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Securities Code: 6905

July 12, 2019

To Our Shareholders:

Masato Tanikawa
President and Representative Director
COSEL CO., LTD.
1-6-43 Kamiakae-machi, Toyama City,
Toyama

Notice of the 50th Annual General Meeting of Shareholders

You are cordially invited to attend the 50th Annual General Meeting of Shareholders of COSEL CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights by mail. Please examine the attached Reference Documents for General Meeting of Shareholders and return the enclosed voting card indicating your vote of approval or disapproval of the proposal no later than 5:15 p.m. on Thursday, August 8, 2019 (JST).

1. **Date and Time:** Friday, August 9, 2019, at 10:00 a.m.
2. **Venue:** 3F “Tenpyo-no-ma”, Toyama Dai-ichi Hotel
10-10 Sakuragi-cho, Toyama City, Toyama

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and Consolidated Financial Statements for the 50th Fiscal Year (from May 21, 2018 to May 20, 2019), as well as the audit reports of the Financial Auditors and the Audit & Supervisory Board for Consolidated Financial Statements
2. Financial Statements for the 50th Fiscal Year (from May 21, 2018 to May 20, 2019)

Matters to be resolved

Proposal No. 1 Election of Nine (9) Directors

Proposal No. 2 Election of Three (3) Audit & Supervisory Board Members

4. Matter prescribed for convocation

If you diversely exercise your voting rights, you are requested to notify the Company in writing of your intention to do so and state the reason for this no later than three (3) days before the date of the Meeting.

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- ◎ When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception.
 - ◎ If any changes are made to the Reference Documents for General Meeting of Shareholders, such changes will be posted on the Company’s website (<https://www.cosel.co.jp/>).

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes to elect nine (9) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Position outside the Company)		Number of the Company's shares held
1	Masato Tanikawa (August 8, 1956)	Mar. 1979	Joined the Company	78,113 shares
		Jul. 1998	General Manager, Application Design Department	
		Aug. 2003	Director (incumbent)	
		Jun. 2004	General Manager, Quality Management Department	
		May 2008	Supervisor of Production, Materials and Information Systems	
		Jun. 2008	Managing Director and Supervisor of Production and Materials	
		Aug. 2013	Managing Director and Supervisor of Sales, Production and Materials	
		Nov. 2013	President and Representative Director (incumbent)	
		(Significant Concurrent Position outside the Company) • Chairman, Toyama Prefectural Machinery and Electronic Industries Association		
Reasons for nomination as candidate for Director Mr. Masato Tanikawa appropriately supervises the management of the Company as President and Representative Director. He appropriately manages the Board of Directors as a chair, enhancing the decision-making function of the Board based on reports from executive directors concerning important business matters. He also leads the management of the Company and strives to pursue sustainable growth and increase of corporate value through the dissemination and practice of its corporate philosophy within the Group. Taking into account the above facts, the Company determines that he is suitable for the leader of the Company to realize its medium- and long-term vision; therefore, the Company appoints him as a candidate for Director for re-election.				

