

(Securities code: 2714) June 4, 2019

To Shareholders with Voting Rights,

Kyota Kishimoto Representative Director and President Pla Matels Corporation 4-7-35 Kitashinagawa, Shinagawa-ku, Tokyo, Japan

## NOTICE OF THE 90th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

We thank you very much for your solid encouragement and support.

You are cordially invited to the 90th Annual General Meeting of Shareholders (the "Meeting") of Pla Matels Corporation (the "Company") as below. If you cannot attend the Meeting, you may exercise your voting rights in writing, so please review the attached Reference Documents for the General Meeting of Shareholders and indicate your approval or disapproval for the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:15 p.m. Japan time, Thursday, June 20, 2019.

- **1. Date and time:** Friday, June 21, 2019 at 10:00 a.m. Japan time (reception starts at 9:30 a.m.)
- 2. Venue: Banquet halls Iris/Camellia, B1F, Tokyo Marriott Hotel at Gotenyama Trust City 4-7-36 Kitashinagawa, Shinagawa-ku, Tokyo, Japan (Please see the guide map of the venue of the Meeting at the end of this document.) (in Japanese)

3. Purpose of the Meeting:



Matters to be reported: :	<ol> <li>The Business Report, Consolidated Financial Statements for the 90th Fiscal Year (from April 1, 2018 to March 31, 2019) and results of audits by the Accounting Auditor and the Board of Corporate Auditors</li> </ol>
	2. The Non-consolidated Financial Statements for the 90th Fiscal Year (from April 1, 2018 to March 31, 2019)
Matters to be resolved:	
Proposal No. 1:	Appropriation of Surplus
<b>Proposal No. 2:</b>	Election of Seven (7) Directors
Proposal No. 3:	Election of One (1) Corporate Auditor

#### Guidance

When you attend the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception.

### **Disclosure on the Internet**

Of the documents to be included in this convocation notice, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website pursuant to laws and regulations as well as Article 14 of the Articles of Incorporation of the Company, and are therefore not provided in the attachment to this convocation notice. The Consolidated and Non-consolidated Financial Statements provided in the attachment to this convocation notice are excerpt of the Consolidated and Non-consolidated Financial Statements audited by the Accounting Auditor and the Board of Corporate Auditors in preparing accounting audit report and audit report, respectively.

Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated and Non-consolidated Financial Statements will be posted on the Company's website (<u>https://www.plamatels.co.jp/</u>).

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.



# **Reference Documents for the General Meeting of Shareholders**

### Proposal No. 1: Appropriation of Surplus

The Company considers the stable return of profits to shareholders as one of the most important tasks for management. The Company's basic policy on the appropriation of surplus is to continue stable dividend payments while ensuring internal reserves necessary for future business development and strengthening the business and financial foundation.

Based on the above policy, the Company proposes to pay a year-end dividend of 13 yen per share, which makes a full-year dividend totaling 23 yen per share.

- 1. Year-end dividend
  - 1) Type of dividend property Cash
  - 2) Allotment of dividend property to shareholders and its total amount The Company proposes an ordinary dividend of 13.00 yen per share of the Company's common stock. The total amount of dividends will be 111,127,627 yen. (The interim dividend of 10.00 yen and year-end dividend of 13.00 yen will amount to an annual dividend of 23.00 yen in total.)
  - 3) Effective date of the distribution of surplus The Company proposes Monday, June 24, 2019.
- 2. Other matters regarding appropriation of surplus
  - Surplus item to decrease and its amount Retained earnings brought forward
     Surplus item to increase and its amount
  - General reserve 150,000,000 yen

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

The terms of office of seven (7) Directors will expire at the closing of this Meeting. Accordingly, the Company proposes to elect seven (7) Directors.

The details of the candidates for Director are as follows:



No.	Name		Positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Kyota Kishimoto	[Renomination]	Representative Director and President	13 out of 13 meetings (100%)
2	Satoshi Komaba	[Renomination]	Senior Managing Director; Senior General Manager, Sales Division	13 out of 13 meetings (100%)
3	Nobuaki Sumitomo	[Renomination]	Director; Senior General Manager, Administration Division	13 out of 13 meetings (100%)
4	Atsushi Tsutsumi	[Renomination]	Director; Assistant to Senior General Manager, Sales Division	11 out of 11 meetings (100%) (after assumption of office in June 2018)
5	Tomoyuki Fujisawa	[New candidate] [External Director]	-	-
6	Osamu Iwai	[New candidate]	-	-
7	Katsuhiro Nishimura	[Renomination]	Director	11 out of 11 meetings (100%) (after assumption of office in June 2018)

