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To Shareholders with Voting Rights:

Tetsu Matsui
President & CEO
Sumitomo Riko Company Limited
1 Higashi 3-chome, Komaki, Aichi, Japan

**CONVOCATION NOTICE FOR
THE 131ST ORDINARY 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 131st Ordinary General Meeting of Shareholders of Sumitomo Riko Company Limited (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, read the guidance about the exercise of voting rights, and exercise your voting rights by 5:15 p.m. on Wednesday, June 19, 2019, Japan standard time.

1. Date and Time: Thursday, June 20, 2019 at 10 a.m. Japan standard time

2. Place: Kinsen Banquet Room, 5F, Hilton Nagoya located at
3-3 Sakae 1-chome, Naka-ku, Nagoya, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 131st Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 131st Fiscal Year (April 1, 2018 - March 31, 2019)

Matters to be resolved:

- First Item:** Appropriation of Surplus
Second Item: Election of Nine (9) Directors

4. Guidance on Exercise of Voting Rights

(1) Exercise of voting rights in writing

Please indicate your vote for or against each of the agenda items on the enclosed Voting Rights Exercise Form and return it by 5:15 p.m., Wednesday, June 19, 2019 (time of receipt).

(2) Exercise of voting rights via the Internet

Please refer to the Instructions for the Exercise of Voting Rights via the Internet (available in Japanese only) and exercise the voting rights by 5:15 p.m., Wednesday, June 19, 2019.

(3) Electronic voting platform

Institutional investors may exercise their voting rights for this General Meeting of Shareholders by using the electronic voting platform operated by ICJ, Inc.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. In accordance with the provisions of the Articles of Incorporation of the Company, in the case of exercise of voting rights by proxy, the proxy must present a document evidencing authority of the proxy (letter of attorney etc.) to act as such. (A form of a letter of attorney is available at the Company's website at <http://www.sumitomoriko.co.jp/>.)

Of the documents required to be appended to this Convocation Notice as attachments, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements, have been posted on the Company's website (<http://www.sumitomoriko.co.jp/>) in accordance with laws and regulations and Article 13 of the Articles of Incorporation of the Company, and are therefore not included in the attachments.

The Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor consist of the documents appended to this Convocation Notice as well as the Consolidated Statement of Changes in Equity, the Notes to the Consolidated Financial Statements, the Non-consolidated Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements.

Should attachments to this Convocation Notice and the Reference Documents for the General Meeting of Shareholders require revisions, the revisions will be posted on the Company's website (<http://www.sumitomoriko.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Agenda Items and References

First Item: Appropriation of Surplus

With regard to the year-end dividend for the 131st fiscal year, in consideration of the business results for this fiscal year, future business development, and other matters, the Company proposes to distribute in the amount of four (4) yen per share.

1. Type of properties to be distributed
Cash
2. Matters concerning the allocation of properties to be distributed and the total amount thereof
Four (4) yen per share of common stock of the Company
Total amount: 415,313,588 yen
3. Effective date of distribution of surplus
June 21, 2019

Second Item: Election of Nine (9) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors (including three (3) Outside Directors), thereby reducing the number of Directors by one (1) to enhance efficiency of the management structure.

