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(Securities Code: 3107)

June 5, 2019

To our shareholders:

Yoshihiro Nogami  
Representative Director, President  
**Daiwabo Holdings Co., Ltd.**  
6-8, Kyutaromachi 3-chome, Chuo-ku, Osaka

## NOTICE OF THE 109TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 109th Annual General Meeting of Shareholders of Daiwabo Holdings Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or the Internet. Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the Annual General Meeting of Shareholders, and return it by postal mail or visit the following website (<https://evote.tr.mufg.jp/>) to enter your vote no later than 5:30 p.m., Wednesday, June 26, 2019 (Japan Standard Time).

- 1. Date and Time:** Thursday, June 27, 2019 at 10:00 a.m. (Japan Standard Time)  
**2. Venue:** Muto Memorial Hall, 12F, Kokuminkaikan-Sumitomo Seimei Building  
1-2, Otemae 2-chome, Chuo-ku, Osaka

- The practice of distributing small gifts to shareholders on the day of the Annual General Meeting of Shareholders has been discontinued.  
We are grateful for your understanding in this matter.

### 3. Purposes:

#### Items to be reported:

1. Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 108th Term (from April 1, 2018 to March 31, 2019)
2. Results of audit of the Consolidated Financial Statements for the 108th Term by the Accounting Auditor and the Audit & Supervisory Board

#### Items to be resolved:

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Nine (9) Directors  
**Proposal 3:** Election of One (1) Audit & Supervisory Board Member

### 4. Other Matters Regarding the Convocation of the Meeting

- (1) If a voting right is exercised both in writing and via the Internet, etc., the vote exercised via the Internet, etc. shall be deemed effective.
- (2) If a voting right is exercised multiple times via the Internet, etc., the last vote shall be deemed effective.

## Reference Documents for the Annual General Meeting of Shareholders

### Proposals and References

#### **Proposal 1:** Appropriation of Surplus

As our important task for the management is distribution of profits, our basic policy is to distribute profits to our shareholders continuously and stably while maintaining a necessary internal reserve based on performance.

With regard to the appropriation of surplus, taking into account the facts that sales and profits in the current term hit their highest ever levels, and July 2019 represents the 10th anniversary since the Company changed its business name to Daiwabo Holdings Co., Ltd., the Company proposes the following, increasing the dividend by 30 yen to 160 yen per common share of the Company as well as a commemorative dividend of 40 yen.

Matters related to year-end dividends

- (1) Allocation of dividend property and total amount thereof  
200 yen per common share of the Company (an ordinary dividend of 160 yen and a commemorative dividend of 40 yen marking the 10th anniversary of the change in business name of the Company)  
Total amount of dividends: 3,845,925,600 yen
- (2) Effective date of distribution of dividends of surplus  
June 28, 2019

**Proposal 2: Election of Nine (9) Directors**

As the terms of office of all ten (10) Directors will expire at the close of this Annual General Meeting of Shareholders. The Company proposes that nine (9) Directors be elected.

The candidates for Directors are as follows:

No.	Name		Position and responsibilities (significant concurrent positions outside the Company)
1	Reelection	Masaaki Sakaguchi	Representative Director, Chairman Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit & Supervisory Board Member, O-M Ltd.
2	Reelection	Yoshihiro Nogami	Representative Director, President Chief Executive Managing Officer President and CEO, DAIWABO INFORMATION SYSTEM CO., LTD.
3	Reelection	Yuji Sawaki	Director Senior Executive Managing Officer General Manager of Industrial Machinery Business President, O-M Ltd.
4	Reelection	Yukihiro Nishimura	Director Senior Executive Managing Officer Representative of Group headquarters Representative of IT Business Reform Department, Financial Management Department, IR/PR Department, Human Resources and General Affairs Department, and Legal/Compliance Department Director, DAIWABO INFORMATION SYSTEM CO., LTD.
5	Reelection	Kiyokazu Saito	Director Executive Managing Officer General Manager of Fiber Business President, Daiwabo Co., Ltd.
6	Reelection	Kunihiko Arichi	Director Executive Managing Officer General Manager of Related Businesses Representative of Corporate Planning Department General Manager of Corporate Planning Department Director, Daiwabo Co., Ltd.
7	Reelection	Hiroyuki Matsumoto	Director Executive Managing Officer General Manager of IT Infrastructure Distribution Business Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD.
8	Reelection Outside Independent Officer	Kenichi Dohi	Director
9	Reelection Outside Independent Officer	Kazuyuki Nakamura	Director