78,113 shares

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Position outside the Company)		Number of the Company's shares held
2	Morio Saito (July 14, 1959)	Mar. 1982 Joined the Company Feb. 2003 General Manager, On-Board Production Department May 2006 General Manager, Eastern Japan Sales Department Aug. 2008 General Manager, Unit Production Department Aug. 2011 Project Leader, Wuxi Cosel Development Project Dec. 2011 Legal Representative, Wuxi Cosel Electronics Co., Ltd. (incumbent) Aug. 2013 Director (incumbent) Aug. 2013 In charge of Global Procurement and Production May 2014 In charge of Middle-range Global Power Supply Aug. 2015 In charge of Production in China Aug. 2016 Supervisor of Production Aug. 2017 Managing Director and Supervisor of Production (incumbent)		26,948 shares
Reasons for nomination as candidate for Director Mr. Morio Saito has broad experience in the areas of Production including innovative activities as well as Sales. He also appropriately supervises the management of the Company from global perspectives as the Supervisor of Production and leader of production projects in China, thereby enhancing the decision-making function of the Board of Directors based on such experience and insight. Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.				
3	Yukichi Konishi (February 3, 1958)	Jul. 2011 Joined the Company Jul. 2011 General Manager, General Affairs Department Aug. 2013 Director (incumbent) Aug. 2013 In charge of General Affairs and Accounting and General Manager, Administration Department May 2015 In charge of General Affairs and Accounting and General Manager, Accounting Department Aug. 2015 In charge of General Affairs, Accounting and Subsidiary in Vietnam, and General Manager, Accounting Department Aug. 2017 Managing Director, in charge of General Affairs and Accounting, and General Manager, Accounting Department May 2019 Managing Director, in charge of General Affairs and Accounting (incumbent)		8,223 shares
Reasons for nomination as candidate for Director Mr. Yukichi Konishi appropriately supervises the management of the Company focusing on legal compliance and financial matters as Director in charge of General Affairs and Accounting based on his experience of working in financial institutions. At the Board of Directors, he reports on financial results status and provides sufficient and appropriate opinions on important business matters, thereby enhancing the decision-making function of the Board. Taking into account the above facts, the Company determines that he is capable of contributing to the promotion of effective corporate governance; therefore, the Company appoints him as a candidate for Director for re-election.				

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Position outside the Company)	Number of the Company's shares held
4	Takashi Yamakage (February 8, 1958)	<p>Mar. 1980 Joined the Company</p> <p>Jun. 1993 General Manager, On-Board Department</p> <p>May 1995 President, COSEL USA INC.</p> <p>May 2004 General Manager, International Sales Department</p> <p>Aug. 2005 Director (incumbent)</p> <p>Aug. 2010 Supervisor of Sales</p> <p>Aug. 2011 Supervisor of Development Management</p> <p>Aug. 2013 In charge of Quality Management</p> <p>Dec. 2013 In charge of Quality Management and Information Systems</p> <p>May 2014 In charge of Quality Management and Information Systems and General Manager, Information Systems Department</p> <p>Aug. 2016 In charge of Materials and Information Systems and General Manager, Information Systems Department</p> <p>Aug. 2017 In charge of Materials and Information Systems and in charge of Subsidiary in Vietnam (incumbent)</p>	93,259 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Takashi Yamakage appropriately supervises the management of the Company as Director in charge of Materials and Information Systems operations. At the Board of Directors, he provides sufficient and appropriate explanations on matters regarding profit-generating activities, thereby enhancing the decision-making function of the Board. Also, while working to engage in effective dialogue with suppliers and build trust with them to improve procurement capabilities, he promotes the use of IT to improve productivity at a company-wide level.</p> <p>Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Position outside the Company)	Number of the Company's shares held
5	Satoshi Kiyosawa (September 28, 1960)	<p>Apr. 1983 Joined the Company</p> <p>May 2002 General Manager, General Affairs Department</p> <p>Aug. 2010 General Manager, Eastern Japan Sales Department</p> <p>Aug. 2011 Director (incumbent)</p> <p>Aug. 2011 Supervisor of Domestic Sales and General Manager, Domestic Sales Department</p> <p>Dec. 2012 Supervisor of Sales</p> <p>Aug. 2013 In charge of Personnel and Labor and General Manager, Human Resources Development Department</p> <p>Nov. 2013 Supervisor of Sales, in charge of Personnel and Labor, and General Manager, Human Resources Development Department</p> <p>May 2014 Supervisor of Sales and in charge of Personnel and Labor</p> <p>Aug. 2016 In charge of Quality Management and Quality Assurance System Innovation and in charge of Personnel and Labor (incumbent)</p>	22,759 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Satoshi Kiyosawa appropriately supervises the management of the Company by using his wide-ranging experience and past performance in personnel and human resources development amid a company-wide effort to promote total quality management (TQM), which is a pillar of management, from a perspective of strengthening the structures formed by links between individuals and the organization, and between organizations. He also strives to improve the quality of decision-making on the overall business operations as well as the effectiveness of governance systems of the entire Group by focusing on dialogue with on-site employees while providing advice on human resources development initiatives such as small-group activities at a company-wide level and career support activities.</p> <p>Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.</p>			

