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(Stock Exchange Code 8059)  
June 3, 2019

**To Shareholders with Voting Rights:**

Ichiro Uno  
President and CEO  
DAIICHI JITSUGYO CO., LTD.  
4-6 Kandasurugadai, Chiyoda-ku, Tokyo

**NOTICE OF  
THE 96th 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 96th Annual General Meeting of Shareholders of DAIICHI JITSUGYO CO., LTD. (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 or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by either of the following methods:

<Exercising voting rights via mail (in writing)>

Please indicate your vote for or against the proposals on the enclosed voting rights exercise form and return it so that it is received by 5:00 p.m. on Monday, June 24, 2019.

<Exercising voting rights via the Internet>

Please access the website for exercising voting rights (<https://www.tosyodai54.net>), input the “code for exercising voting rights” and “password” displayed on the enclosed voting rights exercise form, and follow the instructions on the screen to enter your vote for or against the proposals by 5:00 p.m. on Monday, June 24, 2019.

< Decisions Concerning Convocation >

- (1) When voting rights are exercised both in writing and via the electromagnetic method, the vote received via the electromagnetic method will be deemed valid.
- (2) When voting rights are exercised via the electromagnetic method more than once, the last vote will be deemed valid.

**1. Date and Time:** Tuesday, June 25, 2019 at 10:00 a.m. Japan time

**2. Place:** 4-6 Kandasurugadai, Chiyoda-ku, Tokyo (1F, Ochanomizu sola city)  
Room C, sola city Conference Center  
(Please see the map to the venue at the end of this document (Japanese only).)

**3. Meeting Agenda:**

- (1) Matters to be reported:**
1. The Business Report and Non-consolidated Financial Statements for the Company’s 96th Fiscal Year (April 1, 2018 - March 31, 2019)
  2. The Consolidated Financial Statements for the Company’s 96th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

**(2) Proposals to be resolved:**

- |                    |   |
|--------------------|---|
| <b>Proposal 1:</b> | Distribution of Surplus                             |
| <b>Proposal 2:</b> | Partial Amendments to the Articles of Incorporation |
| <b>Proposal 3:</b> | Election of Seven (7) Directors                     |
| <b>Proposal 4:</b> | Payment of Bonuses to Directors                     |

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - If you are unable to attend the meeting, you may designate one other shareholder with voting rights as your proxy to attend the General Meeting of Shareholders. However, please note that it will be necessary to submit documentation proving power of attorney.
  - Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.djk.co.jp/>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Distribution of Surplus

The Company positions the return of profits to shareholders one of its significant management policies and its basic principle is to implement appropriate dividends corresponding to business results.

Regarding year-end dividends for the current fiscal year, the Company proposes the following in comprehensive consideration of factors such as business results for the current fiscal year, future business development and continuance of stable dividend payment.

Matters concerning year-end dividends

- (1) Matters concerning allocation of dividend property to shareholders and its total amount  
 50 yen per common share                      Total of 532,762,300 yen  
 Therefore, the annual dividend will be 110 yen per share, including the interim dividend of 60 yen per share.
- (2) Effective date of dividends of surplus  
 June 26, 2019

### Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendment

To clarify the purpose of business to match the current status of the Company's operations, and to respond to the future business development and business diversification, it is proposed that business purposes be added to Article 2 (Purpose) of the Articles of Incorporation of the Company.

2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current	Proposed amendment
Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses:  1.- 6.                      (Omitted)  (Newly established)	Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses:  1.- 6.                      (Unchanged)  <u>7. Investigation and research work related to information systems; design, development, sales, export and rental of software and hardware; consulting service; operation, management and maintenance service of information systems; and education and training service related to information systems;</u>
<del>7.-19.</del> (Omitted)	<u>8. – 20.</u> (Unchanged)

**Proposal 3:** Election of Seven (7) Directors

The terms of office of all current eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors, including two (2) Outside Directors.

