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August 6, 2020

**To Those Shareholders with Voting Rights**

TAKARA & COMPANY LTD.

AKUTSU Seiichiro, President

(Securities code: 7921 TSE First Section)

Contact Person: WAKAMATSU Hiroaki, Managing Executive Officer, General Manager of General Affairs Dep.

Phone: 03-3971-3101

**NOTICE OF THE 83<sup>rd</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We hereby notify you about the 83<sup>rd</sup> Annual General Meeting of Shareholders of the Company, which will be held as described below.

If you decide to refrain from attending the meeting, you can place your vote by post or electronic means including the use of the Internet. Please review the “Guidance for the Exercise of Voting Rights,” and place your vote by no later than 6:00 p.m. on Thursday, August 27, 2020.

- 1. Date and Time** 10:00 a.m., Friday, August 28, 2020
- 2. Place** Ballroom Fuji, Hotel Metropolitan Tokyo 3F  
6-1, Nishi-Ikebukuro 1-chome, Toshima-ku, Tokyo
- 3. Agenda of the Meeting:**
  - Matters to be reported:** (1) Business Report and Consolidated Financial Statements for the 83<sup>rd</sup> Fiscal Term (from June 1, 2019 to May 31, 2020) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  - (2) Non-consolidated Financial Statements for the 83<sup>rd</sup> Fiscal Term (from June 1, 2019 to May 31, 2020)
- Proposal to be resolved:**
  - Proposal:** Election of Seven (7) Directors

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Notes: 1. If you have exercised your voting rights more than once via the Internet, etc., the final vote cast shall be deemed valid.  
2. If you have exercised your voting rights both via the Internet, etc. and by sending the Voting Rights Exercise Form, the vote cast through the Internet, etc. shall be deemed valid.

## **Guidance for the Exercise of Voting Rights**

### If you are attending the Annual General Meeting of Shareholders

Please hand in your Voting Rights Exercise Form at the front desk when you arrive at the venue.

Date and Time: 10:00 a.m., Friday, August 28, 2020

### If you are not attending the Annual General Meeting of Shareholders

- By post

Please return the enclosed Voting Rights Exercise Form with your approval or disapproval for each proposal.

**Exercise deadline: to be received by 6:00 p.m., Thursday, August 27, 2020**

- By the Internet

Please access the Company's designated voting rights exercise website and send your approval or disapproval for each proposal.

**Exercise deadline: 6:00 p.m., Thursday, August 27, 2020**

<b>Electronic Voting Rights Exercise Platform for Institutional Investors</b>
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In addition to the above methods, shareholders may vote via the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc. by prior application.
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## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal: Election of Seven (7) Directors

All of the seven (7) Directors will complete their terms of office at the closing of this General Meeting of Shareholders. Consequently, the Company proposes the election of seven (7) Directors.

The candidates for Directors are as follows.

No.		Name (age)		Current position at the Company	Concurrent positions at other listed companies	Attendance at the Board of Directors for the current fiscal term
1	<u>Reelection</u>	AKUTSU Seiichiro (66)		President and Representative Director	0	100% (16 out of 16 meetings)
2	<u>Reelection</u>	KASHIMA Eiichi (64)		Director and Managing Executive Officer	0	100% (16 out of 16 meetings)
3	<u>Reelection</u>	IMAI Tetsuo (63)		Director	0	100% (16 out of 16 meetings)
4	<u>Reelection</u>	OKADA Ryusuke (57)		Director and Managing Executive Officer	0	100% (16 out of 16 meetings)
5	<u>Reelection</u>	TSUDA Akira (76)		Director	1	100% (16 out of 16 meetings)
6	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	IUE Toshimasa (57)		Director	3	100% (11 out of 11 meetings)
7	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	SEKINE Chikako (66)		Director	2	100% (11 out of 11 meetings)