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Position outside the Company)		Number of the Company's shares held
6	Isao Yasuda (January 11, 1963)	Apr. 1985	Joined the Company	19,611 shares
		May 2007	General Manager, Application Standard Design Department	
		May 2013	General Manager in charge of Intelligent Power System Business Promotion	
		Aug. 2013	Director (incumbent)	
		Aug. 2013	Supervisor of Development	
		Dec. 2013	Supervisor of Development and General Manager, On-Board Standard Design Department	
		May 2015	Supervisor of Development	
		Aug. 2016	Supervisor of Sales and in charge of Sales and International R&D	
		May 2018	Supervisor of Sales (incumbent)	
		Reasons for nomination as candidate for Director Mr. Isao Yasuda appropriately supervises the management of the Company as the Supervisor of Sales and Director in charge of Sales. At the Board of Directors, he provides appropriate explanations on matters regarding progress and results on management plans in light of market and customer trends, thereby enhancing the decision-making function of the Board in corporate management. Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.		
7	Tatsuya Mano (September 7, 1969)	Mar. 1995	Joined the Company	3,484 shares
		May 2011	General Manager, New-market Standard Design Department	
		May 2013	General Manager, R&D Department	
		Dec. 2013	General Manager, Intelligent Power System Design Department	
		Aug. 2016	Director (incumbent)	
		Aug. 2016	Supervisor of R&D, in charge of New Business Promotion, and General Manager, Intelligent Power System Design Department	
		Nov. 2018	Supervisor of R&D and in charge of New Business Promotion (incumbent)	
		Reasons for nomination as candidate for Director Mr. Tatsuya Mano has advanced technological expertise and knowledge as the Supervisor of R&D and Director in charge of New Business Promotion, and he advances product development based on customer needs, appropriately taking into consideration dialogue with customers and market trends. Also, he strives for sustainable increases in corporate value by stimulating inter-personal exchanges through professional connections and conducting planning and examination that leads to new business in the fields in which the Company's current technologies can be practically applied and by promoting development activities in Wuxi, China, with the goal of overseas sales expansion. Taking into account the above facts, the Company determines that he is suitable for achieving sustainable growth and enhanced corporate value; therefore, the Company appoints him as a candidate for Director for re-election.		

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Position outside the Company)		Number of the Company’s shares held
8	Yasuro Uchida (May 2, 1966)	Apr. 1998	Full-time Lecturer, Faculty of Economics, University of Toyama	-
		Apr. 2000	Assistant Professor, Faculty of Economics, University of Toyama	
		Apr. 2007	Associate Professor, Faculty of Economics, University of Toyama	
		Apr. 2008	Professor, Faculty of Economics, University of Toyama	
		Oct. 2010	Director, Japan Academy of International Business Studies (incumbent)	
		Apr. 2013	Head, Faculty of Economics, Department of Business Administration, University of Toyama	
		Aug. 2014	Director, Transcultural Management Society (incumbent)	
		Apr. 2015	Deputy Dean, Faculty of Economics, University of Toyama	
		Jul. 2015	Director, Academy of Multinational Enterprises (incumbent)	
		Aug. 2015	Outside Director, the Company (incumbent)	
		Apr. 2018	Professor, Graduate School of Business, University of Hyogo Professor Emeritus, University of Toyama (incumbent)	
		(Significant Concurrent Positions outside the Company) • Professor, Graduate School of Business, University of Hyogo • Professor Emeritus, University of Toyama • Director, Japan Academy of International Business Studies • Director, Transcultural Management Society • Director, Academy of Multinational Enterprises		
Reasons for nomination as candidate for Outside Director Mr. Yasuro Uchida has never been involved in the management of a company. However, he supervises and provides appropriate advice for the management of the Company based on his professional knowledge and experience as a university professor gained from his research activities on business management strategies (global competition strategies) as well as practical business instructions through the case study of other companies. Taking into account the above facts, the Company desires that he supervises the management of the Company for continually enhancing its corporate value; therefore, the Company appoints him as a candidate for Outside Director for re-election.				
Note: Mr. Yasuro Uchida is Professor Emeritus of University of Toyama. The Company provides donations to the university, and has paid 100,000 yen as donation in the fiscal year ended May 20, 2019. The amount is less than 1% of the consolidated net sales of the Company. Therefore, Mr. Uchida still maintains his independence and has no relationship of special interest in the Company.				