The candidates for Directors are as follows:

## &lt;Reference&gt; List of candidates

No.	Name	Current position	Term of office	Attendance at Board of Directors meetings
1	Ichiro Uno (59 years old) <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	President & CEO	3 years	14 times / 14 times
2	Itaru Kage (63 years old) <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Senior Managing Director & CFO	2 years	14 times / 14 times
3	Shigeki Terakawa (61 years old) <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Managing Director	6 years	14 times / 14 times
4	Ryuichi Ninomiya (58 years old) <span style="border: 1px solid black; padding: 2px;">New candidate</span>	Executive Officer	-	-
5	Masatoshi Ueno (56 years old) <span style="border: 1px solid black; padding: 2px;">New candidate</span>	Executive Officer	-	-
6	Yoshikazu Sakamoto (62 years old) <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director	4 years	14 times / 14 times
7	Yukie Tanaka (49 years old) <span style="border: 1px solid black; padding: 2px;">Reappointment</span> <span style="border: 1px solid black; padding: 2px;">Outside</span> <span style="border: 1px solid black; padding: 2px;">Independent</span>	Director	3 years	14 times / 14 times

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Ichiro Uno (November 12, 1959)	<p>April 1982      Joined the Company</p> <p>October 2003    General Manager, Plant &amp; Engineering Dept., Osaka 1st Sales Div.</p> <p>April 2007      Deputy General Manager, Osaka Plant Machinery Business Div.</p> <p>April 2013      Executive Officer, General Manager, Osaka Business Div. and Branch Manager of Osaka Branch</p> <p>April 2014      Executive Officer, President of DAIICHI JITSUGYO (AMERICA), INC.</p> <p>April 2016      Executive Officer</p> <p>June 2016      Managing Director</p> <p>April 2017      President &amp; CEO (to present)</p> <p>(In charge of Internal Audit Div. and associated companies)</p>	4,900
2	Itaru Kage (April 14, 1956)	<p>April 1982      Joined the Company</p> <p>April 2006      General Manager, Internal Control Dept., Internal Audit Div.</p> <p>April 2010      General Manager, Finance Dept., Administration Div.</p> <p>April 2012      Deputy General Manager, Administration Div.</p> <p>April 2013      Executive Officer, General Manager, Administration Div.</p> <p>April 2015      Executive Officer, General Manager, Accounting Div.</p> <p>April 2016      Managing Executive Officer, General Manager, Accounting Div.</p> <p>June 2017      Managing Director, Managing Executive Officer, General Manager, Accounting Div.</p> <p>April 2019      Senior Managing Director &amp; CFO (to present)</p> <p>(In charge of Corporate Planning &amp; Strategy Div. and Administration Div.)</p>	4,200
3	Shigeki Terakawa (July 17, 1957)	<p>April 1980      Joined the Company</p> <p>April 2005      General Manager, Industrial Machinery System Dept., Osaka 1st Sales Div.</p> <p>April 2007      General Manager, Industrial Machinery System Dept., Osaka Plant Machinery Business Div.</p> <p>April 2009      General Manager, Industrial Machinery System Dept., Osaka Business Div.</p> <p>April 2010      Deputy General Manager, Osaka Business Div.</p> <p>April 2011      Executive Officer, General Manager, Osaka Business Div. and Branch Manager of Osaka Branch</p> <p>April 2013      Executive Officer, General Manager in charge of Osaka Business Div.</p> <p>June 2013      Managing Director</p> <p>April 2014      Managing Director, Managing Executive Officer, General Manager, Osaka Business Div. and General Branch Manager of Osaka Branch, and General Manager, Pharmaceuticals Business Div.</p> <p>April 2015      Managing Director, President of Nagoya Branch</p> <p>April 2017      Managing Director, President of Osaka Branch and Nagoya Branch</p> <p>April 2019      Managing Director, President of Osaka Branch (to present)</p> <p>(In charge of Plant &amp; Energy Business Div., Pharmaceuticals Business Div., Hiroshima Branch and Fukuoka Branch)</p> <p>(Significant concurrent positions)</p> <p>Representative Director, Senior Managing Director, Daiichi Jitsugyo Viswill Co., Ltd.</p>	6,400

