Items to Be Reported:**
1. Reports on business report, consolidated financial statements and the results of audit of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the 30th fiscal year (from April 1, 2018 to March 31, 2019).
 2. Report on non-consolidated financial statements for the 30th fiscal year (from April 1, 2018 to March 31, 2019).

Items to Be Resolved:

- Proposal 1: Election of five (5) Directors (excluding Directors who are members of the Audit & Supervisory Board)
- Proposal 2: Regarding the election of one (1) Director who is a member of the Audit & Supervisory Board
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4. **Exercising your voting rights**

The voting rights at the general meeting of shareholders are important rights for decision-making granted to shareholders. Please review the reference documents for the general meeting of shareholders and exercise your voting rights. You may exercise your voting rights by the following three methods.

By attending at the meeting

When attending the meeting in person, submit the enclosed Exercise of Voting Rights form to the receptionist.

Date and time: 1:30 p.m. on Thursday, June 20, 2019
(Reception will start at 12:30 p.m.)

By postal mail

Indicate in the enclosed Exercise of Voting Rights form approval/disapproval for the respective proposals, and send the completed form to the Company.

Deadline: Must arrive by 6:00 p.m. on Wednesday, June 19, 2019

Via Internet

Access the website for exercising voting rights (<https://www.evotetr.mufg.jp/>) and follow the instructions on the screen to enter approval/disapproval for the respective proposal.

Deadline: Must be received by 6:00 p.m. on Wednesday, June 19, 2019

If corrections are made to the Reference Material for the General Meeting of Shareholders, business reports, the non-consolidated financial statements or the consolidated financial statements, these changes will be posted on the Company's website (<https://www.yamada-cg.co.jp>). (Japanese only)

In addition, after the Meeting, we will hold a gathering with the shareholders at the same venue, so we invite you to continue to attend.

Reference Material for the General Meeting of Shareholders

Proposal 1: Election of Five (5) Directors (excluding Directors who are members of the Audit & Supervisory Board)

The terms of office of all five (5) directors (except for directors who are Audit & Supervisory Board members) will expire as of the conclusion of the Meeting.

Therefore, we ask for the election of five (5) directors (excluding directors who are Audit & Supervisory Board members), including one (1) outside director.

The Audit & Supervisory Board did not make note of any significant issues regarding this proposal.

Candidates for Director (excluding directors who are Audit & Supervisory Board members) are as follows:

No.	Name	Company position	
1	Junichiro Yamada	Founder and Chairman	Reappointment
2	Keisaku Masuda	President and Executive Officer	Reappointment
3	Tadao Asano	Director and General Manager of Administration Department	Reappointment
4	Makiko Fuse	Director	Reappointment
5	Yasuo Nishiguchi	Director	Reappointment Outside Independent

Reappointment: Reappointment candidate for Director

New director: New candidate for Director

Outside: Candidate for Outside Director

Independent: Independent Officer in accordance with rules stipulated by the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Junichiro Yamada (September 12, 1947)</p> <p>Number of years of service: 29 years</p> <p>[Reappointment]</p>	<p>Apr. 1981 Established the Office of Certified Public Accountant/Licensed Tax Accountant Junichiro Yamada (now Grant Thornton Yamada & Partners)</p> <p>Oct. 1983 Founder and Representative Director of M.A.C. Co., Ltd. (now Japan Management Advisory Company Co., Ltd.) (current position)</p> <p>Jul. 1986 Founder, Representative Director and Chairman of Yumakku Co., Ltd. (now YAMADA Consulting Group Co., Ltd.)</p> <p>Jul. 1989 Founder, President & Representative Director, CEO of the Company</p> <p>Sep. 1997 Founder and Chairman of the Company</p> <p>Nov. 1997 Founder, Chairman and Representative Director of TFP Venture Capital Co., Ltd. (now YAMADA Consulting Group Co., Ltd.)</p> <p>Mar. 2001 Chairman and Representative Director of Tokyo FP Insurance Partners Co., Ltd. (now YAMADA Financial Service Co., Ltd.) (current position)</p> <p>Apr. 2002 Founder and Managing Representative Partners of Grant Thornton Yamada & Partners</p> <p>Oct. 2002 Founder, Chairman and Representative Director of Tokyo Financial Planners Co., Ltd. (now YAMADA Consulting Group Co., Ltd.)</p> <p>Apr. 2007 Founder, Chairman and Representative Director of TFP Owner Management Research Institute (now YAMADA Consulting Group Co., Ltd.)</p> <p>Jul. 2008 Retired from Grant Thornton Yamada & Partners as Managing Representative Partner Honorary Chairman of Grant Thornton Yamada & Partners (current position)</p> <p>Apr. 2009 Founder, Chairman, and President of the Company</p> <p>Oct. 2016 Founder and Chairman of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Japan Management Advisory Company Co., Ltd., Representative Director Yamada Financial Services Co., Ltd.</p>	-