No.	Name (Date of birth)		Career summary, positions and responsibilities at the Company	Number of shares of the Company held
1	Kyota Kishimoto (Aug. 18, 1958) [Renomination] [Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)	Apr. 1983 Jul. 1996 Jun. 2000 Apr. 2004 May 2006 Apr. 2007 Apr. 2010 Apr. 2015 May 2015 Jun. 2017 Jun. 2018	Joined Nichimen Corporation (currently Sojitz Corporation) Manager, Section No. 2, Industrial Materials Department Seconded to AK&N Limited (Havant, UK); Director General Manager, Chemicals & Plastic Resin Division, Sojitz Europe plc Deputy Senior General Manager, Packaging Materials Division, Pla-Net Corporation (currently Sojitz Pla-Net Corporation) General Manager, Packaging Materials Department No. 2, Sojitz Pla-Net Corporation President, Sojitz Taiwan Corporation Joined the Company Representative Director and President, Fujimatsu Co., Ltd. Director, the Company Representative Director and President (to present)	2,100



No.	Name (Date of birth)		Career summary, positions and responsibilities at the Company	Number of shares of the Company held
	After joining the Company in a manager. He assumed the positi	nged in the businesse 2015, he served as F ion of Representativ	s related to chemicals and plastics at Sojitz Corporation group, and served as President of an oversea president of Fujimatsu Co., Ltd., a subsidiary of the Company, and accumulated experience and tra- e Director of the Company in 2018 and has worked to enhance the corporate value with his know the Company judges him appropriate as Director and nominates him again as a candidate.	ack record as a corporate
	Satoshi Komaba (Jul. 8, 1956)	Jan. 1989 Apr. 2001 Apr. 2005	Joined Nihon-Jushi Co., Ltd. (currently Pla Matels Corporation) General Manager, Sales Department No. 2, the Company Senior General Manager, Sales Division No. 1	
	[Renomination]	Jun. 2005 Jun. 2008	Director Managing Director	21,500
2	[Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%)	Jun. 2010 Jun. 2011 Apr. 2012 Jun. 2012	Managing Director and Senior General Manager, Sales Division No. 2 Managing Director responsible for Sales Division Managing Director and Senior General Manager, Sales Division Senior Managing Director and Senior General Manager, Sales Division (to present)	
	current sales foundation of the C to further strengthen the sales	predecessor, Nihon- Company. After assur function of the Con	Jushi Co., Ltd., Satoshi Komaba has been long engaged in sales operation of the Company and containing the position of Director of the Company in 2005, he has been concurrently serving as the head of pany from a managerial perspective, as Managing Director and then as Senior Managing Direct mappropriate as Director and nominates him again as a candidate.	f Sales Division, working



No.	Name (Date of birth)	C	Career summary, positions and responsibilities at the Company	Number of shares of the Company held	
3	Nobuaki Sumitomo (Jul. 17, 1955) [Renomination] [Attendance at the Board of Directors meetings] 13 out of 13 meetings (100%) [Reason for nomination as candi	Apr. 2003       Jo         Dec. 2006       Jo         Apr. 2008       Ge         Apr. 2009       Ex         Jun. 2011       Di         Jul. 2011       Di         Apr. 2012       Di         Jun. 2012       Di         Pl       Jun. 2012         Jun. 2013       Di         Dec. 2013       Di         Feb. 2018       Di         Ater for Director]       Di	ined Nichimen Co., Ltd (currently Sojitz Corporation) ined Arysta LifeScience Corporation ined the Company eneral Manager, Finance and Accounting Department xecutive Officer and Assistant to Senior General Manager, Administration Division irector responsible for Administration Division; General Manager, Corporate Planning epartment irector and Senior General Manager, Administration Division; General Manager, Corporate anning Department irector and Senior General Manager, Administration Division; General Manager, Corporate anning Department irector and Senior General Manager, Administration Division; General Manager, Corporate anning Department; General Manager, Administration Division; General Manager, Corporate irector and Senior General Manager, Administration Division; General Manager, Corporate anning Department; General Manager, Administration Division; General Manager, Corporate anning Department; General Manager, Administration Division irector and Senior General Manager, Administration Division irector and Senior General Manager, Administration Division irector and Senior General Manager, Administration Division; General Manager, Finance and ccounting Department irector and Senior General Manager, Administration Division; General Manager, Finance and ccounting Department	1,500	
	Since joining the Company in 2006, Nobuaki Sumitomo has worked to establish a stable financial foundation of the Company through serving as General Manager of Finance and Accounting Department and engaging in other operations related to finance and accounting, and then as Senior General Manager of Administration Division, after he took office as Director of the Company in 2011. He has also contributed to strengthening the Company's governance system as a person responsible for legal affairs, risk management, investor and shareholder relations, human resources, and IT strategies. In light of his professional knowledge, experience and track record accumulated through these duties to date, the Company judges him appropriate as Director and nominates him again as a candidate.				
	Atsushi Tsutsumi (Nov. 12, 1960) [Renomination]	May 1997SeFeb. 2001SeJan. 2006Ge	ined Asahi Chemical Industry Co., Ltd. (currently Asahi Kasei Corp.) econded to STYRON ASIA MALAYSIA econded to A&M Styrene Co., Ltd. (currently PS Japan Corporation) eneral Manager, Sales Department fanaging Director and General Manager, Sales Department		
4	[Attendance at the Board of Directors meetings] 11 out of 11 meetings (100%) (after assumption of office in June 2018)	Sep. 2011 Ge As Jun. 2016 Ge Jul. 2017 As	eneral Manager, Elastomers Sales & Marketing Department 1, Synthetic Rubber Division, sahi Kasei Corp. eneral Manager, Elastomers Sales & Marketing Department 2, Synthetic Rubber Division ssistant to Senior General Manager, Sales Division, the Company irector and Assistant to Senior General Manager, Sales Division (to present)		