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
1	<p>Masaaki Sakaguchi (October 3, 1947) Reelection</p> <p>Tenure: 19 years</p> <p>Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	<p>Apr. 1971      Joined the Company</p> <p>June 2000      Director of the Company</p> <p>June 2003      Managing Director of the Company</p> <p>June 2007      Director Executive Managing Officer of the Company</p> <p>June 2010      Representative Director, President Chief Executive Managing Officer of the Company</p> <p>June 2015      Representative Director, Chairman of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Audit &amp; Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit &amp; Supervisory Board Member, O-M Ltd.</p>	15,500 shares
<p>(The reason for nominating as a candidate for Director)</p> <p>Masaaki Sakaguchi has extensive work experience through being involved mainly in Fiber Business since he joined the Company and has knowledge of business in general, global business management, administration and operation work as he has served as Representative Director, President of the Company since 2010 and Representative Director, Chairman of the Company since 2015. Therefore, the Company is re-nominating him as a candidate for Director.</p>			
2	<p>Yoshihiro Nogami (December 25, 1949) Reelection</p> <p>Tenure: 10 years</p> <p>Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	<p>Apr. 1973      Joined the Company</p> <p>Jan. 2006      Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2006      Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Jan. 2008      Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2009      President and CEO of DAIWABO INFORMATION SYSTEM CO., LTD. (present position)</p> <p>June 2009      Executive Managing Officer of the Company</p> <p>June 2009      Director Executive Managing Officer of the Company</p> <p>June 2011      Director Senior Executive Managing Officer of the Company</p> <p>June 2015      Representative Director, President Chief Executive Managing Officer of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] President and CEO, DAIWABO INFORMATION SYSTEM CO., LTD.</p>	10,100 shares
<p>(The reason for nominating as a candidate for Director)</p> <p>Yoshihiro Nogami has extensive work experience through being involved mainly in Fiber Business since he joined the Company, and since 2006, in IT Infrastructure Distribution Business, etc. He has knowledge of business in general, global business management, administration and operation work as he has been involved in corporate management as President and CEO of DAIWABO INFORMATION SYSTEM CO., LTD. since 2009 and as Representative Director, President Chief Executive Managing Officer of the Company since 2015. Therefore, the Company is re-nominating him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
3	<p style="text-align: center;">Yuji Sawaki (March 11, 1959) Reelection</p> <p style="text-align: center;">Tenure: 7 years</p> <p style="text-align: center;">Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	<p>Apr. 1981      Joined O-M Ltd.</p> <p>June 2010     Director of O-M Ltd.</p> <p>June 2011     Managing Officer of the Company</p> <p>June 2012     Director Executive Managing Officer of the Company Director Executive Managing Officer, O-M Ltd.</p> <p>June 2016     Director Senior Executive Managing Officer of the Company (present position) Appointed as General Manager of Industrial Machinery Business of the Company (present position) President of O-M Ltd. (present position)</p> <p>[Significant concurrent positions outside the Company] President, O-M Ltd.</p>	3,920 shares
<p>(The reason for nominating as a candidate for Director)</p> <p>Yuji Sawaki has extensive work experience through being involved mainly in Industrial Machinery Business since he joined the Company, and is able to apply his experience and knowledge gained while serving since 2016 as President of O-M Ltd. and as General Manager of Industrial Machinery Business of the Company, to perform his duties. Therefore, the Company is re-nominating him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
4	<p data-bbox="336 651 533 741">Yukihiro Nishimura (June 14, 1961) Reelection</p> <p data-bbox="395 779 474 837">Tenure: 2 years</p> <p data-bbox="288 875 580 965">Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	<p data-bbox="611 264 1230 322">Apr. 1985      Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 331 1171 389">June 2006      Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 398 1150 456">Apr. 2012      Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 465 1209 495">June 2012      Executive Managing Officer of the Company</p> <p data-bbox="611 504 1209 562">June 2015      Deputy General Manager of IT Infrastructure Distribution Business of the Company</p> <p data-bbox="611 571 1198 629">June 2017      Director Executive Managing Officer of the Company</p> <p data-bbox="770 638 1145 719">Appointed as Representative of Group headquarters of the Company (present position)</p> <p data-bbox="770 728 1230 853">Appointed as Representative of Human Resources and General Affairs Department and Legal/Compliance Department of the Company (present position)</p> <p data-bbox="770 862 1150 943">Director, DAIWABO INFORMATION SYSTEM CO., LTD. (present position)</p> <p data-bbox="611 952 1182 1055">Apr. 2018      Appointed as Representative of Financial Management Department of the Company (present position)</p> <p data-bbox="611 1064 1230 1144">June 2018      Director Senior Executive Managing Officer of the Company (present position)</p> <p data-bbox="611 1153 1225 1279">Apr. 2019      Appointed as Representative of IT Business Reform Department and IR/PR Department of the Company (present position)</p> <p data-bbox="611 1288 1198 1346">[Significant concurrent positions outside the Company] Director, DAIWABO INFORMATION SYSTEM CO., LTD.</p>	3,600 shares
