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Securities Code: 7893
June 4, 2019

To Our Shareholders

Takeshi Ueno
President and Representative Director

Pronexus Inc.

2-20, Kaigan 1-chome, Minato-ku, Tokyo

NOTICE OF THE 75TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 75th Ordinary General Meeting of Shareholders. If you are unable to attend the meeting, it would be appreciated if you exercise your voting rights by either of the following methods after reviewing the attached reference materials for the general meeting of shareholders.

Meeting Details

- 1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m.
(The reception desk is scheduled to open at 9:00 a.m.)
- 2. Venue:** “Primavera” at Dai-ichi Hotel Tokyo 4F
2-6, Shimbashi 1-chome, Minato-ku, Tokyo
- 3. Agenda:**
Items to be Reported:
 1. The Business Report and the Consolidated Financial Statements for the 75th Business Period (from April 1, 2018 to March 31, 2019), as well as the Audit Report for the Consolidated Financial Statements by Accounting Auditors and Audit & Supervisory Board
 2. The Report of Financial Statements for the 75th Business Period (from April 1, 2018 to March 31, 2019)

Item to be Resolved:

Proposal: Election of Ten (10) Directors

4. Guidance for Exercise of Voting Rights, etc.:

If you are unable to attend the meeting, we would appreciate it if you could exercise your voting rights by postal mail or via the Internet after reviewing the attached reference materials for the general meeting of shareholders. The deadline is **no later than 5:30 p.m., Tuesday, June 25, 2019 (Japan Standard Time).**

* Of the documents to be attached to this Notice of Ordinary General Meeting of Shareholders, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, and the Statement of Changes in Equity and the Notes to the Financial Statements have been posted on the Company’s website (<https://www.pronexus.co.jp/>) in accordance with the provisions of laws and regulations and Article 15 of the Company’s Articles of Incorporation, and accordingly are not included in this Notice of Ordinary General Meeting of Shareholders. The Consolidated Financial Statements and the Financial Statements that were audited by Accounting Auditors and Audit & Supervisory Board Members are the documents attached to this Notice of Ordinary General Meeting of Shareholders as well as the aforementioned documents that have been posted on the Company’s website.

* If there are any amendments to reference materials for the general meeting of shareholders, Business Report, Consolidated Financial Statements or Financial Statements, please note that amended items will be posted on our website (<https://www.pronexus.co.jp/>).

Reference Materials for the General Meeting of Shareholders

Proposal: Election of Ten (10) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company requests the election of ten (10) Directors, adding one (1) Outside Director to further strengthen the Company's corporate governance.

The candidates for Directors are as follows:

Candidate No.	Name	Attribute of Candidate	Current Positions and Responsibilities in the Company	Attendance at Board of Directors meetings (FY2018)
1	Morio Ueno	Reelection	Chairman and Director	14 out of 15 93%
2	Takeshi Ueno	Reelection	President and Representative Director	15 out of 15 100%
3	Yatsuo Watanabe	Reelection	Director and Senior Managing Executive Officer, General Manager, Sales Headquarters	14 out of 15 93%
4	Makoto Kawaguchi	Reelection	Director and Managing Executive Officer, General Manager, Manufacturing Headquarters, in charge of Quality Management Division and NAPS Promotional Office	15 out of 15 100%
5	Masahide Taki	Reelection	Director and Managing Executive Officer, General Manager, Business Reform and Information Systems Headquarters	15 out of 15 100%
6	Kenji Fujisawa	Reelection	Director and Managing Executive Officer, General Manager, Administration Headquarters and Legal & Compliance Office	15 out of 15 100%
7	Masahiro Owada	Reelection	Director and Executive Officer, General Manager, President's Office, in charge of Group companies	15 out of 15 100%
8	Takatsugu Nagatsuma	Reelection Outside Director Independent Officer	Outside Director	14 out of 15 93%
9	Ken Shimizu	Reelection Outside Director Independent Officer	Outside Director	9 out of 11 82%
10	Ichiro Sakai	New Election Outside Director Independent Officer	—	—

Reelection: Candidate for reelection as Director

New Election: Candidate for new Director

Outside Director: Candidate for Outside Director

Independent Officer: Independent Officer stipulated by the Tokyo Stock Exchange

Note: Mr. Ken Shimizu was newly elected Director at the 74th Ordinary General Meeting of Shareholders that was held on June 27th 2018. Accordingly, the stated attendance of meetings for him considers only the Board of Directors meetings held after his assumption.