- Notes: 1. The ages of the above candidates for Directors are stated in Western style method as of the closing of this General Meeting of Shareholders.
2. No special interests exist between the Company and the above candidates for Directors.
3. Mr. TSUDA Akira is the candidate for Part-time Director.
4. Mr. IUE Toshimasa and Ms. SEKINE Chikako are the candidates for Outside Directors. The Company has appointed them as independent directors who have no potential conflicts of interest with general shareholders as defined by the Tokyo Stock Exchange, and submitted notification of their appointment to the said exchange.
5. Mr. IUE Toshimasa and Ms. SEKINE Chikako were newly elected and appointed as Directors at the 82<sup>nd</sup> Annual General Meeting of Shareholders held on August 23, 2019, and therefore their attendance at the Board of Directors for the current fiscal term denotes attendance at the Board of Directors after their appointment.
6. FamilyMart Co., Ltd., where Ms. SEKINE Chikako currently serves as Outside Director, received orders for action under the Act against Unjustifiable Premiums and Misleading Representations from the Consumer Affairs Agency on March 30, 2020, during her term. Although Ms. SEKINE Chikako was unaware of the said violation before the revelation, she had been regularly expressing her opinions to ensure thorough compliance with laws and regulations at the Board of Directors and other meetings. After the discovery of the violation, she has been fulfilling her duties through efforts including providing guidance and expressing opinions relating to investigations into the cause of the incident and recurrence prevention measures, among others.

## **Policy for selecting officers and procedures for nomination, etc.**

Directors of the Company shall have excellent personality, as well as insight, abilities and extensive experience to manage the Company in an appropriate, fair and efficient manner, in addition to high ethical standards. All Directors shall serve single-year terms, and their election shall be resolved at an Annual General Meeting of Shareholders.

Outside Directors and Part-time Directors are elected referring to the Independence Criteria in the following paragraph.

Candidates for Directors and Corporate Auditors are determined by the Board of Directors upon selection in accordance with this policy reflecting the advice from Independent Outside Directors.

The Company's basic policy for concurrent service is that Independent Outside Directors and Independent Outside Corporate Auditors shall not serve concurrently as an outside director or outside corporate auditor at more than four listed companies other than the Company.

## **Independence Criteria for Independent Outside Directors**

Independent Outside Directors and Part-time Directors are in principle elected from among "those who have broad, profound and extensive experience and considerable insight necessary for making managerial decisions from a neutral standpoint independent from the management team that executes business of the Company" in the expectation that they will encourage open-minded and constructive discussions at the Board of Directors. The criteria for determining the independence of Independent Outside Directors when selecting them shall be that they have no interests with the Company or have no potential conflicts of interest with general shareholders, referring to the independence criteria provided by the Tokyo Stock Exchange.

(Reference)

The Company has changed its trade name from "Takara Printing Co., Ltd." to "TAKARA & COMPANY LTD." in December 2019. The Company became responsible for management and administration of its group companies and incidental operations as the holding company, and the newly-incorporated "Takara Printing Co., Ltd." succeeded the Company's rights and obligations regarding all businesses except for group company management operations.

Name (Age) (Date of Birth)	Career summary and status of significant concurrent positions		Number of shares of the Company held
<div> <div>Reelection</div> <div> 1. AKUTSU Seiichiro (66) (December 17, 1953)  Attendance at the Board of Directors for the current fiscal term 100% (16 out of 16 meetings) </div> </div>	January 1986 May 1989 July 1991 August 1991 October 1996 August 1997 August 2002 December 2019	Joined Takara Printing Co., Ltd. (currently TAKARA & COMPANY LTD.) General Manager, President Office of the Company General Manager, General Planning Department of the Company Director and General Manager, General Planning Department of the Company Director and General Manager, Accounting Department of the Company Managing Director and General Manager, Accounting Department of the Company President and Representative Director of the Company (current position) President and Representative Director of Takara Printing Co., Ltd. (current position)	28,972 shares
	Reasons for appointment as candidate for Director Since joining the Company, Mr. AKUTSU Seiichiro is well versed in its overall business mainly in the field of administration with abundant knowledge and experience in operations, and appropriately performs his duties. Since his assumption of office as Director in August 1991 and as President and Representative Director in August 2002, he has accumulated achievements as the chief executive officer of the Group. Therefore, the Company determines that he is appropriate as Director and reappoints him as candidate for Director.		