<p data-bbox="276 1359 815 1388">(The reason for nominating as a candidate for Director)</p> <p data-bbox="276 1397 1441 1570">Yukihiro Nishimura has extensive work experience through being involved mainly in IT Infrastructure Distribution Business since he joined the Company, and is able to apply his experience and knowledge gained while he has served as Representative of the Human Resources and General Affairs Department and the Legal/Compliance Department since 2017, Representative of Financial Management Department since 2018, and Representative of the IT Business Reform Department and IR/PR Department since 2019, to perform his duties. Therefore, the Company is re-nominating him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
5	Kiyokazu Saito (June 10, 1958) Reelection  Tenure: 1 year  Attendance at meetings of the Board of Directors: 14 out of 14 (100%)	Apr. 1982      Joined the Company Oct. 2005      General Manager of Clothing Products Department of the Company June 2011      Director, Daiwabo Co., Ltd. June 2016      Managing Officer of the Company June 2018      Director Executive Managing Officer of the Company (present position) Appointed as General Manager of Fiber Business of the Company (present position) Senior Managing Director, Daiwabo Co., Ltd. Apr. 2019      President, Daiwabo Co., Ltd. (present position) [Significant concurrent positions outside the Company] President, Daiwabo Co., Ltd.	2,400 shares
(The reason for nominating as a candidate for Director) Kiyokazu Saito has extensive work experience through being involved mainly in Fiber Business since he joined the Company, and is able to apply the experience and knowledge gained while serving as General Manager of Fiber Business of the Company since 2018, and as President of Daiwabo Co., Ltd since 2019, to perform his duties. Therefore, the Company is re-nominating him as a candidate for Director.			
6	Kunihiko Arichi (February 11, 1965) Reelection  Tenure: 1 year  Attendance at meetings of the Board of Directors: 14 out of 14 (100%)	Apr. 1987      Joined the Company June 2016      General Manager of Corporate Planning Department of the Company June 2017      Managing Officer of the Company Appointed as General Manager of Related Businesses of the Company (present position) Appointed as Representative of Corporate Planning Department of the Company (present position) Appointed as General Manager of Corporate Planning Department of the Company (present position) Director, Daiwabo Co., Ltd. (present position) June 2018      Director Executive Managing Officer of the Company (present position) [Significant concurrent positions outside the Company] Director, Daiwabo Co., Ltd.	1,200 shares
(The reason for nominating as a candidate for Director) Kunihiko Arichi has extensive work experience through being involved mainly in Fiber Business since he joined the Company, and is able to apply his experience and knowledge gained while he has been involved in corporate management as Director of a fiber business company in the group and served as General Manager of Related Businesses and Representative of Corporate Planning Department of the Company since 2017, to perform his duties. Therefore, the Company is re-nominating him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, position and responsibility		Number of the Company's shares held
7	<p>Hiroyuki Matsumoto (January 24, 1966) Reelection</p> <p>Tenure: 1 year</p> <p>Attendance at meetings of the Board of Directors: 14 out of 14 (100%)</p>	Apr. 1989	Joined DAIWABO INFORMATION SYSTEM CO., LTD.	2,100 shares
		June 2012	Director of DAIWABO INFORMATION SYSTEM CO., LTD.	
		Apr. 2018	Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD. (present position)	
		June 2018	Director Executive Managing Officer of the Company (present position)	
			Appointed as General Manager of IT Infrastructure Distribution Business of the Company (present position)	
			[Significant concurrent positions outside the Company] Managing Director, DAIWABO INFORMATION SYSTEM CO., LTD.	
(The reason for nominating as a candidate for Director)				
Hiroyuki Matsumoto has extensive work experience through being involved mainly in IT Infrastructure Distribution Business since he joined the Company, and is able to apply the experience and knowledge gained while serving as Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD. and as General Manager of IT Infrastructure Distribution Business of the Company since 2018, to perform his duties. Therefore, the Company is re-nominating him as a candidate for Director.				
8	<p>Kenichi Dohi (January 28, 1950) Reelection Outside Independent Officer</p> <p>Tenure: 3 years</p> <p>Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p>	Apr. 1973	Joined SUMITOMO CORPORATION	300 shares
		Apr. 2004	Representative Director and President of Sumisho Textile Co., Ltd. (Current Sumitex International Company Limited)	
		Aug. 2007	Representative Director and President of SUMISHO MONTBLANC Co., Ltd.	
		June 2016	Director of the Company (Outside Director) (present position)	
(The reason for nominating as a candidate for Outside Director)				
Kenichi Dohi has extensive knowledge and experience, accumulated as manager of other companies and the Company expects that he will contribute to the business and financial management of the Company by using such knowledge and experience. Therefore, the Company is re-nominating him as a candidate for Outside Director.				
9	<p>Kazuyuki Nakamura (June 28, 1948) Reelection Outside Independent Officer</p> <p>Tenure: 1 year</p> <p>Attendance at meetings of the Board of Directors: 14 out of 14 (100%)</p>	Apr. 1971	Joined Mitsubishi Electric Corporation	100 shares
		Apr. 2006	Executive Officer of Mitsubishi Electric Corporation	
		Apr. 2009	Representative Executive Officer, Senior Vice President of Mitsubishi Electric Corporation	
		Apr. 2010	Representative Executive Officer, Executive Vice President of Mitsubishi Electric Corporation	
		June 2018	Director of the Company (Outside Director) (present position)	
(The reason for nominating as a candidate for Outside Director)				
Kazuyuki Nakamura has extensive knowledge and experience, accumulated as manager of other listed companies, and the Company expects that he will contribute to the business and financial management of the Company by using such knowledge and experience. Therefore, the Company is re-nominating him as a candidate for Outside Director.				