Reasons for nomination as candidate for Outside Director

Mr. Yasuro Uchida has never been involved in the management of a company. However, he supervises and provides appropriate advice for the management of the Company based on his professional knowledge and experience as a university professor gained from his research activities on business management strategies (global competition strategies) as well as practical business instructions through the case study of other companies.

Taking into account the above facts, the Company desires that he supervises the management of the Company for continually enhancing its corporate value; therefore, the Company appoints him as a candidate for Outside Director for re-election.

Note: Mr. Yasuro Uchida is Professor Emeritus of University of Toyama. The Company provides donations to the university, and has paid 100,000 yen as donation in the fiscal year ended May 20, 2019. The amount is less than 1% of the consolidated net sales of the Company. Therefore, Mr. Uchida still maintains his independence and has no relationship of special interest in the Company.

No.	Name (Date of birth)	Career Summary, Position and Responsibility in the Company (Significant Concurrent Position outside the Company)	Number of the Company's shares held
9	Akio Misuta (October 6, 1954)	<p>Apr. 1977 Joined Pokka Lemon Co., Ltd.</p> <p>May 1981 Joined Tombow Beverage Co. Ltd.</p> <p>Jun. 1987 Director and Senior Managing Officer, Tombow Beverage Co. Ltd.</p> <p>Jun. 1998 President and CEO, Tombow Beverage Co. Ltd. (incumbent)</p> <p>Aug. 2017 Outside Director, the Company (incumbent)</p> <p>(Significant Concurrent Positions outside the Company)</p> <ul style="list-style-type: none"> • President and CEO, Tombow Beverage Co. Ltd. • Chairman, Hokuriku Soft Drink Industry Cooperative Association • Vice-Chairman, The Toyama Chamber of Commerce and Industry • Executive Secretary, Toyama Association of Corporate Executives • Chairman, Toyama Food Hygiene Association 	-
<p>Reasons for nomination as candidate for Outside Director</p> <p>Mr. Akio Misuta has expert knowledge of management from his many years of involvement in management in the senior management of a long-established soft drink manufacturer. In an environment dominated by overseas companies and major domestic players, he leveraged proprietary technologies and expertise to promote product development and continues to achieve steady growth.</p> <p>Taking into account the above facts, the Company desires that he supervises the management of the Company for continually enhancing its corporate value; therefore, the Company appoints him as a candidate for Outside Director for re-election.</p>			

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. The number of the Company's shares held by each candidate is the number of shares held as of the end of the fiscal year under review (May 20, 2019) including the number of shares held by each candidate under the name of the COSEL Directors' and Officers' Shareholding Association.
3. Both Yasuro Uchida and Akio Misuta are candidates for Outside Director.
4. Yasuro Uchida and Akio Misuta are currently serving as Outside Directors of the Company, and at the conclusion of this meeting, their tenure will have been four years for Yasuro Uchida and two years for Akio Misuta.
5. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Yasuro Uchida and Akio Misuta to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act, and if the reelection of Yasuro Uchida and Akio Misuta is approved, the Company plans to renew the aforementioned agreement with them.
6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Yasuro Uchida and Akio Misuta have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Yasuro Uchida and Akio Misuta is approved, the Company plans to maintain their positions as independent officers.

Proposal No. 2 Election of Three (3) Audit & Supervisory Board Members

The terms of office of all three (3) Audit & Supervisory Board Members will expire at the conclusion of this meeting.

Therefore, the Company proposes to elect three (3) Audit & Supervisory Board Members.