Name (Age) (Date of Birth)	Career summary and status of significant concurrent positions		Number of shares of the Company held
<p>2. KASHIMA Eiichi (64) (September 25, 1955)</p> <p>Reelection</p> <p>Attendance at the Board of Directors for the current fiscal term 100% (16 out of 16 meetings)</p>	<p>February 1988</p> <p>October 1997</p> <p>September 1998</p> <p>August 2006</p> <p>July 2013</p> <p>August 2013</p> <p>July 2014</p> <p>December 2019</p> <p>April 2020</p> <p>August 2020</p>	<p>Joined Takara Printing Co., Ltd. (currently TAKARA &amp; COMPANY LTD.)</p> <p>General Manager, Accounting Department of the Company</p> <p>General Manager, General Affairs Department of the Company</p> <p>Executive Officer and General Manager, General Affairs and Personnel Department of the Company</p> <p>Managing Executive Officer and General Manager, Disclosure &amp; IR Business Department II of the Company</p> <p>Director, Managing Executive Officer and General Manager, Disclosure &amp; IR Business Department II of the Company</p> <p>Director, Managing Executive Officer and General Manager, Production Department of the Company</p> <p>Director of the Company</p> <p>Director and Managing Executive Officer of Takara Printing Co., Ltd. (current position)</p> <p>President and Representative Director of e2 inc. (current position)</p> <p>Director and Managing Executive Officer of the Company (current position)</p> <p>Reasons for appointment as candidate for Director Since joining the Company, Mr. KASHIMA Eiichi is well versed in its overall business mainly in the fields of administration, sales and production with abundant knowledge and experience in operations, and appropriately performs his duties. Since his assumption of office as Director in August 2013, he has accumulated achievements in the management of the Group through a wide range of operational experience. Therefore, the Company determines that he is appropriate as Director and reappoints him as candidate for Director.</p>	10,550 shares

Name (Age) (Date of Birth)	Career summary and status of significant concurrent positions		Number of shares of the Company held
<p><u>Reelection</u></p> <p>3. IMAI Tetsuo (63) (January 17, 1957)</p> <p>Attendance at the Board of Directors for the current fiscal term 100% (16 out of 16 meetings)</p>	<p>April 1981</p> <p>November 2004</p> <p>April 2007</p> <p>August 2008</p> <p>August 2015</p> <p>December 2019</p>	<p>Joined The Mitsui Trust Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>General Manager, Abeno Branch, The Chuo Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>Joined Takara Printing Co., Ltd. (currently TAKARA &amp; COMPANY LTD.)</p> <p>Senior Manager, Disclosure Business Department I of the Company</p> <p>Executive Officer and General Manager, Disclosure Sales Promotion Department of the Company</p> <p>Director, Managing Executive Officer and General Manager, Disclosure &amp; IR Business Department II of the Company</p> <p>Director of the Company (current position) Director and Managing Executive Officer of Takara Printing Co., Ltd. (current position)</p> <p>Reasons for appointment as candidate for Director Mr. IMAI Tetsuo possesses deep insight and experience in trust and banking operations. As he is well versed in overall business mainly in the field of sales since joining the Company, and has accumulated achievements in the management of the Group in that area and others since his assumption of office as Director in August 2015, the Company determines that he is appropriate as Director and reappoints him as candidate for Director.</p>	5,900 shares