Notes: 1. None of the above candidates have any conflicts of interest with the Company.



2. A candidate for Director Masaaki Sakaguchi is expected to resign as Audit & Supervisory Board Member of DAIWABO INFORMATION SYSTEM CO., LTD., and become a Director, and is also expected to resign as Audit & Supervisory Board Member of O-M Ltd., and become a Director, on June 26, 2019.
3. A candidate for Director Kunihiko Arichi is expected to become Audit & Supervisory Board Member of DAIWABO INFORMATION SYSTEM CO., LTD. and Audit & Supervisory Board Member of O-M Ltd. on June 26, 2019.
4. Kenichi Dohi and Kazuyuki Nakamura are candidates for Outside Director.
5. The Company has assigned and registered Kenichi Dohi as Independent Officer under the regulations of the Tokyo Stock Exchange. While Sumitex International Company Limited and SUMISHO MONTBLANC Co., Ltd. are clients of our subsidiaries, DAIWABO INFORMATION SYSTEM CO., LTD., Daiwabo Neu Co., Ltd. and Daiwabo Progress Co., Ltd., the total trading performance result with them is less than 0.1% of consolidated sales of the Company for the current term. Therefore, Kenichi Dohi meets the Standard of Independence as set forth by the Company.
6. The Company has assigned and registered Kazuyuki Nakamura as Independent Officer under the regulations of the Tokyo Stock Exchange. While Mitsubishi Electric Corporation is a client of our subsidiary DAIWABO INFORMATION SYSTEM CO., LTD., the total trading performance result with Mitsubishi Electric Corporation was less than 0.1% of consolidated sales of the Company for the current term. Therefore, Kazuyuki Nakamura meets the Standard of Independence as set forth by the Company.
7. Kenichi Dohi will have served as Outside Director of the Company for three (3) years upon the close of this Annual General Meeting of Shareholders.
8. Kazuyuki Nakamura will have served as Outside Director of the Company for one (1) year upon the close of this Annual General Meeting of Shareholders.
9. In order for the Director (excluding executive directors, etc.) to fully fulfill his/her expected role, Article 24 of the current Article of Incorporation provides that the Company may enter into an agreement with the Director (excluding executive directors, etc.) to limit his/her liability for damages to the Company caused by his/her negligence. The Company has entered into such agreements with Kenichi Dohi and Kazuyuki Nakamura to limit their liability up to the amount stipulated by applicable laws and regulations. If the reelections of Kenichi Dohi and Kazuyuki Nakamura are approved, the Company intends to continue the aforesaid liability limitation agreement with them.