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

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career Summary and Position in the Company (Significant Concurrent Position outside the Company)		Number of the Company's shares held
1	Mitsuhiko Tanino (November 27, 1955)	Jul. 1996	Joined the Company	7,847 shares
		May 2002	General Manager, Accounting Department	
		Aug. 2007	Director and Supervisor of General Affairs and Accounting, and General Manager, Accounting Department	
		Aug. 2010	Director and General Manager, Administration Department	
		Aug. 2013	Part-time Counselor Joined Kaneda Accounting Office (incumbent)	
		Aug. 2016	Part-time General Manager, Audit Office, the Company	
		Aug. 2018	Full-time Audit & Supervisory Board Member (incumbent)	
		Reasons for nomination as candidate for Audit & Supervisory Board Member Mr. Mitsuhiko Tanino has held various important positions over the years, including being a Director of the Company, and has extensive experience and insight mainly related to finance and accounting. Also, the fact that he is familiar with actual internal control systems qualifies him to be an Audit & Supervisory Board Member. Therefore, the Company appoints him as a candidate for Audit & Supervisory Board Member.		
2	Yasuhiro Saeki (October 13, 1947)	Apr. 1978	Established Saeki Law Firm (incumbent)	3,350 shares
		Jun. 2003	Outside Audit & Supervisory Board Member, KOKANDO Co., Ltd. (incumbent)	
		Aug. 2003	Outside Audit & Supervisory Board Member, the Company (incumbent)	
		(Significant Concurrent Positions outside the Company) <ul style="list-style-type: none">• President, Saeki Law Firm• Outside Audit & Supervisory Board Member, KOKANDO Co., Ltd.		
Reasons for nomination as candidate for Outside Audit & Supervisory Board Member Mr. Yasuhiro Saeki has expert insight and knowledge relating to management as an attorney, and so that this insight and knowledge can be reflected in the auditing of the Company, the Company appoints him as a candidate for Outside Audit & Supervisory Board Member. Although he has never been involved in the management of a company except as an Outside Audit & Supervisory Board Member, the Company judges that he is capable of appropriately fulfilling his duties as an Outside Audit & Supervisory Board Member for the reasons cited above.				

No.	Name (Date of birth)	Career Summary and Position in the Company (Significant Concurrent Position outside the Company)	Number of the Company's shares held
3	Shinichiro Inushima (March 20, 1940)	<p>Apr. 1963 Joined The Hokuriku Bank, Ltd.</p> <p>Jun. 1996 Senior Managing Director, The Hokuriku Bank, Ltd.</p> <p>Jun. 1998 President and Director, The Hokuriku Bank, Ltd.</p> <p>Jul. 1998 Chairman, Toyama Prefecture Bankers Association</p> <p>Jun. 2002 Special Advisor, The Hokuriku Bank, Ltd.</p> <p>Jun. 2003 Associate Director, The Hokuriku Bank, Ltd.</p> <p>Aug. 2008 Outside Audit & Supervisory Board Member, the Company (incumbent)</p> <p>Jun. 2015 Outside Director, Tonami Holdings Co., Ltd. (incumbent)</p> <p>(Significant Concurrent Position outside the Company)</p> <ul style="list-style-type: none"> • Outside Director, Tonami Holdings Co., Ltd. 	-
<p>Reasons for nomination as candidate for Outside Audit & Supervisory Board Member</p> <p>Mr. Shinichiro Inushima has extensive knowledge and experience related to management, notably through his experience as President and Director of The Hokuriku Bank, Ltd. The Company expects him to leverage his abundant experience and knowledge as a corporate manager and conduct auditing from an objective standpoint. Therefore, the Company appoints him as a candidate for Outside Audit & Supervisory Board Member.</p>			

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. The number of the Company's shares held by each candidate is the number of shares held as of the end of the fiscal year under review (May 20, 2019) including the number of shares held by each candidate under the name of the COSEL Directors' and Officers' Shareholding Association.
3. Both Yasuhiro Saeki and Shinichiro Inushima are candidates for Outside Audit & Supervisory Board Member.
4. Yasuhiro Saeki and Shinichiro Inushima are currently serving as Outside Audit & Supervisory Board Members of the Company, and at the conclusion of this meeting, their tenure will have been 16 years for Yasuhiro Saeki and 11 years for Shinichiro Inushima.
5. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Yasuhiro Saeki and Shinichiro Inushima to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act, and if the reelection of Yasuhiro Saeki and Shinichiro Inushima is approved, the Company plans to renew the aforementioned agreement with them.
6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Yasuhiro Saeki has been designated as an independent officer as provided for by the aforementioned exchange. If the reelection of Yasuhiro Saeki is approved, the Company plans to maintain his position as an independent officer.