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	*Ryuichi Ninomiya (October 10, 1961)	<p>April 1984      Joined the Company</p> <p>April 2005      General Manager, 1st Electronic Precision Machinery Dept., Nagoya Sales Div.</p> <p>April 2007      General Manager, 1st Precision Machinery Implementation Dept., Nagoya Business Div.</p> <p>April 2009      Deputy General Manager, Nagoya Business Div.</p> <p>April 2011      Executive Officer, General Manager, Nagoya Business Div. and Branch Manager of Nagoya Branch</p> <p>April 2015      Executive Officer of the Company, President and Director of DAIICHI JITSUGYO ASIA PTE. LTD.</p> <p>April 2019      Executive Officer, President of Nagoya Branch (to present)</p> <p>(In charge of Industrial Machinery Business Div., Automotive Business Div., Tohoku Branch and DAIICHI JITSUGYO ASIA. LTD.)</p>	3,400
5	*Masatoshi Ueno (September 23, 1962)	<p>April 1985      Joined the Company</p> <p>April 2003      General Manager, 1st Electronic Precision Fine Device Dept., Precision Machinery Sales Div.</p> <p>April 2005      General Manager, Electronic Precision IC Dept., Precision Machinery International Sales Div.</p> <p>April 2007      General Manager, Sales Planning Dept., PFSC Supervisory Business Div.</p> <p>October 2008    Deputy General Manager, PFSC Supervisory Business Div.</p> <p>April 2009      Deputy General Manager, Electronics Business Div.</p> <p>April 2013      Executive Officer, General Manager, Electronics Business Div.</p> <p>April 2019      Executive Officer (to present)</p> <p>(In charge of Aviation Business Div., Electronics Business Div., Seoul Branch, DAIICHI JITSUGYO (AMERICA), INC. and DJK EUROPE GMBH, and assistant manager in charge of Automotive Business Div.)</p>	4,100
6	Yoshikazu Sakamoto (June 10, 1956)	<p>April 1975      Joined Tokyo Regional Taxation Bureau</p> <p>July 2010      Ishida Tax and Accounting Office</p> <p>September 2010 Registered as a tax accountant Yoshikazu Sakamoto Tax Accountant Office (to present)</p> <p>June 2015      Director of the Company (to present)</p>	0
7	Yukie Tanaka (March 18, 1970)	<p>April 1992      Joined NOMURA Co., Ltd</p> <p>December 1998 Established Dual, Inc.</p> <p>May 2000      Has been engaged in news gathering, writing and editing services for specialized magazines as a writer since resigning from Dual, Inc. (to present)</p> <p>June 2016      Director of the Company (to present)</p>	0

(Notes) 1. There are no special interests between each candidate and the Company.

2. Special matters regarding Outside Directors:

(1) Mr. Yoshikazu Sakamoto and Ms. Yukie Tanaka are candidates for Outside Directors.

(2) Mr. Yoshikazu Sakamoto has acquired extensive knowledge of financial, monetary and tax affairs, etc., through many years of service at the National Tax Agency. The Company believes that he is qualified as an outside director in terms of character and insight, and thus nominated him as a candidate for Outside Director in order for him to oversee the management of the Company. Although he has not been involved in corporate management, based on the above reasons, the Company has judged that he will be able to appropriately execute his duties as Outside Director.

(3) The Company believes that Ms. Yukie Tanaka, as the first female officer at the Company, can properly provide advice and oversight for the enhancement of IR and PR activities, based on her experience as a working woman, from an objective point of view for what the Company should be during the changes of business environment resulting from labor environment and diversity, and appropriately execute her duties as Outside Director. Thus, the Company nominated her as a candidate for Outside Director. Although she has not been involved in corporate management, based on the above reasons, the Company has judged that she

will be able to appropriately execute her duties as Outside Director.

- (4) Mr. Yoshikazu Sakamoto and Ms. Yukie Tanaka currently serve as Outside Directors of the Company. The terms of office of Mr. Yoshikazu Sakamoto and Ms. Yukie Tanaka as Outside Directors will be four years and three years, respectively, at the conclusion of this General Meeting of Shareholders.
- (5) The Company has entered into agreements with Mr. Yoshikazu Sakamoto and Ms. Yukie Tanaka to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under such agreement shall be the minimum liability amount provided for in laws and regulations.
3. Mr. Yoshikazu Sakamoto and Ms. Yukie Tanaka have been registered as Independent Directors as stipulated in the Tokyo Stock Exchange's listing rules. If they are elected as proposed, they will continue to be registered as Independent Directors.
4. The candidates with asterisk marks (\*) are new candidates for Directors.

**Proposal 4:** Payment of Bonuses to Directors

In view of factors such as business results for the current fiscal year, the Company proposes the payment of a total of 112.20 million yen in bonuses to six Directors (excluding Outside Directors) in office as of the end of the current fiscal year.