

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

Securities code: 7476  
May 31, 2019

Dear Shareholders:

Takuji Iuchi  
President  
**AS ONE Corporation**  
2-1-27 Edobori, Nishi-ku, Osaka

### CONVOCAION NOTICE OF THE 58th ANNUAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 58th Annual Meeting of Shareholders of AS ONE Corporation (the “Company”). The Meeting will be held as described hereunder.

#### Meeting Details

- 1. Date and Time:** Tuesday, June 18, 2019 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Peridot  
RIHGA Royal Hotel (2F)  
5-3-68 Nakanoshima, Kita-ku, Osaka
- 3. Purposes:**
- Items to be reported:**
1. Business Report, Consolidated Financial Statements, and Audit Report on the Consolidated Financial Statements by the Financial Auditor and the Board of Auditors for the 58th fiscal year (from April 1, 2018 to March 31, 2019)
  2. Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2018 to March 31, 2019)
- Items to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of One (1) Alternate Auditor

## Reference Documents for the Annual Meeting of Shareholders

### **Proposal 1: Appropriation of Surplus**

The Company hereby proposes the appropriation of surplus as follows:

#### **1. Matters concerning year-end dividends**

The Company has set the dividend policy with a target payout ratio of 50% based on profit attributable to owners of parent in accordance with business performance as the basic policy on distributing profits.

Based on this principle, the Company would like to offer the following as a year-end dividend for the 58th fiscal year:

##### **(1) Type of dividend property**

Cash

##### **(2) Allocation and total amount of the dividend property**

The Company proposes a dividend of 71 yen per common share of the Company.

Total amount of dividends will be 1,328,180,812 yen.

Together with an interim dividend (an ordinary dividend of 70 yen per share), the annual dividend will be 141 yen per share.

##### **(3) Date when the appropriation of surplus becomes effective**

June 19, 2019

#### **2. Other matters relating to the appropriation of surplus**

As for internal reserves, we propose the followings to strengthen the management foundation in preparation for the business development in the future.

##### **(1) Item and amount of increase in surplus:**

General reserve: 1,000,000,000 yen

##### **(2) Item and amount of decrease in surplus:**

Retained earnings carried forward: 1,000,000,000 yen

**Proposal 2: Election of One (1) Alternate Auditor**

As the effect of the election of the Alternate Auditor elected at the 57th Annual Meeting of Shareholders held on June 28, 2018 will expire as of the commencement of this Meeting, in order to prepare for a case in which the number of Auditors falls short of the number as stipulated by laws and regulations, the Company proposes to elect one (1) Alternate Auditor. The term of office for this Alternate Auditor commences provided the number of Auditors falls short, and shall be the remaining term of the predecessor. This approval will be effective until the commencement of next Annual Meeting of Shareholders.

Note that approval has been received from the Board of Auditors for this proposal.

The candidate for Alternate Auditor is as follows:

Name (Date of birth)	Career summary, positions in the Company		Number of the Company’s shares held
Takeo Morisawa (August 27, 1961) Outside Auditor	Apr. 1989	Registered as an attorney at law Joined Kyowa-sogo Law Office	—
	Apr. 1995	Established Takeo Morisawa Law Office (to present)	
	Apr. 2015	Auditor of Onamba Co., Ltd.	
	Mar. 2016	Outside Director of Onamba Co., Ltd. (to present)	
	(Important Concurrent Positions) Attorney (Takeo Morisawa Law Office) Professor of Konan Law School Outside Director of Onamba Co., Ltd.		
(Reasons for a nominee for Alternate Outside Auditor) Although Takeo Morisawa has not been involved directly in company management, he has professional knowledge and abundant experience as a lawyer, and the Company judges that he will be able to apply these toward the Company’s auditing activities.			

- Notes:
1. There is no conflict of interests between the candidate and the Company.
  2. Takeo Morisawa is a candidate for Alternate Outside Auditor.
  3. If Takeo Morisawa assumes the office of Auditor, the Company plans to submit notification to the Tokyo Stock Exchange concerning his appointment as an independent officer as provided for by the aforementioned exchange.
  4. If Takeo Morisawa assumes the office of Auditor, the Company will enter into a limited liability agreement with him regarding liability in accordance with Article 423, paragraph 1 of the Companies Act, to limit the amount of his individual liability to the amount set forth in the laws and regulations, in accordance with the Articles of Incorporation of the Company.

Reference: Criteria for Determining Independence of Outside Directors and Outside Auditors

In order to ensure objectivity and transparency necessary for proper governance of the Company, the Company considers it desirable for our outside directors and outside auditors (the “outside officers” collectively) to have as much independence as possible, and only if none of the following items apply to outside officers of the Company shall the Company consider them to be independent.

1. A person who does not fall under the requirements under the laws and regulations
2. A party to whom the Company or its subsidiaries (the “Group”) is a principal business counterparty (which receives payment from the Group accounting for 2% or more of the annual consolidated net sales of the party in the most recent business year), or the parent company or a significant subsidiary thereof, or when such party is a company, executive director, executive, executive officer or, manager or other employee thereof
3. A party that is a principal business counterparty (except for those under item 4) of the Group (which made payments to the Group accounting for 2% or more of the annual consolidated net sales of the Group in the most recent business year), or the parent company or a significant subsidiary thereof, or when such party is a company, executive director, executive, executive officer or, manager or other employee thereof
4. Director, auditor, accounting advisor, executive, executive officer or, manager or other employee of a financial institution and other large account creditor that is indispensable to the funds procurement of the Group and on which the Group relies to the extent that there is no alternative, or the parent company or a significant subsidiary thereof
5. Consultant, accounting expert such as a certified public accountant, legal expert such as a lawyer, and other expert that has received 10 million yen or more in monies and other property per year in average for the past three years from the Group, in addition to compensation as officer
6. A party that receives a donation or a subsidy from the Group in an amount of 10 million yen or more per year from the Group
7. A major shareholder of the Company (that directly or indirectly holds 10% or more of the total voting rights) or if the major shareholder is a corporation, director, auditor, accounting advisor, executive, commissioner, executive officer or, manager or other employee of the relevant major shareholder or the parent company or a significant subsidiary thereof
8. Financial auditor of the Group or member, partner or employee of tax accounting firm of the Group
9. Director, auditor, accounting advisor, executive or executive officer of a company that accepts directors (irrespective of whether full-time or part-time) from the Group, or the parent company or a subsidiary thereof
10. Relative within the second degree of kinship of a director and auditor of the Group
11. A party that used to fall under any of 2 to 10 of the above in the most recent five years
12. Any other party that may have a conflict of interest with the overall general shareholders of the Company due to circumstances other than the reasons considered in items 2 through 11 above