Ν	lo.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
		Japan Corporation, to which he	date for Director] aged in the plastic-related business at Asahi Kasei Corp. group. After experiencing an overseas assignment, he served as Ma was seconded, and accumulated experience and track record as a corporate manager. In light of his abundant knowledge pany judges him appropriate as Director and nominates him again as a candidate.	



No.	Name (Date of birth)		Career summary, positions and responsibilities at the Company	Number of shares of the Company held
	Tomoyuki Fujisawa (Aug. 4, 1969)	Apr. 1992 Jun. 2006	Joined Asahi Chemical Industry Co., Ltd. (currently Asahi Kasei Corp.) Manager, Performance Plastics Technology Development Department, Asahi Kasei Chemicals Corporation (currently Asahi Kasei Corp.)	
	[New candidate] [External Director]	Jun. 2009 Feb. 2015 Apr. 2016 Jan. 2018	Deputy General Manager, Performance Plastics Technology Development Department Deputy General Manager, STYLAC Sales Department Deputy General Manager, STYLAC SUNVIEO Sales Department, Asahi Kasei Corp. General Manager, STYLAC Sales Department (to present)	_
	duties of its External Direct	ors that is prerequisite Company nominates hi	er of the sales department of the plastic materials of said company. He has sufficient knowledge in the to becoming a candidate for the Company's External Director, and in light of his abundant experient in as a candidate for incoming External Director.	
		Apr. 1982 Jan. 2000	Joined Nichimen Corporation (currently Sojitz Corporation) Manager, Financial Market Section, Forex Securities Dept.	
	Osamu Iwai (Aug. 4, 1959)	Oct. 2002 Apr. 2008 Apr. 2010	Seconded to Nichimen Asia Pacific Corporation General Manager, Risk Management Dept., Sojitz Corporation General Manager, Internal Audit Dept.	_
r	[New candidate]	Jul. 2015 Apr. 2016 Apr. 2017	Senior General Manager, Legal and Internal Audit Corporate Officer, Internal Audit and Internal Control Administration Department Seconded as CFO and CAO for Europe, Russia & NIS (London)	
6		Apr. 2019	Director, Executive Vice President, Sojitz Pla-Net Corporation (to present)	
	has an experience and track	nent in the financial op record as CFO of its o	peration at Sojitz Corporation group, Osamu Iwai served as the head of departments related to risk m overseas management company. In light of his professional knowledge accumulated through these du or in the expectation that he will provide general guidance for the Company's management.	



No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held		
7	Katsuhiro Nishimura (Nov. 11, 1967) [Renomination] [Attendance at the Board of Directors meetings] 11 out of 11 meetings (100%) (after assumption of office in June 2018)	Apr. 1991Joined Nichimen Corporation (currently Sojitz Corporation)Apr. 2004Stationed at Sojitz Europe plcMay 2010Seconded to Sojitz Pla-Net Corporation Manager, Section No. 1, Packaging Materials Department No. 1Apr. 2015General Manager, Packaging Materials Department No. 1Jun. 2018Director, the Company (to present)Jan. 2019Deputy Senior General Manager, Packaging Materials Unit, Sojitz Pla-Net Corporation present)	n (to		
	[Reason for nomination as candidate for Director] Katsuhiro Nishimura was long engaged in the plastic-related business at Sojitz Corporation group, and through and after the overseas assignment, has also experienced management of multiple joint venture companies engaged in plastic products manufacturing that operate globally. In light of his abundant knowledge in the overall plastic industry, the Company judges him appropriate as Director and nominates him again as a candidate in the expectation that he will provide valuable guidance for the Company's management.				