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions			Number of the Company's shares held	Attendance at Board of Directors meetings (FY2018)
1	Reelection Morio Ueno (November 5, 1939)	January 1966	Joined the Company	7,264,680 14 out of 15 (93%)		
		January 1976	Managing Director of the Company			
January 1976	President and Representative Director of the Company					
June 2008	President, Representative Director and CEO of the Company					
June 2010	Chairman and Representative Director of the Company					
April 2013	Chairman and Representative Director of Zaihon, Inc. (incumbent)					
		June 2015	Chairman and Director of the Company (incumbent)			
[Reason for nomination as candidate for Director] Mr. Morio Ueno served as the former President of the Company for many years and has adequate management experience and accomplishments. He currently serves as Chairman and Director of the Company, giving accurate advice from experience on overall management and fulfilling appropriate roles such as determination of important matters and supervision of business operations. Accordingly, the Company nominated him as a candidate for Director.						
2	Reelection Takeshi Ueno (January 30, 1970)	June 1997	Joined the Company	731,620 15 out of 15 (100%)		
		October 1999	General Manager, Electronic Disclosure Promotion Office, Sales Headquarters of the Company			
June 2000	Director of the Company					
April 2004	Managing Director of the Company					
June 2005	Senior Managing Director of the Company					
June 2007	Executive Vice President and Director of the Company					
June 2008	Executive Vice President, Representative Director and COO of the Company					
May 2010	President and Representative Director of ASP Communications Co., Ltd. (incumbent)					
June 2010	President and Representative Director of the Company (incumbent)					
July 2014	President of PRONEXUS TAIWAN Co., Ltd. (incumbent)					
		November 2018	Chairman and Director of I-N Information Systems, Ltd. (incumbent)			
[Reason for nomination as candidate for Director] For over 10 years after joining the Company, Mr. Takeshi Ueno has played an active role in establishing new businesses that today have become mainstay businesses of the Company such as the digitization of legal disclosure documents and the database business. Since becoming the Company's President, he has worked to reform the business structure to make it better suited to the changing business environment, including digitization initiatives while at the same time working to steadily increase the operating results of the Overseas Promotion Support Business in the field of new businesses. He has been steadily striving in this way to deal with various management issues to enhance the corporate value, and he is expected to continuously show strong leadership. Accordingly, the Company nominated him as a candidate for Director.						

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions			Number of the Company's shares held	Attendance at Board of Directors meetings (FY2018)
3	Reelection Yatsuo Watanabe (January 21, 1953)	March	1973	Joined the Company	104,600	14 out of 15 (93%)
		April	1999	General Manager, Customer Service Division, Sales Headquarters of the Company		
June	2000	Director of the Company				
June	2003	Managing Director of the Company				
April	2008	Managing Director, General Manager, Disclosure Business Headquarters of the Company				
June	2008	Director and Senior Managing Executive Officer, General Manager, Sales Headquarters of the Company (incumbent)				
[Reason for nomination as candidate for Director] Mr. Yatsuo Watanabe has engaged in sales, production and other operations since joining the Company, and has extensive business experience and knowledge. He currently heads the Company's entire sales operations as General Manager of the Sales Headquarters and plays central roles in expanding the core business and in new business promotion. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.						
4	Reelection Makoto Kawaguchi (March 2, 1956)	April	1976	Joined the Company	64,000	15 out of 15 (100%)
		June	2006	Director, General Manager, Desktop Publishing (DTP) Production Division, Disclosure Business Headquarters of the Company		
June	2008	Director and Managing Executive Officer, General Manager, Customer Service Headquarters of the Company				
April	2011	Director and Managing Executive Officer, General Manager, Production Headquarters and General Manager, Production Division of the Company				
June	2013	Director and Managing Executive Officer, General Manager, Manufacturing Headquarters, in charge of Quality Management Division and NAPS Promotional Office of the Company (incumbent)				
[Reason for nomination as candidate for Director] Mr. Makoto Kawaguchi has engaged in production and manufacturing since joining the Company, and has adequate experience and knowledge in managing a series of manufacturing processes. As General Manager of the Manufacturing Headquarters, he is currently striving to improve production efficiency and establish a quality management system at the Company's Toda Factory. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.						