Name (Age) (Date of Birth)	Career summary and status of significant concurrent positions		Number of shares of the Company held
<div>Reelection</div> <p>4. OKADA Ryusuke (57) (October 19, 1962)</p> <p>Attendance at the Board of Directors for the current fiscal term 100% (16 out of 16 meetings)</p>	<p>April 1986      Joined Nomura Securities Co., Ltd.</p> <p>August 2007    Joined Deutsche Securities Inc.</p> <p>January 2012    Joined Intralinks, Inc.</p> <p>December 2012   Joined Takara Printing Co., Ltd. (currently TAKARA &amp; COMPANY LTD.) Deputy General Manager, Disclosure Translation Department of the Company</p> <p>July 2014      Executive Officer, General Manager, Global Solutions Department of the Company, and Head of Hong Kong Office</p> <p>August 2018    Director, Managing Executive Officer, and General Manager, General Planning Department of the Company (current position)</p> <p>February 2019   Representative Director and Chairman of TOIN Corporation (current position)</p> <p>December 2019   Director and Managing Executive Officer of Takara Printing Co., Ltd. (current position)</p> <p>March 2020    Representative Director and Chairman of Simul International, Inc. (current position)</p> <p>Reasons for appointment as candidate for Director Mr. OKADA Ryusuke possesses deep insight and experience in securities operations. Since joining the Company, he has accumulated achievements in the management of the Group particularly in the areas of development and incubation of new businesses such as advisory services to domestic companies expanding overseas by drawing on his experience from serving at companies of foreign capital and overseas locations. Therefore, the Company determines that he is appropriate as Director and reappoints him as candidate for Director.</p>		3,300 shares



Name (Age) (Date of Birth)	Career summary and status of significant concurrent positions	Number of shares of the Company held
<p> <u>Reelection</u>  5. TSUDA Akira  (76)  (June 15, 1944)    Attendance at the  Board of Directors for  the current fiscal term  100%  (16 out of 16 meetings) </p>	<p> April 1968      Joined Nomura Securities Co., Ltd.  December 1987      Director of Nomura Securities Co., Ltd.  June 1989      Managing Director of Nomura Securities Co., Ltd.  June 1996      Representative Director and Senior Managing  Director of Nomura Securities Co., Ltd.  June 1997      Representative Director and Senior Managing  Director of Japan Associated Finance Co., Ltd.  (currently JAFECO Co., Ltd.)  April 1999      Vice President and Representative Director of  JAFECO Co., Ltd.  May 2002      Chairman and Director of Nomura Investor  Relations Co., Ltd.  June 2003      Chairman and Executive Officer of Nomura Investor  Relations Co., Ltd.  June 2005      President and Representative Director of Nippon  Venture Capital Co., Ltd.  June 2005      External Director of Hitachi Capital Corporation  April 2009      Director of Nippon Venture Capital Co., Ltd.  June 2009      Outside Auditor of Torishima Pump Mfg. Co., Ltd.  August 2009      Director and Executive Officer of Takara Printing  Co., Ltd. (currently TAKARA &amp; COMPANY LTD.)  (part-time)  June 2015      Outside Director (Member of Audit and Supervisory  Committee) of Torishima Pump Mfg. Co., Ltd.  (current position)  April 2018      Chairman of Japan Compliance Promotion  Association (current position)  December 2019      Director of the Company (part-time) (current  position)  Director and Executive Officer of Takara Printing  Co., Ltd. (current position) </p> <p> Significant concurrent positions  Outside Director (Member of Audit and Supervisory Committee) of  Torishima Pump Mfg. Co., Ltd.  Chairman of Japan Compliance Promotion Association </p> <p> Reasons for appointment as candidate for Director  Mr. TSUDA Akira possesses abundant knowledge and experience in  the securities industry, venture capital industry and corporate  management, as well as experience as an independent outside director  and outside corporate auditor at other companies. Since his assumption  of office as Director in August 2009, he has provided appropriate  advice on the overall management of the Group and has accumulated  achievements in sales operations. Therefore, the Company determines  that he is appropriate as Director and reappoints him as candidate for  Director. </p>	<p>1,000 shares</p>