The candidates for Director are as follows.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	Tetsu Matsui (June 20, 1954)	<p>April 1979 Joined the Company</p> <p>February 1999 General Manager of Engineering Department No. 2, Anti-Vibration Products Engineering Headquarters, Automotive Engineering Business Unit of the Company</p> <p>June 2001 General Manager of Automotive Anti-Vibration Products Engineering Headquarters, Automotive Anti-Vibration Products Business Unit of the Company</p> <p>June 2004 Director, General Manager of Automotive Anti-Vibration Products Business Unit of the Company</p> <p>June 2005 Executive Officer of the Company</p> <p>June 2007 President of DTR Tennessee, Inc. (currently SumiRiko Tennessee, Inc.)</p> <p>June 2009 Managing Executive Officer of the Company</p> <p>June 2011 President of TRI USA, Inc. (currently TRI America, Inc.)</p> <p>June 2013 Senior Managing Executive Officer of the Company</p> <p>March 2014 President of Automotive Products Global Sales Headquarters</p> <p>June 2014 Director, Chairperson of Diversity Committee of the Company</p> <p>June 2015 Representative Director, Chairperson of CSR Committee of the Company (current)</p> <p>June 2015 President & Chief Operating Officer of the Company</p> <p>January 2016 Chairperson of Risk Management Committee of the Company (current)</p> <p>June 2017 President & Chief Executive Officer of the Company (current)</p>	19,669
<p>[Reasons for selection as a candidate for Director]</p> <p>After serving as the General Manager of the Automotive Anti-Vibration Products Business Unit of the Company, Mr. Tetsu Matsui served as the President of a subsidiary in the U.S. and contributed greatly to business improvement of major overseas sites. Currently serving as the President & Chief Executive Officer, he is demonstrating his capabilities in overall business. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	Yoji Suzuki (September 5, 1954)	<p>April 1977 Joined Toyota Motor Co., Ltd. (current Toyota Motor Corporation)</p> <p>January 2006 General Manager, Kamigo Plant Engine Manufacturing Div. 1 of Toyota Motor Corporation</p> <p>January 2007 General Manager, Kamigo Plant Administration Div., Kamigo Plant of Toyota Motor Corporation</p> <p>January 2011 President of Toyota Motor Manufacturing West Virginia, Inc.</p> <p>March 2014 Managing Executive Officer of the Company</p> <p>June 2014 CEO of Dytech-Dynamic Fluid Technologies S.p.A (current SumiRiko Italy S.p.A.)</p> <p>June 2015 Senior Managing Executive Officer of the Company</p> <p>January 2016 Head of the Regional Center for Europe, Automotive Hose Business Headquarters of the Company</p> <p>June 2017 Director of the Company</p> <p>June 2017 President of Automotive Hose Business Headquarters, Chairperson of Environment Committee of the Company (current)</p> <p>June 2018 Representative Director and Executive Vice President of the Company (current)</p> <p>March 2019 President of Automotive Business Headquarters of the Company (current)</p> <p>[Significant concurrent positions] Chairperson of Tokai Rubber (Guangzhou) Co., Ltd.</p>	5,000
<p>[Reasons for selection as a candidate for Director] Mr. Yoji Suzuki previously served as the president of a U.S. subsidiary of a major automotive manufacturer. Currently serving as the President of the Automotive Business Headquarters and the President of the Automotive Hose Business Headquarters of the Company, he has achieved outstanding results in improving the performance of the automotive hose business. He is also spearheading the entire Group's environmental management as the Chairperson of the Environment Committee. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	Kazushi Shimizu (June 29, 1961)	<p>April 1984 Joined Sumitomo Electric Industries, Ltd. (SEI)</p> <p>October 2001 Seconded to ADVICS CO., LTD.</p> <p>February 2007 General Manager, Electrical System Sales Dept. 1, Toyoda Branch of SEI</p> <p>April 2010 General Manager, Chubu District Sales Dept., Automotive Business Unit of SEI</p> <p>June 2013 Executive Officer, Deputy General Manager, Automotive Business Unit of SEI</p> <p>June 2016 Managing Executive Officer of SEI</p> <p>April 2018 Senior Managing Executive Officer of the Company (current)</p> <p>June 2018 Vice President of Automotive Business Headquarters of the Company (current)</p> <p>April 2019 President of Automotive Anti-Vibration Products Business Headquarters, Chairperson of Social Contributions Committee of the Company (current)</p>	8,000
	[New candidate]	<p>[Reasons for selection as a candidate for Director]</p> <p>Having served in such positions as the Deputy General Manager of the Automotive Business Unit of Sumitomo Electric Industries, Ltd., which is the Company's parent, and currently serving as the Vice President of the Automotive Business Headquarters and the President of the Automotive Anti-Vibration Products Business Headquarters of the Company, Mr. Kazushi Shimizu has spearheaded structural reforms and strengthening of the fundamentals to achieve the Group's growth and has achieved substantial results. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>	

