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(Securities Code 2593)  
July 2, 2019

**To Shareholders with Voting Rights:**

Daisuke Honjo  
President  
ITO EN, LTD.  
47-10 Honmachi 3-chome,  
Shibuya-ku, Tokyo, Japan

**NOTICE OF  
THE 54TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 54th Annual General Meeting of Shareholders of ITO EN, 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, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in the manner described below by 4:30 p.m. on Tuesday, July 23, 2019, Japan time.

- 1. Date and Time:** Wednesday, July 24, 2019 at 10:00 a.m. Japan time
- 2. Place:** Grand ballroom "Konron," 3F International Convention Center Pamir,  
Grand Prince Hotel New Takanawa located at  
13-1 Takanawa 3-chome, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report and Non-consolidated Financial Statements for the Company's 54th Fiscal Year (May 1, 2018 - April 30, 2019)
    2. Consolidated Financial Statements for the Company's 54th Fiscal Year (May 1, 2018 - April 30, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
  - Proposals to be resolved:**
    - Proposal 1:** Reduction in Amount of Legal Capital Surplus
    - Proposal 2:** Appropriation of Surplus
    - Proposal 3:** Election of 1 Director
    - Proposal 4:** Election of 2 Audit & Supervisory Board Members

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Reduction in Amount of Legal Capital Surplus

#### 1. Reasons for reduction in amount of legal capital surplus

To secure agility and flexibility in its future capital policies, the Company proposes to reduce a partial amount of legal capital surplus and transfer such amount to other capital surplus, pursuant to the provisions of Article 448, Paragraph 1 of the Companies Act.

#### 2. Content of reduction in amount of legal capital surplus

##### (1) Amount of legal capital surplus to be reduced

Legal capital surplus of ¥20,259,030,000 will be reduced by ¥15,259,030,000, with the entire reduction amount transferred to other capital surplus, and the amount of the legal capital surplus after the reduction will be ¥5,000,000,000.

##### (2) Effective date of reduction in amount of legal capital surplus

September 30, 2019

**Proposal 2:** Appropriation of Surplus

The Company proposes that surplus be appropriated as follows.

1. Matters concerning year-end dividend

Returning profits to shareholders is one of ITO EN's top management priorities. Our basic policy regarding earnings distribution is to assure stable distribution of dividends.

Taking into account the Company's business performance for the fiscal year ended April 30, 2019 as well as the future business development, etc., the year-end dividend payment for the fiscal year ended April 30, 2019 is proposed to be made as follows.

For Class-A Preferred Stock, the year-end dividend payment per share for the fiscal year ended April 30, 2019 is to be made as cash in the amount of 125 percent of the amount of cash to be distributed per share of common stock (calculation shall be made to the first decimal place and the first decimal place shall be rounded up) based on the terms of the Class-A Preferred Stock.

(1) Type of dividend assets

Cash

(2) Matters concerning allocation of dividend assets and the total amount thereof

Dividend per share of the Company's common stock: ¥20

Total amount of dividend for common stock: ¥1,771,112,880

Dividend per share of the Company's Class-A Preferred Stock: ¥25

Total amount of dividend for Class-A Preferred Stock: ¥826,428,275

The annual dividend for the fiscal year ended April 30, 2019, including the interim dividend, will amount to ¥40 per share of common stock and ¥50 per share of Class-A Preferred Stock.

(3) Effective date of dividends of surplus

July 25, 2019

2. Matters concerning appropriation of other surplus

The use of retained earnings is proposed as follows for the purpose of making investments for enhancement of corporate value and strengthening the management foundation in preparation for aggressive business development in the future.

(1) Item and amount of surplus to be increased

Special reserve fund: ¥7,000,000,000

(2) Item and amount of surplus to be decreased

Earned surplus carried forward: ¥7,000,000,000

**Proposal 3: Election of 1 Director**

The Company newly adds 1 director in order to further strengthen the management structure, and proposes the election of 1 director. The term of office of the director newly elected will be until the expiration of the terms of office of the other incumbent directors, as stipulated in the Articles of Incorporation of the Company.

