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(Stock Exchange Code 4220) June 4, 2019

To Shareholders with Voting Rights:

Kazuaki Tokiwa Representative Director, President & COO RIKEN TECHNOS CORPORATION Main Office: 2-101, Kanda-Awajicho, Chiyoda-ku, Tokyo

#### NOTICE OF THE 90th 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 90th Ordinary General Meeting of Shareholders of RIKEN TECHNOS CORPORATION (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 (pages 3 through 7), and exercise your voting rights by no later than 5:45 p.m. on Thursday, June 20, 2019, Japan time.

1. Date and Time: Friday, June 21, 2019 at 10:00 a.m. Japan time

2. Place: Nomura Conference Plaza Nihonbashi 6F Large Hall, Nihonbashi Muromachi

Nomura Building (YUITO)

located at 2-4-3, Nihonbashimuromachi, Chuo-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the 90th term

(from April 1, 2018 to March 31, 2019) and results of audits by Independent Accountants and Audit & Supervisory Committee of the Consolidated

Financial Statements

2. Non-consolidated Financial Statements for the 90th term (from April 1, 2018

to March 31, 2019)

Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of 4 Directors (excluding Directors serving as Audit & Supervisory

Committee Members)

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this notice to the meeting venue as a material for the proceedings.

We appreciate your understanding and cooperation with the Company's decision to set the temperature of the air-conditioners at the meeting venue higher than usual on the meeting day as a power-saving initiative. Please come to the meeting wearing light clothing.

We plan to hold a get-together for shareholders after the meeting concludes, so please feel free to attend that as well.

#### Disclosure via the Internet

Among the documents to be provided upon the notification of convocation, the matters listed below are posted on the Company's website pursuant to provisions of laws and regulations as well as Article 13 of the Company's Articles of Incorporation, and therefore are not provided in the Appendix of this Notice.

(1) Notes to the Consolidated Financial Statements, (2) Notes to the Non-consolidated Financial Statements. The above-mentioned matters posted on the Company's website, together with the Appendix relating to matters to be reported, are subject to audits by Independent Accountants and the Audit & Supervisory Committee.

If any revisions are required in the Reference Documents for the General Meeting of Shareholders or in the Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements, the revised versions will be posted on the Company's website.

The Company's website: https://www.rikentechnos.co.jp/

# Reference Documents for the General Meeting of Shareholders

### **Proposals and References**

## Proposal 1: Appropriation of Surplus

The management of the Company has been positioning the distribution of profits to our shareholders through increased corporate value in the mid- to long-term as one of the most important management issues and makes it a basic policy to ensure a steady stream of dividends while considering future business investment, enhancement of shareholders' equity, and other factors, with an aim at a consolidated dividend payout ratio of 30% or more.

Based on the above-mentioned policy, we hereby propose a year-end ordinary dividend for the 90th fiscal year (from April 1, 2018 to March 31, 2019) of \(\frac{4}{8}.00\) per share, an increase of \(\frac{4}{2}.00\) per share from the previous fiscal year.

- (1) Type of dividend properties Cash
- (3) Effective date of distribution of surplus June 24, 2019

# Proposal 2: Election of 4 Directors (excluding Directors serving as Audit & Supervisory Committee Members)

The terms of office of all 5 Directors (excluding Directors serving as Audit & Supervisory Committee Members) will expire at the conclusion of this meeting. Accordingly, we hereby propose the election of 4 Directors (excluding Directors serving as Audit & Supervisory Committee Members) with reduction of one (1) Director due to changes in the management structure.

The Company selected each candidate for nomination in consultation with the voluntary Nomination Committee chaired by an Independent Outside Director.

In addition, the Audit & Supervisory Committee has judged that each candidate is qualified as a Director of the Company, after comprehensively evaluating the status of execution of duties, etc. in the 90th fiscal year.

The candidates for Directors (excluding Directors serving as Audit & Supervisory Committee Members) are as follows:

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hiroshi Shimizu (December 9, 1947) [Reappointment]	March 1970 July 1995 June 2000  June 2003 June 2005  June 2007  June 2008 April 2009 April 2016 [Significant conc. None	Joined the Company Deputy Managing Director, RIMTEC CORPORATION Office Manager, Corporate Planning Office, RIKEN TECHNOS CORPORATION Managing Director, RIKEN (THAILAND) CO., LTD. Director, RIKEN TECHNOS CORPORATION; Managing Director, RIKEN (THAILAND) CO., LTD. Representative Managing Director, RIKEN TECHNOS CORPORATION Representative Senior Managing Director Representative Director & President Representative Director, Chairman & CEO (to present) current positions]	97,700

[Reason for nomination as candidate for Director]

Mr. Hiroshi Shimizu has played a leading role in the Group's management since he assumed the office of Representative Director & President in April 2009, and has extensive experience and achievements as a corporate manager. He has also promoted a transparent corporate governance structure by separating management supervision from management execution since he assumed the office of Representative Director, Chairman & CEO in April 2016. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to strengthening the group governance and supervising the global group management by taking advantage of his many years of experience as Chairman of the Board and his management experience at the Company and overseas group companies.

