

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 80th Ordinary General Meeting of Shareholders of UNIPRES CORPORATION. The Company provides this translation for reference and convenience purposes only and without any guarantee as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 5949)  
May 29, 2019

Dear Shareholders

Masanobu Yoshizawa  
Representative Director

**UNIPRES CORPORATION**  
1-19-20, Shin-Yokohama, Kohoku-ku,  
Yokohama City, Kanagawa

## NOTICE OF CONVOCATION OF THE 80th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 80th Ordinary General Meeting of Shareholders of UNIPRES CORPORATION (the “Company”), to be held as follows.

**If you are unable to attend the meeting, you may otherwise exercise your voting rights in writing (by mail) or via the Internet. Please read the attached REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS provided below, and exercise your voting rights.**

- 1. Time and Date:** 10 a.m., Thursday, June 20, 2019 (Reception begins at 9 a.m.)  
**2. Place:** Shin Yokohama Prince Hotel, 5F, Sinfonia  
3-4, Shin-Yokohama, Kohoku-ku, Yokohama City, Kanagawa

**3. Objectives of the Meeting:**

**Reports:**

1. Reports on Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 80th term (From April 1, 2018, to March 31, 2019)
2. Reports on Non-Consolidated Financial Statements for the 80th term (From April 1, 2018, to March 31, 2019)

**Agenda:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

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For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

If any amendment is made to the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, the Business Report, and the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on the Company’s Website.

(<https://www.unipres.co.jp/>)

**[Translation for Reference and Convenience Purposes Only]**

**Guide to Exercise of Voting Rights**

Voting rights are an important right for shareholders. Please review the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS and exercise your voting rights. The following three methods are available to exercise voting rights.

**Attending the General Meeting of Shareholders**

The venue is the Shin Yokohama Prince Hotel. Please submit the enclosed Voting Rights Exercise Form to the reception. Additionally, please bring this Notice with you.

Date and time of General Meeting of Shareholders: 10 a.m., Thursday, June 20, 2019

**Mail**

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it such that it arrives by the exercise deadline.

Exercise deadline: Arrival by 6 p.m., Wednesday, June 19, 2019

**Internet**

Please access the designated voting rights exercise website (<https://soukai.mizuho-tb.co.jp/>) and indicate your vote for or against the proposals by the exercise deadline.

Exercise deadline: By 6 p.m., Wednesday, June 19, 2019

**To institutional investors**

If use of the Electronic Voting Rights Exercise Platform operated by ICJ, Inc. has been applied in advance, institutional investors may use said platform.

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### Guide to Exercise of Voting Rights via the Internet

#### 1. About the exercise of voting rights via the Internet

- (1) In addition to the exercise of voting rights via mail (writing), voting rights may also be exercised via the Voting Rights Exercise Website (URL below). Shareholders wishing to do so may login using the Voting Rights Exercise Code and password printed along the right side of the Voting Rights Exercise Form, and place inputs according to the on-screen instructions. Additionally, to ensure security, the password must be changed upon the initial login.

<https://soukai.mizuho-tb.co.jp/>

- (2) The exercise deadline is 6 p.m., Wednesday, June 19, 2019, and input must be completed by that time. We encourage shareholders to exercise their votes early.
- (3) If voting rights are exercised in duplicate both by mail (writing) and via the Internet, the voting rights exercised via the Internet will be deemed valid. If voting rights are exercised multiple times, the most recent voting rights exercised will be deemed valid.
- (4) The password (including passwords changed by shareholders) is valid only for this General Meeting. A new password will be issued for the next General Meeting of Shareholders.
- (5) Expenses associated with connecting to the Internet shall be borne by the shareholder.

#### (Caution)

- The password is a method to verify the identity of the person exercising the voting right. Additionally, the Company will never ask for your password.
- If the password is incorrect greater than a set number of times, the password will become locked and unusable. If it becomes locked, please follow the procedures according to the on-screen guidance.
- The Voting Rights Exercise Website is tested with general Internet connection devices, but it may not be usable depending upon your device.

#### 2. About inquiries

For any questions, please contact the Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd., which is the shareholder registry administrator.

- (1) Dedicated help line for inquiries on how to use the Voting Rights Exercise Website, etc.  
Toll free (within Japan): 0120-768-524 (Weekdays: 9 a.m. to 9 p.m.)
- (2) Inquiries related to stock administration other than the above  
Toll free (within Japan): 0120-288-324 (Weekdays: 9 a.m. to 5 p.m.)

