

Securities Code: 4301

June 12, 2020

To Our Shareholders

Masaki Nakanishi,
Representative Director, President
AMUSE INC.
20-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

Notice of the 42nd Annual Shareholders Meeting

This notice is to inform you of the 42nd Annual Shareholders Meeting of AMUSE INC. (the “Company”) to be held as described below.

However, taking into account the recent effect of the novel coronavirus disease (COVID-19), if at all possible, we ask that, you refrain from attending the meeting in person this year, and exercise your voting rights beforehand in writing or via the Internet, etc., instead.

Please read the Reference Documents for the Annual Shareholders Meeting, refer to the “Notice of Exercise of Voting Rights” (in Japanese only), and exercise your voting rights no later than 7:00 p.m., Friday, June 26, 2020 (JST).

Additionally, if any change regarding the Annual Shareholders Meeting occurs due to the situation regarding the spread of the virus and announcements by the government or other institutions ahead of the meeting, we will post the information on the Company’s website.

1. Date and Time: Monday, June 29, 2020, at 2:00 p.m. (JST)

2. Venue: Belle Salle Takadanobaba, B2F Event Hall
3-8-2 Okubo, Shinjuku-ku, Tokyo

Notes and Notices

Due to the closure of the venue because of renovations where the shareholders meeting has been held in previous years, the venue and date and time of the meeting will change this year. In addition, as previously announced, the shareholder-only event after the meeting will not be held this year. We kindly ask our shareholders for their understanding and cooperation regarding the situation.

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 42nd term (from April 1, 2019 to March 31, 2020)
2. Report on the Non-consolidated Financial Statements for the 42nd term (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine (9) Directors

Matters related to the Reference Documents for the Annual Shareholders Meeting and the attached documents of the Notice

Pursuant to the provisions of laws and regulations and Article 17 of the Articles of Incorporation of the Company, the following matters are not included in the attached documents of this Notice because they are posted on the Company's IR site.

- 1) Systems for Ensuring the Properness of Business Activities and Implementation Status of the System
- 2) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements of the Consolidated Financial Statements
- 3) Non-consolidated Financial Statements of Changes in Equity and Notes to Non-consolidated Financial Statements of the Non-Consolidated Financial Statements

If any amendments are made to the Reference Documents for the Annual Shareholders Meeting, the Business Report, the Consolidated Financial Statements or the Non-consolidated Financial Statements, the amended items will be posted on the Company's IR site.

The Company's IR site: <https://ir.amuse.co.jp/ir/stock/meeting.html>

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 ¥17.50 as ordinary dividend for the fiscal year ended March 31, 2020 (the 42nd term). As a result, dividends on an annual basis amount to ¥35 per share, including the interim dividend of ¥17.50 per share distributed on December 3, 2019.

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

Type of dividend property

Cash

Allotment of dividend property and their aggregate amount

¥17.50 per common share of the Company

Total dividends: ¥310,063,303

Effective date of dividends of surplus

June 30, 2020

Proposal No. 2: Election of Nine (9) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this meeting. The Company proposes the election of nine (9) Directors, including three (3) new candidates for Director and three (3) External Directors to further enhance the management system.

The candidates for Directors are as follows:

Candidate no.	Attribute	Name	Position in the Company	Term of office (at conclusion of this meeting)	Attendance to Board of Directors (FY2019)
1	Reelection	Yokichi Osato	Representative Director and Chairman	9 years	14/14 (100%)
2	Reelection	Masaki Nakanishi	Representative Director, President	1 year	14/14 (100%)
3	New election	Rumiko Ichige	Executive Producer	- years	-/- (-%)
4	Reelection	Hiroyuki Araki	Director, Managing Executive Officer	1 year	14/14 (100%)
5	Reelection	Nobuhiro Chiba	Director, Managing Executive Officer	1 year	14/14 (100%)
6	New election	Takahiro Ono	Executive Officer	- years	-/- (-%)
7	Reelection External Independent	Muneaki Masuda	External Director	10 years	14/14 (100%)
8	Reelection External Independent	Takaharu Ando	External Director	4 years	14/14 (100%)
9	New election External Independent	Yoichi Aso	-	- years	-/- (-%)