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		March 1983	Joined the Company	
		April 2002	General Manager, Sales & Marketing Dept., RIMTEC	
		•	CORPORATION	
	Kazuaki Tokiwa	January 2007	Managing Director, RIKEN ELASTOMERS CORPORATION	
	(October 8, 1960)	October 2011	Deputy General Manager, Compound Div.; General	
			Manager, Compound Sales & Marketing Dept., RIKEN	24 700
	[Reappointment]		TECHNOSCORPORATION	34,700
		April 2013	Vice Office Manager, Corporate Planning Office	
		June 2013	Director; Office Manager, Corporate Planning Office	
_		April 2016	Representative Director, President & COO (to present)	
2		[Significant conc		
		None		

[Reason for nomination as candidate for Director]

Mr. Kazuaki Tokiwa carried out various measures to realize the Group's management strategy and business plan in the corporate planning division. He also has extensive experience and achievements as a corporate manager at the overseas group companies. He has promoted various measures in the mid-term business plan by making use of the Company's global network and played a leading role in the Group's management as Representative Director, President & COO since April 2016. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to enhancing the global group management and producing the synergy effect under the new three-year mid-term business plan started in April 2019.

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Junji Irie (July 27, 1958) [Reappointment]	April 1981 April 2009 May 2011 June 2011 June 2012 April 2013 April 2016  January 2017  April 2017  October 2017  April 2019  [Significant cone None	Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) Executive Officer; General Manager, Kobuna-cho Branch Join the Company Office Manager, Legal & Compliance Office Director; Office Manager, Legal & Compliance Office Director; General Manager, Administrative Div.; General Manager, General Affairs Dept Director, Managing Executive Officer; General Manager, Administrative Div.; General Manager, Corporate Planning Div Director, Managing Executive Officer; General Manager, Administrative Div.; General Manager, Corporate Planning Div.; General Manager, General Affairs Dept Director, Managing Executive Officer; General Manager, Administrative Div.; General Manager, General Affairs Dept Director, Managing Executive Officer; General Manager, Administrative Div Director, Managing Executive Officer; General Manager, Administrative Div Director, Managing Executive Officer; General Manager, Administrative Div.; General Manager, Corporate Planning Div (to present) current positions]	32,100

[Reason for nomination as candidate for Director]

Mr. Junji Irie has extensive work experience at leading commercial banks and has considerable insight into management derived from his experience working as a corporate executive. He has revised the corporate governance structure at the Company's administration division, and thereby contributed to strengthening the effectiveness of the Board of Directors' decision-making and supervising function. He has also contributed to streamlining the group management at the corporate planning department. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to the reinforcement of group governance and the group management that leverages the group synergy.

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Gakuyuki Kajiyama (October 29, 1962) [Reappointment]	March 1985 June 2008  March 2010 April 2011 September 2011 April 2016  April 2017  June 2017  April 2019  [Significant concernoes	Joined the Company Office Manager, Nagoya Sales Office; Office Manager, Compound Vehicle R&D Office Deputy General Manager, Compound Div. Vice Office Manager, Corporate Planning Office Managing Director, RIKEN ELASTOMERS CORPORATION Executive Officer, RIKEN TECHNOS CORPORATION; Managing Director, RIKEN ELASTOMERS CORPORATION Senior Executive Officer; General Manager, Corporate Planning Div., RIKEN TECHNOS CORPORATION Director, Senior Executive Officer; General Manager, Corporate Planning Div. Director, Managing Executive Officer; General Manager, Sales & Marketing Div. (to present)	19,000

[Reason for nomination as candidate for Director]

Mr. Gakuyuki Kajiyama has extensive work experience at the Company's technical department and sales & marketing department. He has also contributed to strengthening the global competitiveness including promoting a global sales & marketing structure focused on North America, as a corporate manager of overseas group companies. He has engaged in the formulation and planning of management and business strategy of the entire Group in the Company's corporate planning department since April 2017, and has promoted various measures in the mid-term business plan. He has worked to strengthen a global sales structure at the sales & marketing department since April 2019. The Company nominated him as a candidate for Director because we believe that he will continue to contribute to enhancing the global group management and producing the synergy effect.

(Note) No special interests exist between any of the above candidates and the Company.