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions		Number of the Company's shares held	Attendance at Board of Directors meetings (FY2018)	
5	Reelection Masahide Taki (May 9, 1959)	December	1997	Joined the Company General Manager, Information Systems Division, Sales Headquarters of the Company	37,000	15 out of 15 (100%)
		June	2006	Director, General Manager, Information Systems Office of the Company		
		June	2008	Director and Managing Executive Officer, General Manager, Information Systems Headquarters, in charge of ISO Promotional Office (ISMS) of the Company		
		April	2012	Director and Managing Executive Officer, General Manager, Information Systems Headquarters, in charge of Quality Management Division of the Company		
		June	2014	Director and Managing Executive Officer, General Manager, Information Systems Headquarters of the Company		
		April	2017	Director and Managing Executive Officer, General Manager, Business Reform and Information Systems Headquarters of the Company (incumbent)		
[Reason for nomination as candidate for Director] Mr. Masahide Taki has engaged in information-system-related operations for many years, and has advanced knowledge and experience in IT. As General Manager of the Business Reform and Information Systems Headquarters, he is currently strengthening information security and pushing ahead with the company-wide business reform using IT. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.						
6	Reelection Kenji Fujisawa (July 18, 1958)	April	2011	General Manager, General Affairs and Personnel Division of Taito Corporation	10,300	15 out of 15 (100%)
		April	2014	Joined the Company Assistant General Manager, Administration Headquarters of the Company		
		October	2014	Assistant General Manager, Administration Headquarters and General Manager, Legal & Compliance Office of the Company		
		June	2015	Director and Managing Executive Officer, General Manager, Administration Headquarters and Legal & Compliance Office of the Company (incumbent)		
[Reason for nomination as candidate for Director] Mr. Kenji Fujisawa has been engaged in personnel system design, compliance system implementation, etc. since he was working for his previous employer, and has abundant experience and knowledge in administration and personnel operations. As General Manager of the Administration Headquarters, he is currently strengthening information management systems and promoting human resources development. As it is expected that he can promote and strengthen the Company's corporate governance, the Company nominated him as a candidate for Director.						

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions		Number of the Company's shares held	Attendance at Board of Directors meetings (FY2018)	
7	Reelection Masahiro Owada (September 22, 1952)	February	2001	Joined the Company	29,800	15 out of 15 (100%)
		April	2002	General Manager, General Planning Office, Sales Headquarters of the Company		
May	2003	General Manager, President's Office of the Company				
June	2006	Director, General Manager, President's Office of the Company				
July	2007	Director, General Manager, President's Office, in charge of Group companies and Legal & Compliance Office of the Company				
June	2008	Director and Executive Officer, General Manager, President's Office, in charge of Group companies, Legal & Compliance Office and Internal Control Promotion Office of the Company				
April	2010	Director and Executive Officer, General Manager, President's Office, in charge of Group companies of the Company (incumbent)				
[Reason for nomination as candidate for Director] Mr. Masahiro Owada has engaged in management planning, investor relations and other operations since joining the Company, and has abundant knowledge. As General Manager of the President's Office, he is currently formulating and promoting the Company's growth strategies and playing central roles in the management of Group companies. As it is expected that he can contribute to the management of Group companies, the Company nominated him as a candidate for Director.						
8	Reelection Outside Director Independent Officer Takatsugu Nagatsuma (May 21, 1965)	April	1992	Joined IBM Japan, Ltd.	-	14 out of 15 (93%)
		January	1994	Joined Sankyo Frontier Co., Ltd.		
June	1995	Director, General Manager, Management Planning Division and Regional Block Head, Sales Headquarters of Sankyo Frontier Co., Ltd.				
June	1996	Senior Managing Director and General Manager, Management Planning Division of Sankyo Frontier Co., Ltd.				
June	2001	Representative Senior Managing Director and General Manager, Sales Promotion Headquarters of Sankyo Frontier Co., Ltd.				
June	2002	President of Sankyo Frontier Co., Ltd. (incumbent)				
June	2016	Outside Director of the Company (incumbent)				
[Reason for nomination as candidate for Outside Director] Mr. Takatsugu Nagatsuma currently serves as President of a company. As he is considered to be able to use his abundant experience and insights of corporate management for the Company's management from an objective standpoint, and is also expected to promote enhanced corporate governance, the Company nominated him as a candidate for Outside Director.						