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Keisaku Masuda (August 28, 1961) Number of years of service: 17 [Reappointment]	<p>Aug. 1989 Joined Soma Keiji Judicial Scrivener's Office</p> <p>Nov. 1991 Joined the Office of Certified Public Accountant/Licensed Tax Accountant Junichiro Yamada (now Grant Thornton Yamada & Partners)</p> <p>Jul. 2000 Representative Director and President of TFP Management Consulting Co., Ltd. (now YAMADA Consulting Group Co., Ltd.)</p> <p>Jun. 2002 Director of the Company</p> <p>Jan. 2004 Representative Director and President of Tokyo FP Insurance Partners Co., Ltd. (now YAMADA Financial Service Co., Ltd.) (current position)</p> <p>Jun. 2007 Director and Vice President of the Company</p> <p>Jan. 2008 Founder, Representative Director and Chairman of Capital Solutions Co., Ltd. (current position)</p> <p>Apr. 2009 Representative Director and Vice President of the Company</p> <p>Oct. 2016 President of the Company</p> <p>Apr. 2018 President and Executive Officer of the Company (current position)</p> <p>May 2019 Director of Souzoku Anshin Support Co., Ltd. (current position)</p> <p>(Significant concurrent position outside the Company) Representative Director and President of YAMADA Financial Service Co., Ltd. Chairman and Representative Director of Capital Solutions Co., Ltd.</p>	163,200

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Tadao Asano (December 11, 1952) Number of years of service: 12 [Reappointment]	<p>Apr. 1975 Joined Fuji Bank (currently Mizuho Bank, Ltd.)</p> <p>Sep. 2005 Joined YAMADA Business Consulting Co., Ltd. (now YAMADA Consulting Group Co., Ltd.)</p> <p>Apr. 2006 Director of the Company</p> <p>Apr. 2007 Director of TFP Owner Management Research Institute (now YAMADA Consulting Group Co., Ltd.)</p> <p>Jun. 2007 Director of the Company.</p> <p>Jul. 2008 Representative Director and President of TFP Owner Management Research Institute (now YAMADA Consulting Group Co., Ltd.)</p> <p>Apr. 2009 Representative Director and Vice President of the Company.</p> <p>Jun. 2018 Director and General Manager of Administration Department of the Company (current position)</p> <p>(Significant concurrent position outside the Company)</p> <p>Not applicable</p>	41,800

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Makiko Fuse (February 3, 1955) Number of years of service: 29 [Reappointment]	<p>Apr. 1977 Joined Mitsubishi Heavy Industries, Ltd.</p> <p>May 1988 Joined the Office of Certified Public Accountant/Licensed Tax Accountant Junichiro Yamada (now Grant Thornton YAMADA & Partners)</p> <p>Jul. 1989 Director of the Company.</p> <p>Jun. 1999 Managing Director of the Company</p> <p>Oct. 2002 Managing Director of Tokyo Financial Planners Co., Ltd. (now YAMADA Consulting Group Co., Ltd.)</p> <p>Apr. 2007 Managing Director of TFP Owner Management Research Institute (now YAMADA Consulting Group Co., Ltd.)</p> <p>Jun. 2007 Director of the Company (current position)</p> <p>Jun. 2016 Outside Corporate Auditor of DSB Co., Ltd. (current position)</p> <p>Mar. 2017 Outside Director of Nissay Asset Management Corporation (current position)</p> <p>(Significant concurrent position outside the Company)</p> <p>Outside Corporate Auditor of DSB Co., Ltd.</p> <p>Outside Director of Nissay Asset Management Corporation</p>	146,300

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p>Yasuo Nishiguchi (October 9, 1943)</p> <p>Number of years of service: 3</p> <p>[Reappointment] [Outside] [Independent]</p>	<p>Mar. 1975 Joined Kyoto Ceramics Co., Ltd. (currently Kyocera Corporation)</p> <p>Jun. 1992 Senior Managing Director of Kyocera Corporation</p> <p>Jun. 1997 Vice President of Kyocera Corporation</p> <p>Jun. 1999 Representative Director and President of Kyocera Corporation</p> <p>Jun. 2005 Representative Director, Chairman and CEO of Kyocera Corporation</p> <p>Jul. 2007 Representative Director and President of HANDY Co., Ltd. (current position)</p> <p>Jun. 2014 Outside Director of Yushin Precision Equipment Co., Ltd. (current position)</p> <p>Mar. 2015 Chairman and CEO of Socionext Inc.,</p> <p>Jun. 2016 Outside Director of the Company (current position)</p> <p>Apr. 2018 Independent Director of Gyrfalcon Technology Inc. (current position)</p> <p>Jan. 2019 Representative Director, Chairman and CEO of Gyrfalcon Technology Japan, (current position)</p> <p>Jan. 2019 Outside Director of FLOSFIA INC., (current position)</p> <p>(Significant concurrent position outside the Company) Representative Director and President of HANDY Co., Ltd. Outside Director of Yushin Precision Equipment Co., Ltd. Independent Director of Gyrfalcon Technology Inc. Representative Director, Chairman and CEO, of Gyrfalcon Technology Japan Outside Director of FLOSFIA INC.</p>	7,000