Name (Age) (Date of Birth)	Career summary and status of significant concurrent positions	Number of shares of the Company held
<div> <div>Reelection</div> <div>Outside</div> <div>Independent</div> </div> <p>6. IUE Toshimasa (57) (December 3, 1962)</p> <p>Attendance at the Board of Directors for the current fiscal term 100% (11 out of 11 meetings)</p>	<p>April 1989      Joined SANYO Electric Co., Ltd.</p> <p>June 1996      Member of the Board of SANYO Electric Co., Ltd.</p> <p>June 2002      Vice President of SANYO Electric Co., Ltd.</p> <p>June 2005      President of SANYO Electric Co., Ltd.</p> <p>June 2007      Special Advisor of SANYO Electric Co., Ltd.</p> <p>February 2010   Vice President and Operating Officer of LIXIL Group Corporation</p> <p>April 2011      Director, Vice President and Operating Officer of LIXIL Corporation</p> <p>June 2016      Director of LIXIL Group Corporation</p> <p>July 2017      Advisor of LIXIL Group Corporation</p> <p>June 2018      Outside Director (Member of the Audit Committee) of Enplas Corporation (current position)</p> <p>August 2019    Director of Takara Printing Co., Ltd. (currently TAKARA &amp; COMPANY LTD.)</p> <p>December 2019   Director of the Company (current position)</p> <p>June 2020      Outside Director of KAMEDA SEIKA CO., LTD. (current position)</p> <p>Outside Director (Member of Audit and Supervisory Committee) of Torishima Pump Mfg. Co., Ltd. (current position)</p> <p>Reasons for appointment as candidate for Outside Director Mr. IUE Toshimasa has held key positions including a representative director, and possesses abundant experience and broad insight as a corporate manager. Therefore, the Company determines that he can give valuable advice on our management as an Outside Director. His current term of office as an Outside Director will reach one year at the closing of this General Meeting of Shareholders.</p>	0 shares

Name (Age) (Date of Birth)	Career summary and status of significant concurrent positions		Number of shares of the Company held
<div>Reelection Outside Independent</div> <div>7. SEKINE Chikako (66) (December 16, 1953)</div> <div>Attendance at the Board of Directors for the current fiscal term 100% (11 out of 11 meetings)</div>	April 1972	Joined Shiseido Yamagata Sales Co., Ltd.	0 shares
	April 2006	General Manager, Osaka Branch of Shiseido Sales Co., Ltd. (currently Shiseido Japan Co., Ltd.)	
	April 2008	Seconded to Headquarters of d’ici là Co., Ltd. General Manager, Japan Marketing Headquarters of d’ici là Co., Ltd.	
	October 2009	General Manager, Beauty Consultation Planning Group, International Marketing Department, International Business Division of Shiseido Company, Limited	
	April 2012	Corporate Officer of Shiseido Company, Limited	
	April 2014	Corporate Executive Officer of Shiseido Company, Limited	
	January 2016	Corporate Advisor of Shiseido Company, Limited	
	April 2018	Representative Director of B-mind Corporation (current position)	
	June 2018	Outside Director of VALQUA, LTD. (current position)	
	May 2019	Outside Director of FamilyMart Co., Ltd. (current position)	
	August 2019	Director of Takara Printing Co., Ltd. (currently TAKARA & COMPANY LTD.)	
	December 2019	Director of the Company (current position)	
	Reasons for appointment as candidate for Outside Director In addition to experience accumulated as a corporate officer of a major cosmetics company, Ms. SEKINE Chikako has served as a representative director and outside director at other companies and possesses abundant experience and broad insight. Therefore, the Company determines that she can give valuable advice on our management as an Outside Director. Her current term of office as an Outside Director will reach one year at the closing of this General Meeting of Shareholders.		