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
4	Takehiro Ohashi (September 16, 1955)	<p>October 1986 Joined the Company</p> <p>February 1999 General Manager of Production Engineering Department, Production Headquarters, Chemical and Plastic Products Business Unit of the Company</p> <p>June 2003 General Manager of Production Headquarters, Chemical and Plastic Products Business Unit of the Company</p> <p>June 2007 President of Tokai Rubber (Tianjin) Co., Ltd.</p> <p>June 2009 Executive Officer of the Company</p> <p>June 2010 General Manager of Chemical and Plastic Products Business Unit of the Company</p> <p>June 2012 Managing Executive Officer of the Company President of IT and Electronics Industries Business Headquarters of the Company</p> <p>June 2013 Chairperson of Disaster Countermeasures Committee of the Company</p> <p>June 2014 Director of the Company (current)</p> <p>June 2014 Chairperson of Supply Chain Committee of the Company</p> <p>June 2015 Senior Managing Executive Officer of the Company (current)</p> <p>June 2016 President of Electronics Industries Business Headquarters of the Company</p> <p>June 2016 General Manager of Research and Development Headquarters of the Company</p> <p>April 2019 General Manager of Production Function Headquarters, Chairperson of Safety and Health Committee of the Company (current)</p>	6,226
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Takehiro Ohashi served as the President of the Electronics Industries Business Headquarters of the Company and achieved significant results in global development and structural reform of the electronics industries business. Currently, he is spearheading R&D and promotion of new businesses as a whole. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
5	Hirohisa Maeda (January 14, 1958)	<p>April 1981 Joined Sumitomo Electric Industries, Ltd. (SEI)</p> <p>June 2007 General Manager of Finance Department of SEI</p> <p>January 2010 General Manager of Accounting Department of the Company</p> <p>June 2010 Executive Officer of the Company</p> <p>June 2013 Managing Executive Officer of the Company</p> <p>June 2015 Director of the Company (current)</p> <p>June 2018 Senior Managing Executive Officer, Chairperson of Diversity Committee of the Company (current)</p> <p>July 2018 General Manager of Accounting and Finance Division of the Company (current)</p> <p>[Significant concurrent positions]</p> <p>Chairperson of Sumitomo Riko (China) Co., Ltd.</p> <p>President of Sumitomo Riko (Asia Pacific) Ltd.</p>	9,283
<p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Hirohisa Maeda served as the General Manager of Accounting Department and played a leading role in optimization of financial management throughout the Group globally. As an officer responsible for Corporate Planning Department, Public Relations and Investor Relations Department, Global Procurement Headquarters, Information Systems Department, etc., he has achieved substantial results, including strengthening of feasibility and risk management of business units, enhancement of relationships with stakeholders, and enhancement of the level of information security. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
6	Masahiko Hanazaki (June 6, 1958)	<p>April 1982 Joined the Company</p> <p>February 2004 General Manager of Automotive Anti-Vibration Quality Assurance Department, Automotive Anti-Vibration Products Business Unit of the Company</p> <p>February 2008 General Manager of Quality Assurance Headquarters of the Company</p> <p>June 2009 Executive Officer of the Company</p> <p>November 2012 General Manager of Automotive Hose Business Unit, Automotive Hose Business Headquarters of the Company</p> <p>June 2013 Managing Executive Officer of the Company (current)</p> <p>October 2014 Vice President of Automotive Hose Business Headquarters of the Company</p> <p>May 2016 Chief Quality Officer of the Company (current)</p> <p>June 2016 General Manager of Quality Assurance Headquarters of the Company (current)</p> <p>June 2017 Chairperson of Quality Committee of the Company (current)</p> <p>June 2018 Director of the Company (current)</p>	5,600
<p>[Reasons for selection as a candidate for Director]</p> <p>Having served in such positions as the General Manager of the Quality Assurance Headquarters and the General Manager of the Automotive Hose Business Unit of the Company, Mr. Masahiko Hanazaki is currently serving as the Chief Quality Officer (CQO) and the General Manager of the Quality Assurance Headquarters, in which positions he is spearheading establishment and improvement of the Company's quality assurance system. The Company believes that his wealth of experience in and deep insight into management and business operations make him a suitable person for the position of Director of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
7	Masaaki Iritani (January 4, 1950) [Outside Director] [Independent Director]	<p>April 1976 Registered as Attorney (Iritani Law Firm) (current)</p> <p>June 2006 Outside Audit & Supervisory Board Member of the Company</p> <p>April 2008 President of Aichi Bar Association</p> <p>June 2011 Outside Director of the Company (current)</p> <p>July 2016 Chairman of Aichi Prefectural Public Safety Commission</p> <p>[Significant concurrent positions]</p> <p>President of Iritani Law Firm</p> <p>Outside Audit & Supervisory Board Member of CHUO SEISAKUSHO, LTD.</p> <p>Outside Director of AIPHONE CO., LTD.</p> <p>Outside Audit & Supervisory Board Member of Toyo Logistics Co., Ltd.</p>	9,603
<p>[Reasons for selection as a candidate for Outside Director]</p> <p>Mr. Masaaki Iritani is a specialist in corporate legal affairs. He has a distinguished track record encompassing diverse fields relevant to the Company's business gained through his service as the President of Aichi Bar Association and the Chairman of Aichi Prefectural Public Safety Commission. The Company believes that his wealth of experience and deep insight as an attorney make him a suitable person for the position of Director of the Company.</p> <p>There was or is no risk of conflict of interest arising between Mr. Iritani and general shareholders, and thus the Company intends to continue his appointment as Independent Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
8	Shigeru Hanagata (October 31, 1950) [Outside Director] [Independent Director]	<p>April 1973 Joined Mitsui & Co., Ltd.</p> <p>October 1989 President of Mitsui Machinery Sales (U.K.) Ltd.</p> <p>January 1996 President of Subaru Italia S.p.A.</p> <p>February 1999 General Manager of Headquarters Automobile Division No. 2, Mitsui & Co., Ltd.</p> <p>April 2004 Deputy General Manager of Headquarters Machinery Business Unit of Mitsui & Co., Ltd.</p> <p>April 2006 Executive Officer of Mitsui & Co., Ltd.</p> <p>April 2007 General Manager of Automobile Business Unit of Mitsui & Co., Ltd.</p> <p>April 2009 Managing Executive Officer, General Manager of Chubu Office of Mitsui & Co., Ltd.</p> <p>June 2014 Outside Director of the Company (current)</p>	5,498
<p>[Reasons for selection as a candidate for Outside Director]</p> <p>Mr. Shigeru Hanagata served for many years as an Executive Officer of a listed company operating worldwide and has a distinguished track record in corporate management and business operations in Japan and abroad. The Company believes that his wealth of experience and deep insight make him a suitable person for the position of Director of the Company.</p> <p>There was or is no risk of conflict of interest arising between Mr. Hanagata and general shareholders, and thus the Company intends to continue his appointment as Independent Director.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
9	Mariko Miyagi (December 19, 1947) [Outside Director] [Independent Director]	<p>April 1971 Clinical psychologist, Psychiatric Department of Seibo Hospital</p> <p>April 1991 Professor of Faculty of Management Information, SANNO University</p> <p>August 1997 Visiting Research Fellow, The California State University Graduate School of Education</p> <p>April 2002 Professor of Department of Clinical Psychology, Faculty of Psychology, Rissho University</p> <p>April 2008 Professor of Faculty of Lifelong Learning and Career Studies of Hosei University; Professor of Hosei University Graduate School of Career Studies</p> <p>April 2011 Head of Hosei University Career Center</p> <p>April 2012 Director of the Japanese Society for the Study of Career Education (JSSCE)</p> <p>October 2012 Chairperson of Japanese Association of Industrial Counseling (JAIC)</p> <p>April 2015 Dean of Hosei University Graduate School of Career Studies</p> <p>April 2015 Honorary Chairperson of JAIC; Lecturer of Social Psychology, Rissho University Graduate School of Psychology (current)</p> <p>April 2018 President of Career Psychology Research Center (current)</p> <p>June 2018 Outside Director of the Company (current)</p> <p>[Significant concurrent positions] President of Career Psychology Research Center Director of ORIX Miyauchi Foundation Vice Chairperson of Beautiful Aging Association</p>	0
<p>[Reasons for selection as a candidate for Outside Director] Ms. Mariko Miyagi previously served as Professor of the Faculty of Lifelong Learning and Career Studies of Hosei University, the Dean of Hosei University Graduate School of Career Studies, and in other positions and has achieved outstanding results in the field of psychology and career design theory. The Company believes that her wealth of experience in and deep insight into the practice of clinical psychology, education research and organizational management make her a suitable person for the position of Director of the Company, which is promoting enhancement of the working environment for employees and diversity management. There was or is no risk of conflict of interest arising between Ms. Miyagi and general shareholders, and thus the Company intends to continue her appointment as Independent Director.</p>			

