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(Stock Exchange Code 4994)  
June 12, 2017

**To Shareholders with Voting Rights:**

Yoshinari Kimura  
President  
Taisei Lamick Co., Ltd.  
873-1 Shimo-Ohsaki,  
Shiraoka, Saitama, Japan

**NOTICE OF  
THE 52ND ANNUAL 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 52nd Annual General Meeting of Shareholders of Taisei Lamick Co., 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 by submitting the Voting Rights Exercise Form. Please review the attached Reference Documents for the General Meeting of Shareholders, and return the Voting Rights Exercise Form so that it is received by 5:30 p.m. on Tuesday, June 27, 2017, Japan time.

- 1. Date and Time:** Wednesday, June 28, 2017 at 10:00 a.m. Japan time
- 2. Place:** Conference room at Taisei Lamick Co., Ltd.  
873-1 Shimo-Ohsaki, Shiraoka, Saitama, Japan

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this Notice of Convocation with you to preserve resources.

### 3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2016 - March 31, 2017) 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 Company's 52nd Fiscal Year (April 1, 2016 - March 31, 2017)

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Seven (7) Directors

### 4. Others

Of the documents required to be provided with this Notice of Convocation, the "Notes to the Consolidated Financial Statements" and the "Notes to the Non-consolidated Financial Statements" are posted on the Company's website in accordance with laws and regulations and Article 14 of the Articles of Incorporation of the Company.

The Consolidated Financial Statements and Non-consolidated Financial Statements attached to this Notice of Convocation are provided as part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited in preparing accounting audit reports and audit reports by the Accounting Auditor and Corporate Auditors.

Furthermore, shareholders who wish to receive the "Notes to the Consolidated Financial Statements" and the "Notes to the Non-consolidated Financial Statements" delivered by mail may request a copy by contacting the General Affairs & Human Resources Department of the Company (Tel: 0480-97-0224).

In the event that any updates to the Reference Documents, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements for the General Meeting of Shareholders are required by the day prior to the General Meeting of Shareholders, the updates will be posted on the Company's website (<http://www.lamick.co.jp/>) (Japanese only).

If you are unable to attend the meeting, you may designate one (1) other shareholder with voting rights to attend the General Meeting of Shareholders as your proxy. However, please note that the proxy will be required to submit certification verifying authority thereof.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal No. 1:** Appropriation of Surplus

The Company considers the return of profits to shareholders as an important management policy, and its basic policy is to provide stable and continuous dividends with consideration of business results and future business expansion, etc.

Matters concerning year-end dividends

Based on the above policy, the Company proposes the following year-end dividends for the 52nd fiscal year, in consideration of business results for the fiscal year under review and future business expansion, etc.

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount  
37 yen per share of common stock, for a total of 257,357,200 yen  
(Note) Annual dividends, including the interim dividend, amount to 70 yen per share.
- (3) Effective date of distribution of surplus  
June 29, 2017

**Proposal No. 2: Election of Seven (7) Directors**

The terms of office of all Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. In addition, Director Tadayoshi Yamamoto passed away on May 3, 2017, which brought the number of Directors to six (6). Accordingly, the election of seven (7) Directors is proposed.

The candidates for Director are as follows:

No.	Name	Current position and responsibilities at the Company	Term of office as Director
1	<u>Reappointment</u> Yoshinari Kimura	President	27 years
2	<u>Reappointment</u> Masaharu Yamaguchi	Managing Director and General Manager, ASEAN Business Division	20 years
3	<u>Reappointment</u> Tadashi Hasebe	Director and Head, Administration Headquarters	6 years
4	<u>Reappointment</u> Ichiro Tomita	Director and Head, DANGAN - Solution Business Unit, Head, Production Headquarters	8 years
5	<u>Reappointment</u> Susumu Miyashita <u>Candidate for Outside Director</u> <u>Candidate for Independent Director/Auditor</u>	Outside Director	3 years
6	<u>Reappointment</u> Naoko Tomono <u>Candidate for Outside Director</u> <u>Candidate for Independent Director/Auditor</u>	Outside Director	1 year
7	<u>New appointment</u> Michitaka Suzuki <u>Candidate for Outside Director</u> <u>Candidate for Independent Director/Auditor</u>	Outside Corporate Auditor	— years

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshinari Kimura (September 22, 1953)	<p>July 1990 Director and General Manager, Reproduction Division, the Company</p> <p>July 1993 Managing Director and Plant Manager</p> <p>July 1995 Senior Managing Director and Head, Packaging Film Headquarters</p> <p>June 2000 Senior Managing Director and Head, Production Headquarters</p> <p>June 2002 Senior Managing Director and Head, Administration Headquarters</p> <p>March 2005 President, Taipack Co., Ltd. (to the present)</p> <p>June 2007 President, the Company (to the present)</p>	177,700 shares
2	Masaharu Yamaguchi (July 11, 1958)	<p>July 1997 Director and Plant Manager, Packaging Film Headquarters, the Company</p> <p>June 2000 Director and Deputy Head, Production Headquarters</p> <p>June 2002 Director and Head, Production Headquarters</p> <p>June 2009 Director and Head, Machine and Development Headquarters</p> <p>April 2011 President, Taisei Lamick USA, Inc.</p> <p>June 2011 Managing Director, the Company</p> <p>September 2016 Managing Director and General Manager, ASEAN Business Division (to the present)</p> <p>October 2016 Director, Malaysia Packaging Industry Berhad (to the present)</p>	8,300 shares
3	Tadashi Hasebe (May 10, 1965)	<p>April 2006 Sector Manager (Acting General Manager), Process Sector, Production Headquarters, the Company</p> <p>July 2007 Acting General Manager, Manufacturing Control Division, Production Headquarters</p> <p>June 2009 Executive Officer and General Manager, Finance Division, Administration Headquarters, General Manager, IT and Systems Division</p> <p>June 2009 President, Green Packs Co., Ltd.</p> <p>June 2010 Executive Officer and Deputy Head, Administration Headquarters, the Company</p> <p>June 2011 Director and Head, Administration Headquarters (to the present)</p>	2,800 shares
4	Ichiro Tomita (June 21, 1969)	<p>April 2002 Plant Manager, Production Headquarters, the Company</p> <p>April 2007 Acting General Manager, Finance Division, Administration Headquarters</p> <p>April 2008 General Manager, Finance Division, Administration Division</p> <p>June 2009 Director and Head, Production Headquarters</p> <p>April 2017 Director and Head, DANGAN - Solution Business Unit, Head, Production Headquarters (to the present)</p>	4,500 shares