The candidate is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Class and number of shares of the Company held	Special interests with the Company
* Yutaka Tanaka (June 5, 1947)	April 1966 Entered the Sapporo Regional Taxation Bureau July 2003 District Director of Tokyo Ueno Tax Office July 2006 Director-General of Takamatsu National Tax Tribunal July 2007 Attached to the Commissioner's Secretariat of National Tax Agency August 2007 Head of Tanaka Tax Certified Accountant Office (current post) July 2013 Outside Audit & Supervisory Board Member of the Company (current post)	Common stock 4,000  Class-A preferred stock -	Not applicable
[Reason for the nomination as a candidate for outside director] Although Mr. Yutaka Tanaka has not participated in management of companies other than as outside corporate auditor, he has expertise and extensive knowledge and experience as a licensed tax accountant. The Company nominates him as a new candidate for outside director because it has judged that he can conduct supervision of management as an outside director by leveraging his experience, knowledge, etc.			

(Notes)

- \* indicates a new candidate for director.
- Mr. Yutaka Tanaka is a candidate for outside director.  
Mr. Yutaka Tanaka has been Outside Audit & Supervisory Board Member of the Company since July 25, 2013, and will have served as Outside Audit & Supervisory Board Member of the Company for six years at the conclusion of this General Meeting of Shareholders. Mr. Yutaka Tanaka will resign as Audit & Supervisory Board Member of the Company at the conclusion of this General Meeting of Shareholders.
- In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into contract with Mr. Yutaka Tanaka to limit liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The limit of liability under such contract shall be the minimum liability amount stipulated by laws and regulations. If the election of Mr. Yutaka Tanaka is approved, the Company will continue such contract with him.
- Mr. Yutaka Tanaka meets the requirements for independent directors in accordance with the provisions of the Tokyo Stock Exchange, and therefore the Company has appointed him as an independent director and registered him with the Tokyo Stock Exchange. If his election is approved, he will continue to be an independent director.

**Proposal 4: Election of 2 Audit & Supervisory Board Members**

The term of office of Audit & Supervisory Board Member Mr. Minoru Takahashi will expire at the conclusion of this General Meeting of Shareholders. In addition, Audit & Supervisory Board Member Mr. Yutaka Tanaka will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of 2 Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its consent to this proposal.

The candidates are as follows:

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Class and number of shares of the Company held	Special interests with the Company
1	* Shuji Nakagomi (March 15, 1958)	<p>March 1981    Joined the Company</p> <p>May 2007    General Manager of Products Department</p> <p>May 2010    Deputy Chief of General Manager's of District Sales Management Division</p> <p>May 2012    Executive Officer and General Manager of District Sales Management Division</p> <p>July 2014    Director</p> <p>May 2017    General Manager of Logistics Division</p> <p>May 2018    Managing Executive Officer</p> <p>May 2019    Advisor (current post)</p>	<p>Common stock 2,500</p> <p>Class-A preferred stock -</p>	Not applicable
<p>[Reason for the nomination as a candidate for Audit &amp; Supervisory Board Member]</p> <p>Mr. Shuji Nakagomi has long led the sales management division and the logistics division at the Company and is well versed in group management. The Company nominates him as a new candidate for Audit &amp; Supervisory Board Member based on such achievement and extensive experience.</p>				
2	* Takashi Miyajima (December 9, 1960)	<p>April 1984    Joined Saitama Bank, Ltd.</p> <p>November 2003 General Manager of Nagaoka Branch, Resona Bank, Ltd.</p> <p>April 2008    General Manager of Ueno and Nippori Area Sales Division No. 1, Resona Bank, Ltd.</p> <p>June 2010    Executive Officer, in charge of Tama area, Resona Bank, Ltd.</p> <p>April 2015    Executive Officer, in charge of Credit Division, Saitama Resona Bank, Ltd.</p> <p>April 2016    Managing Executive Officer of Saitama Resona Bank, Ltd.</p> <p>April 2017    Representative Director and President of Resona Capital Co., Ltd. (current post)</p>	<p>Common stock -</p> <p>Class-A preferred stock -</p>	Not applicable
<p>[Reason for the nomination as a candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>Mr. Takashi Miyajima has many years of experience in financial institutions as well as experience of having engaged in management, and possesses broad knowledge and insight of banking and finance. The Company nominates him as a new candidate for Outside Audit &amp; Supervisory Board Member based on his extensive experience.</p>				

(Notes)

- \* indicates a new candidate for Audit & Supervisory Board Member.
- Mr. Takashi Miyajima is a candidate for Outside Audit & Supervisory Board Member.
- If this proposal is approved as originally proposed, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into contracts with Messrs. Shuji Nakagomi and Takashi Miyajima to limit liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under such contract shall be the minimum liability amount stipulated by laws and regulations.
- Mr. Takashi Miyajima has in the past five years been an executive of Resona Bank, Ltd., which is a major business partner of the Company.