(Notes)

- Of the candidates for Director, responsibilities of those who currently serve as Director are described in 3. (1) “Directors’ names, positions, and responsibilities and significant concurrent positions” in the “Business Report.”
- Mr. Masaaki Iritani, Mr. Shigeru Hanagata, and Ms. Mariko Miyagi, who are candidates for Director, are candidates for Outside Director.
- Mr. Masaaki Iritani, a candidate for Outside Director, is the President of Iritani Law Firm, but there are no special interests between him and the Company.
- Ms. Mariko Miyagi, a candidate for Outside Director, is the President of Career Psychology Research Center, but there are no special interests between her and the Company.
- Mr. Masaaki Iritani, a candidate for Outside Director, will have served as an Outside Director of the Company for eight years at the conclusion of this General Meeting of Shareholders.
- Mr. Shigeru Hanagata, a candidate for Outside Director, will have served as an Outside Director of the Company for five years at the conclusion of this General Meeting of Shareholders.
- Ms. Mariko Miyagi, a candidate for Outside Director, will have served as an Outside Director of the Company for one year at the conclusion of this General Meeting of Shareholders.
- The Company has entered into an agreement with each of the candidates for Outside Director, namely, Mr. Masaaki Iritani, Mr. Shigeru Hanagata, and Ms. Mariko Miyagi, to limit their liability to the minimum amount of liability pursuant to Article 427, Paragraph 1 of the Companies Act.
- To be considered independent, Outside Directors of the Company must satisfy the independence standards prescribed by the financial instruments exchanges. In addition, Outside Directors are required to have a wealth of experience and knowledge and profound insight concerning corporate management and/or a specialized field such as legal affairs and accounting so that they can vigorously offer constructive recommendations and proposals about the Company’s management issues.