Reelection: Candidate for reelection as Director

New election: New candidate for Director

External: Candidate for External Director

Independent: Independent officer as provided for by Tokyo Stock Exchange

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company		Number of the Company's shares owned
1	<p>Yokichi Osato (August 22, 1946, age 73) Reelection</p> <p>Tenure as Director At conclusion of this meeting: 9 years</p> <p>Attendance to the Meeting of the Board of Directors in FY2019: 14/14</p>	Apr. 1969	Joined WATANABE PRODUCTIONS CO., LTD	451,060 shares
		Oct. 1978	Founded the Company, Representative Director and President	
		Nov. 1981	Representative Director and Chairman, the Company	
		June 2008	Advisor and Honorary Chairman, the Company	
		June 2009	Top Advisor, the Company	
		June 2011	Representative Director and Chairman, the Company (present)	
		May 2013	Representative Director and Chairman, LIVE VIEWING JAPAN Inc.	
		July 2014	Representative Director and Chairman, Amusequest Inc.	
		May 2016	Representative Director and Senior Advisor, LIVE VIEWING JAPAN Inc.	
		May 2016	Representative Director and Chairman and President, Amusequest Inc.	
		Apr. 2017	Representative Director and Chairman, Amusequest Inc. (present)	
		Oct. 2019	Representative Director and Chairman, AMUSE QUEST, inc. (present)	
<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>				
2	<p>Masaki Nakanishi (November 9, 1973, age 46) Reelection</p> <p>Tenure as Director At conclusion of this meeting: 1 year</p> <p>Attendance to the Meeting of the Board of Directors in FY2019: 14/14</p>	Apr. 1998	Joined the Company	4,388 shares
		May 2008	Representative Director and President, TAISHITA Label Music Co., Ltd. (present)	
		Apr. 2012	General Manager of Artist Management Department 1, the Company	
		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	
		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	
		June 2019	Representative Director, President, the Company (present)	
<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. He has served as Representative Director, President from June, 2019. 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		Number of the Company's shares owned
3	<p>Rumiko Ichige (June 7, 1958, age 62) New election</p> <p>Tenure as Director At conclusion of this meeting: — years</p> <p>Attendance to the Meeting of the Board of Directors in FY2019: -/-</p>	Nov. 1978	Joined the Company	118,220 shares
		Apr. 2003	Executive Officer, General Manager of Production Planning Department, the Company	
		July 2007	Senior Executive Officer, General Manager of Artist Management Department 3, and in charge of WILL Department, and General Manager of Artist Management Department 3, the Company	
		June 2008	Director overseeing Artist Management Department 2, 3, 4, 5, TV Program Department, New Artists Development Department, FC Department and MD Department, and General Manager of Artist Management Department 2, the Company	
		Oct. 2012	Executive Director overseeing Artist Management Department 5, 6, 7, TV Program Department, Information Management Department and Film Production Department, the Company	
		Apr. 2016	Executive Director overseeing Southern All Stars Project, Artist Management Department 6, 7, 8, Theatrical Production Department, Information Management Department, and Group General Affairs Department & Human Resources Department, the Company	
		June 2017	Senior Managing Executive Officer, the Company	
		June 2018	Director, Senior Managing Executive Officer, the Company	
		June 2019	Executive Producer, the Company (present)	
<p>[Reasons for nomination as candidate for Director]</p> <p>Ms. Ichige joined the Company in 1978 and subsequently developed a proven track record mainly in the realm of artist management involving actors. Later, she amassed extensive experience as a supervisor involved in film production and related business, assumed the position of Executive Officer in 2003. After serving as a Director, she assumed the position of Executive Director in 2012 and Senior Managing Executive Officer in 2017. She has abundant operational experience and knowledge mainly in the realm of artist management and has brought diversification to the Amuse Group's business from a unique perspective. Accordingly the Company can expect her to continue making the most of her 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		Number of the Company's shares owned
4	Hiroyuki Araki (September 15, 1970, age 49) Reelection Tenure as Director At conclusion of this meeting: 1 year Attendance to the Meeting of the Board of Directors in FY2019: 14/14	Apr. 1994	Joined the Company	2,300 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 Artist 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	
		June 2019	Director, Managing Executive Officer, 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.				