**Proposal 3: Election of One (1) Audit & Supervisory Board Member**

As the terms of office of Audit & Supervisory Board Members Hitoshi Ogawa and Masuji Ueda will both expire at the close of this Annual General Meeting of Shareholders. The Company proposes that one (1) Audit and Supervisory Board Member be elected.

In addition, the prior agreement of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position	Number of the Company's shares held
<p>Masuji Ueda (July 23, 1950) Reelection Outside Independent Officer</p> <p>Tenure: 4 years</p> <p>Attendance at meetings of the Board of Directors: 18 out of 18 (100%)</p> <p>Attendance at meetings of the Audit &amp; Supervisory Board: 13 out of 13 (100%)</p>	<p>Aug. 1985 Registered as Certified Public Accountant June 1999 Representative Partner of Mizuho Audit Corporation Dec. 2002 Established Ueda CPA Firm (Current Meister CPA, A Professional Corp.) Nov. 2003 Registered as Certified Public Tax Accountant Feb. 2006 Representative Partner of ChuoAoyama Audit Corporation Aug. 2007 Representative Partner of Kasumigaseki Audit Corporation Oct. 2013 Partner of Grant Thornton Taiyo ASG LLC (Current Grant Thornton Taiyo LLC) June 2015 Audit &amp; Supervisory Board Member of the Company (Outside Audit &amp; Supervisory Board Member) (present position) Aug. 2015 Advisor of Grant Thornton Taiyo LLC Sept. 2016 Advisor of SCS Global Co., Ltd (present position) Co-partner of Meister CPA, A Professional Corp. (present position)</p> <p>[Significant concurrent positions outside the Company] Certified public accountant and certified public tax accountant</p>	<p>0 shares</p>

(The reason for nominating as a candidate for Outside Audit & Supervisory Board Member)  
Masuji Ueda has accumulated highly specialized experience as a certified public accountant and certified public tax accountant, and the Company expects that he will reflect such experience and knowledge fairly and neutrally in the auditing of the Company. Therefore, the Company is re-nominating him as a candidate for Outside Audit & Supervisory Board Member. Moreover, although he has never been directly involved in the management of a company, the Company judges he will appropriately fulfill his duties as Outside Audit & Supervisory Board Member for the reasons given above.

- Notes:
1. There are no conflicts of interest between the above candidate and the Company.
  2. Masuji Ueda is a candidate for Outside Audit & Supervisory Board Member.  
Also, the Company has assigned and registered Masuji Ueda as Independent Officer under the regulations of the Tokyo Stock Exchange.
  3. Masuji Ueda will have served as Audit & Supervisory Board Member of the Company for four (4) years upon the close of this Annual General Meeting of Shareholders.
  4. In order for the Audit & Supervisory Board Member to fully fulfill his/her expected role, Article 30 of the current Article of Incorporation provides that the Company may enter into an agreement with the Audit & Supervisory Board Member to limit his/her liability for damages to the Company caused by his/her negligence. The Company has entered into such agreement with Masuji Ueda to limit his liability up to the amount stipulated by applicable laws and regulations. If Masuji Ueda's reelection is approved, the Company intends to continue the aforesaid liability limitation agreement with him.