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions			Number of the Company's shares held	Attendance at Board of Directors meetings (FY2018)
9	Reelection Outside Director Independent Officer Ken Shimizu (June 23, 1968)	April	1992	Joined The Sakura Bank, Limited (current Sumitomo Mitsui Banking Corporation)	-	9 out of 11 (82%)
		May	1998	Joined WDI Holding, Inc. (current WDI Corporation) Director of WDI Holding, Inc.		
		April	2003	President of WDI Corporation (incumbent)		
		June	2018	Outside Director of the Company (incumbent)		
[Reason for nomination as candidate for Outside Director] Mr. Ken Shimizu currently serves as President of a company and has abundant experience of corporate management in a variety of regions including North America and Asian countries. As he is considered to be able to give appropriate advice for the Company's management based on his experience as a corporate executive and from a global perspective, and is also expected to further strengthen the group governance, the Company nominated him as a candidate for Outside Director.						
10	New Election Outside Director Independent Officer Ichiro Sakai (December 4, 1961)	July	1990	Joined SAKAI HEAVY INDUSTRIES, LTD.	-	
		June	1991	Director, Deputy General Manager, Corporate Planning Department of SAKAI HEAVY INDUSTRIES, LTD.		
		July	1993	Managing Director, General Manager, Business Development Department of SAKAI HEAVY INDUSTRIES, LTD.		
		March	1995	President and Representing Director of SAKAI HEAVY INDUSTRIES, LTD. (incumbent)		
[Reason for nomination as candidate for Outside Director] Mr. Ichiro Sakai has been serving as President of a global construction equipment manufacturer with over 100 years of history and has been engaged in overall management of the company for many years. As he is considered to be able to give appropriate advice that contributes to improving the corporate value and sustainability of the Company from a medium- to long-term and broad perspective which has been cultivated through his abundant knowledge of and experience in corporate management, the Company nominated him as a candidate for Outside Director.						

- Notes:
- There are no special interests between each candidate and the Company.
 - Mr. Takatsugu Nagatsuma, Mr. Ken Shimizu and Mr. Ichiro Sakai are candidates for Outside Directors.
 - Mr. Takatsugu Nagatsuma and Mr. Ken Shimizu currently serve as Outside Directors of the Company, and their terms of office as Outside Director of the Company will be 3 years for Mr. Takatsugu Nagatsuma and will be 1 year for Mr. Ken Shimizu at the conclusion of this Ordinary General Meeting of Shareholders.
 - Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Takatsugu Nagatsuma and Mr. Ken Shimizu to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on the agreement shall be the amount prescribed in laws and regulations. Such limitation of liability shall apply only when the Outside Directors acted in good faith and without gross negligence in performing the duties giving rise to liabilities.
If the proposal is approved, the Company will continue the said agreement with Mr. Takatsugu Nagatsuma and Mr. Ken Shimizu. In addition, the Company plans to enter into the same agreement with Mr. Ichiro Sakai.
 - The Company has notified the Tokyo Stock Exchange of the status of Mr. Takatsugu Nagatsuma and Mr. Ken Shimizu as Independent Officers stipulated by the Exchange. If Mr. Takatsugu Nagatsuma and Mr. Ken Shimizu are reelected and Mr. Ichiro Sakai is approved, the Company plans to register them as Independent Officers. Mr. Takatsugu Nagatsuma, Mr. Ken Shimizu and Mr. Ichiro Sakai fulfill the requirement for Independent Officers stipulated by the Exchange and the Company judged that there are no potential conflicts of interests between each of them and the general shareholders of the Company.