Candidate no.	Name (Date of birth)	Career summary, position and responsibility at the Company		Number of the Company's shares owned
5	<p>Nobuhiro Chiba (January 30, 1973, age 47) Reelection</p> <p>Tenure as Director At conclusion of this meeting: 1 year</p> <p>Attendance to the Meeting of the Board of Directors in FY2019: 14/14</p>	Apr. 1995	Joined the Company	5,640 shares
		July 2007	General Manager of Artist Management Department 5, the Company	
		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	
		Apr. 2009	Executive Officer in charge of Artist Management Department 4, and General Manager of Artist Management Department 4, the Company	
		Apr. 2012	Executive Officer in charge of Artist Management Department 7, and General Manager of Artist Management Department 7, the Company	
		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	
		Apr. 2016	Executive Officer in charge of Artist Management Department 6, Artist Management Department 7 and Theatrical Production Department, the Company	
		June 2017	Managing Executive Officer, the Company	
		June 2019	Director, Managing Executive Officer, the Company (present)	
<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		Number of the Company's shares owned
6	Takahiro Ono (January 3, 1973, age 47) New election Tenure as Director At conclusion of this meeting: — years Attendance to the Meeting of the Board of Directors in FY2019: -/-	Apr. 1995	Joined the Company	4,100 shares
		Apr. 2012	General Manager of Digital Business Department, the Company	
		Apr. 2016	Executive Officer in charge of Digital Contents Department, FC Department, Consumer Service Promotion Department, MD Department and Rights Management Department, and General Manager of Digital Contents Department, the Company	
		July 2017	Executive Officer in charge of Digital Contents Department, MD Department, Rights Management Department and New Business Development Department, the Company	
		Apr. 2019	Executive Officer in charge of Rights Management Department, the Company	
		Nov. 2019	Executive Officer in charge of Rights Management Department, FC Department and Consumer Service Promotion Department, the Company (present)	
[Reasons for nomination as candidate for Director] Mr. Ono joined the Company in 1995, where he has worked in a wide range of fields including Music Publishing Department, General Affairs Department and entire digital business, and developed a proven track record. In addition, he has extensive experience in launching and supporting new businesses by utilizing his knowledge of the entire digital business field and rights-related fields. The Company can expect him to continue making the most of his abilities and knowledge in contributing to enhance the Amuse Group's corporate value.				
7	Muneaki Masuda (January 20, 1951, age 69) Reelection External Independent Tenure as Director At conclusion of this meeting: 10 years Attendance to the Meeting of the Board of Directors in FY2019: 14/14	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, Tpoint Japan Co., Ltd. (present)			
Apr. 2020	Representative Director, President and CEO, TSUTAYA BOOKS 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		Number of the Company's shares owned		
8	Takaharu Ando (August 31, 1949, age 70) Reelection External Independent	Apr. 1972 Sept. 1994 Aug. 1999	Joined National Police Agency Chief, Gunma Prefectural Police Headquarters Director of Public Security Department, Metropolitan Police Department	- shares		
	Tenure as Director	Aug. 2004 Aug. 2007	Director-General, National Police Agency Deputy Commissioner General, National Police Agency			
	At conclusion of this meeting: 4 years	June 2009 Oct. 2011 May 2013	Commissioner General, National Police Agency Retired from National Police Agency Outside Director, Nitori Holdings Co., Ltd. (present)			
	Attendance to the Meeting of the Board of Directors in FY2019: 14/14	June 2016 June 2017 June 2018	External Director, the Company (present) Outside Director, Zensho Holdings Co., Ltd. (present) External Director, TOBU RAILWAY CO., LTD. (present)			
	[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.					
	9	Yoichi Aso (April 6, 1983, age 37) New election External Independent	Apr. 2006 Apr. 2013		Joined Recruit Co., Ltd. Representative Director and CEO, NIJIBOX CO., LTD	- shares
		Tenure as Director	Feb. 2018 Apr. 2018		Founded Alphadrive Co., Ltd., Representative Director and CEO (present) Founded Genome Clinic Co., Ltd., Representative Director and Co-CEO (present)	
		At conclusion of this meeting: — years	June 2018 July 2018		UB Ventures, Inc, Venture Partner (present) Director, Dream Driven Company Association. (present)	
		Attendance to the Meeting of the Board of Directors in FY2019: -/-	July 2018 Sept. 2018 Mar. 2019 Jan. 2020 Apr. 2020		Joined NewsPicks, Inc. Executive Officer, NewsPicks, Inc. (present) External Director, ASIRO Inc. (present) Auditor, neomura, NPO. (present) External Director, DentaLight Inc. (present)	
		[Reasons for nomination as candidate for External Director] The candidate has a track record of controlling many new businesses as an expert in launching new businesses in his previous job, and has many experiences of incubation support for startup companies. The Company can expect him to provide advice from various perspectives as the Company develops new business models and business domains looking forward, and accordingly proposes his election as External Director.				

- Notes:
1. The candidate for Director Mr. Masaki Nakanishi engages in business transactions with the Company, acting as a representative of TAISHITA Label Music Co., Ltd. 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.
 2. Mr. Muneaki Masuda, Mr. Takaharu Ando and Mr. Yoichi Aso are the candidates for External Director.
 3. The respective term of office as External Director of the candidates for External Director Mr. Muneaki Masuda and Mr. Takaharu Ando will have been ten (10) years and four (4) years at the conclusion of this meeting.
 4. 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. If the election of the candidate for External Director Mr. Yoichi Aso is approved, the Company plans to enter into the same limited liability agreement with him. 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.
5. 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. In addition, the candidate for External Director Mr. Yoichi Aso also meets the requirements for an independent officer as provided for by Tokyo Stock Exchange. If their election is approved, the Company plans for their appointment as independent officers to continue.