Notes:

- 1. There are no special interests between the Company and the candidates for Director.
- 2. Tomoyuki Fujisawa is nominated as an incoming Director. The Company nominated him as a candidate for External Director to benefit from his supervision over management leveraging his abundant experience and extensive insight as well as his guidance over the Company's overall management, which will contribute to the strengthening of corporate governance.
- 3. Tomoyuki Fujisawa is an executive of Asahi Kasei Corp., a supplier of the Company.
- 4. The Company nominated Osamu Iwai as an incoming Director in the expectation that he will provide general guidance for the Company's management drawing on his abundant experience in risk management, audit and internal control.
- 5. Candidates for Non-Executive Director Osamu Iwai and Katsuhiro Nishimura are executives of Sojitz Pla-Net Corporation, the parent of the Company.
- 6. The Company has entered into a liability limitation agreement with Katsuhiro Nishimura covering up to 1 million yen or an amount stipulated by laws and regulations, whichever is higher, pursuant to Article 427, Paragraph 1 of the Companies Act. If the election of Katsuhiro Nishimura is approved, the Company plans to continue the aforementioned liability limitation agreement with him.
- 7. If the election of Tomoyuki Fujisawa and Osamu Iwai is approved, the Company plans to enter into a liability limitation agreement with them covering up to 1 million yen or an amount stipulated by laws and regulations, whichever is higher, pursuant to Article 427, Paragraph 1 of the Companies Act.
- 8. The significant concurrent positions of Director candidates Satoshi Komaba, Nobuaki Sumitomo and Atsushi Tsutsumi, who are incumbent Directors, are stated in "Responsibilities and significant concurrent positions" under "2. Status of the Company, (3) Status of Company Officers, 1) Status of Directors and Corporate Auditors."



## **Proposal No. 3:** Election of One (1) Corporate Auditor

Corporate Auditor Hitoshi Sekiguchi will resign at the closing of this Meeting. Accordingly, the Company proposes to elect one (1) Corporate Auditor. The candidate for Corporate Auditor, Hiroyuki Obara is appointed as a substitute to fill the position of Hitoshi Sekiguchi, who is to resign. The Company has obtained the consent of the Board of Corporate Auditors regarding this Proposal.

The details of the candidate for Corporate Auditor are as follows:

Corporate Auditor in the expectation that he will audit the Company's management from an objective standpoint.

Name (Date of birth)		Career summary and positions at the Company	Number of shares of the Company held	
	Apr. 1984	Joined CHISSO PETROCHEMICAL CORPORATION (currently JNC		
	-	PETROCHEMICAL CORPORATION)		
	Apr. 2007	General Manager, Oxo Section, Production Dept. No. 2, Goi Factory		
	Oct. 2011	Deputy General Manager, Administration Office, Ichihara Factory, JNC		
Hiroyuki Obara		PETROCHEMICAL CORPORATION		
(Mar. 16, 1964)	Apr. 2014	Deputy Project Supervisor, Chemicals Div., JNC CORPORATION		
	Apr. 2015	General Manager, Business Planning & Coordination Div., Chemicals		
[New candidate]	Jun. 2015	Corporate Auditor, the Company		
[External Corporate Auditor]	Apr. 2016	General Manager, Business Planning & Coordination Div., Chemicals; General Manager	,	
	-	Business Planning & Coordination Div., Consumer-Oriented Goods, JNC		
		CORPORATION		
	Apr. 2017	General Manager, Business Planning & Coordination Div., Chemicals (to present)		
	Jun. 2017	Resigned as Corporate Auditor, the Company		
[Reason for nomination as can	didate for External C	orporate Auditor]		
Hiroyuki Obara possesses long years of experience and track record in chemicals manufacturing departments at JNC CORPORATION, and currently serves in the				
position of General Manager of Business Planning & Coordination Div., Chemicals at said company. The Company nominates him as a candidate for incoming External				

Notes:

- 1. The Company nominated Hiroyuki Obara as an External Corporate Auditor in the expectation that he will audit the Company's management from an objective viewpoint. There are no special interests between the Company and Hiroyuki Obara.
- 2. If the election of Hiroyuki Obara is approved, the Company plans to enter into a liability limitation agreement with Hiroyuki Obara covering up to 1 million yen or an amount stipulated by laws and regulations, whichever is higher, pursuant to Article 427, Paragraph 1 of the Companies Act.
- 3. As Hiroyuki Obara will be elected as a substitute to fill the position of Corporate Auditor Hitoshi Sekiguchi, his term of office will be the term of office left by Hitoshi Sekiguchi who is to resign, which will be until the closing of an Annual General Meeting of Shareholders pertaining to the fiscal year ending within one year after the election, pursuant to Article 336, Paragraph 3 of the Companies Act and Article 34, Paragraph 2 of the Articles of Incorporation of the Company.