Notes:

1. There are no special interests between each candidate and the Company.
2. Yasuo Nishiguchi is a candidate for Outside Director.
3. The Company has entered into a limited liability agreement with Yasuo Nishiguchi pursuant to Article 427 Paragraph 1 of the Companies Act, limiting the liability for damages under Article 423 Paragraph 1 of the Companies Act. The limited liability amount based on this agreement is the amount stipulated by the law. If Yasuo Nishiguchi is approved for reappointment, the agreement will be continued.
4. The reason why Yasuo Nishiguchi was nominated as an Outside Director candidate is that in the Company's judgement, he can provide suitable advice for the management of the Company based on the knowledge and experience cultivated over his entire management career as Chairman and Representative Director of the Kyocera Corporation and other important positions of executive responsibility.
5. Yasuo Nishiguchi is currently an Outside Director of the Company, and his term of office will be three (3) years at the conclusion of the Meeting
6. The Company has designated Yasuo Nishiguchi as an Independent Officer in accordance with the rules stipulated by the Tokyo Stock Exchange (TSE) and has notified the same to the TSE. If his reappointment is approved, he will continue to be an Independent Officer.

Proposal 2: Regarding the election of one (1) Director who is a member of the Audit & Supervisory Board

Masashi Nagaosa, Director who is a member of the Audit & Supervisory Board, will see his term of office expire at the end of the Meeting.

Therefore, we ask for the election of one (1) Director who is a member of the Audit & Supervisory Board.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Director who is a member of the Audit & Supervisory Board is as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masashi Nagaosa (September 21, 1956) Number of years of service: 1 [Reappointment] [Outside] [Independent]	<p>Apr. 1979 Entered the former Japan Ministry of Finance (now Ministry of Finance)</p> <p>Jul. 2005 Director of Coordination Division, Tax Bureau, MOF</p> <p>Jul. 2007 Deputy Director-General of International Affairs, MOF</p> <p>Apr. 2012 Director General for Secretariat's Policy Matters, National Personnel Authority</p> <p>Apr. 2014 Secretary-General of National Personnel Authority</p> <p>Jun. 2017 Retired from National Personnel Authority</p> <p>Oct. 2017 Adviser of Grant Thornton Yamada & Partners (current position)</p> <p>Oct. 2017 Adviser of Yusei Audit Corporation (now Grant Thornton Taiyo LLC) (current position)</p> <p>Oct. 2017 Representative Director of Yamada Institute of Economic and Management Research (current position)</p> <p>Jan. 2018 Director (Audit & Supervisory Board member) of the Company (current position)</p> <p>May 2018 Part-time Executive Director of Japan Center for Examination Research (current position)</p> <p>(Significant concurrent position outside the Company)</p> <p>Not applicable</p>	-

Notes:

1. There is no special interests between Masashi Nagaosa and the Company.
2. Masashi Nagaosa is a candidate for Outside Director.
3. The Company has entered into a limited liability agreement with Nagaosa pursuant to Article 427 Paragraph 1 of the Companies Act, limiting the liability for damages under Article 423 Paragraph 1 of the Companies Act. The limited liability amount based on this agreement is the amount stipulated by the law. If Nagaosa's reappointment is approved, the agreement with him will continue.
4. The reason why Masashi Nagaosa was nominated as an Outside Director candidate is that he has not been directly involved in company management in the past, but has abundant experience and broad insights gained through his career in important positions at Japan's Ministry of Finance and the National Personnel Agency. As a result, we have determined that he will be able to fulfill his duties as an Outside Director who is a member of the Company's Audit and Supervisory Board.
5. Masashi Nagaosa is currently an Outside Director who is a member of the Audit and Supervisory Board of the Company, and his term of office will be one (1) year and five (5) months at the conclusion of the Meeting.
6. The Company has designated Masashi Nagaosa as an Independent Officer in accordance with the rules stipulated by the Tokyo Stock Exchange (TSE) and has notified the same to the TSE. If his reappointment is approved, he will continue to be an Independent Officer.