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Susumu Miyashita (March 4, 1948)	April 1972	Joined Toyo Ink Manufacturing Co., Ltd. (currently Toyo Ink SC Holdings Co., Ltd.)	— shares
		January 2000	Representative Director and President, TOYO INK EUROPE S.A.S.	
		January 2005	Representative Director and President, HANIL TOYO CO., LTD.	
		March 2007	Representative Director, President, Toyo-Morton, Ltd.	
		June 2014	Director, the Company (to the present)	
6	Naoko Tomono (August 25, 1964)	April 1988	Joined THE SEIBU DEPARTMENT STORES, INC. (currently Sogo & Seibu Co., Ltd.)	— shares
		December 2008	Registered as attorney-at-law (Daini Tokyo Bar Association)	
		January 2009	Joined Takagi Yoshiko Law Office (currently T&T Partners Law Office) (to the present)	
		June 2016	Director, the Company (to the present)	
7※	Michitaka Suzuki (October 13, 1950)	April 1976	Joined The Bank of Tokyo, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	— shares
		October 1997	Deputy General Manager, Shinjuku-Shintoshin Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	
		November 2002	General Manager, Mumbai Branch, The Bank of Tokyo-Mitsubishi, Ltd.	
		October 2004	Transferred to SHIROKI Corporation	
		February 2005	Vice-president, SHIROKI North America, Inc.	
		June 2007	President, SHIROKI North America, Inc.	
		October 2012	Special Adviser, SHIROKI Corporation	
		March 2014	Retired from SHIROKI Corporation	
		June 2015	Corporate Auditor, the Company (to the present)	

(Notes)

- There are no special interests between the candidates for Director and the Company.
- Mr. Susumu Miyashita, Ms. Naoko Tomono and Mr. Michitaka Suzuki are candidates for Outside Director. Furthermore, the Company has designated both Mr. Susumu Miyashita and Ms. Naoko Tomono as Independent Director/Auditor as stipulated by the Tokyo Stock Exchange, and has submitted them as such to the aforementioned Exchange. The Company plans to submit Mr. Michitaka Suzuki as Independent Director/Auditor to the same Exchange as well.
- The term of office of Mr. Susumu Miyashita as Outside Director of the Company will be three (3) years at the close of this General Meeting of Shareholders. The term of office of Ms. Naoko Tomono as Outside Director of the Company will be one (1) year at the close of this General Meeting of Shareholders.
- Mr. Michitaka Suzuki is an Outside Corporate Auditor of the Company. He will resign from Corporate Auditor of the Company at the close of this General Meeting of Shareholders. The term of office of Mr. Michitaka Suzuki as Outside Corporate Auditor of the Company will be two (2) years at the close of this General Meeting of Shareholders.
- Reasons for selection as candidates for Outside Director
 

Mr. Susumu Miyashita has many years of experience as President at several companies, and based on his wealth of experience and wide range of insight as a corporate manager, the Company expects him to continue to supervise management of the Company, so as to contribute to stronger corporate governance through providing suggestions on overall management. Thus, the Company proposes his election as Outside Director.

Ms. Naoko Tomono is an attorney-at-law, and based on her insight concerning laws, the Company expects her to provide useful opinions from a professional standpoint, as well as to contribute to the promotion of diversity by leveraging her extensive experience and knowledge in human resources. Thus, the Company proposes her re-election as Outside Director.

Mr. Michitaka Suzuki has a long tenure at a financial institution, and has considerable knowledge in finance and accounting. In addition, he has a wealth of experience and achievements as well as a wide range of knowledge and insight concerning corporate management. The Company determined that he is a suitable person to serve as Outside Director, and thus proposes his election as Outside Director.
- Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into liability limitation agreements with both Mr. Susumu Miyashita and Ms. Naoko Tomono to limit their liabilities in Article 423, Paragraph 1 of the same Act, and the limit of liability under the agreements is limited to the minimum amount stipulated by Article 425, Paragraph 1 of the same Act, assuming that they performed their duties in good faith

and without gross negligence. If the two are re-elected, the Company plans to continue these agreements with them. Moreover, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Michitaka Suzuki as Outside Corporate Auditor to limit his liabilities in Article 423, Paragraph 1 of the same Act. The limit of liability under the agreement is limited to the minimum amount stipulated by laws and regulations. If Mr. Michitaka Suzuki is elected as Outside Director, the Company plans to enter into a similar agreement with him as Outside Director.

7. ※ refers to a new candidate for Director.