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## Reference Documents for General Meeting of Shareholders

### Proposals and References

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

Taking into account the business results for the fiscal year under review and other circumstances, the Company proposes to pay ¥27.5 per share of its common stock as the year-end dividend for the fiscal 80th term. Combined with the interim dividend of ¥27.5 per share, the annual dividend for the fiscal year under review will be ¥55.

#### Fiscal Year-End Dividend

- (1) Type of Property for Dividends:  
Money
- (2) Allotment of Property for Dividends and Total Amount Thereof:  
¥27.5 per share of the Company's common stock for a total of ¥1,318,334,683
- (3) Effective Date of Distribution of Surplus:  
June 21, 2019

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**Proposal No. 2: Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)**

The term of office of all five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal) will expire at the conclusion of this 80th Ordinary General Meeting of Shareholders. Accordingly, in order to further strengthen the management system, we kindly ask our shareholders to increase the number of Directors by one (1) and elect six (6) Directors. Please note that, this Proposal has obtained the opinion of the Audit and Supervisory Committee that all of the candidates for Director are qualified for the position.

The candidates for Director are as follows:

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
<p>No. 1 Masanobu Yoshizawa (August 25, 1953)  Number of Shares Held: 35,000  Reappointment</p>	<p>April 1976      Joined Nissan Motor Co., Ltd.            April 2000      General Manager, Parts Purchasing Department No.1            April 2003      Joined the Company                                 Senior Vice President and General Manager, Overseas                                 Business Department            June 2004      Director and Senior Vice President            April 2005      Director and Executive Vice President            April 2007      Director and Executive Vice President            June 2009      Representative Director and Executive Vice President            April 2011      President and Representative Director            June 2015      Representative Director and President (current position)</p> <p><b>Significant Concurrent Positions</b>            Director, UNIPRES R&amp;D Co., Ltd.            Director, Unipres Kyushu Corporation            Director, Unipres North America, Inc.            Director, Unipres U.S.A., Inc.            Director, Unipres Southeast U.S.A., Inc.            Director, UNIPRES ALABAMA, INC.            Director, Unipres Mexicana, S.A. de C.V.            Director, Unipres (UK) Limited            Director, Unipres(China)Corporation            Director, Unipres Guangzhou Corporation            Director, Unipres Zhengzhou Corporation            Director, Unipres Precision Guangzhou Corporation            Director, Unipres India Private Limited            Director, Unipres (Thailand) Co., LTD.            Commissioner, PT. Unipres Indonesia</p> <p><b>Reasons for nomination as a candidate for Director</b>            Mr. Masanobu Yoshizawa has been selected as a candidate for Director because of his business achievements in Corporate Planning, Overseas Business, and Purchasing divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.</p>

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Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
<p>No. 2</p> <p>Nobuya Uranishi (April 23, 1960)</p> <p>Number of Shares Held: 4,400</p> <p>Reappointment</p>	<p>April 1984      Joined Nissan Motor Co., Ltd.</p> <p>April 2007      General Manager, Project Purchasing Department No. 2</p> <p>April 2014      Senior Vice President</p> <p>November 2016      Joined the Company Executive Vice President</p> <p>April 2018      Executive Vice President</p> <p>June 2018      Director and Executive Vice President (current position)</p> <p><b>Current Responsibilities</b> Sales and Cost Planning</p> <p><b>Reasons for nomination as a candidate for Director</b> Mr. Nobuya Uranishi has been selected as a candidate for Director because of his business achievements in Sales and Cost Planning divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.</p>
<p>No. 3</p> <p>Hideki Ogoshi (June 23, 1954)</p> <p>Number of Shares Held: 15,300</p> <p>New candidate</p>	<p>March 1977      Joined Yamato Kogyo Co., Ltd. (currently UNIPRES CORPORATION)</p> <p>April 1981      Joined Katsuyama Press Kogyo Co., Ltd.(currently Unipres Kyushu Corporation)</p> <p>April 2005      General Manager, Manufacturing Department, Unipres Kyushu Corporation</p> <p>June 2007      Director and Factory Manager, Unipres Kyushu Corporation</p> <p>April 2011      Senior Vice President, the Company</p> <p>June 2012      Director and Senior Vice President</p> <p>April 2013      Director and Executive Vice President</p> <p>June 2015      Executive Vice President</p> <p>April 2019      Executive Vice President (current position)</p> <p><b>Current Responsibilities</b> Plants and Production Control, UPS Promotion Office</p> <p><b>Significant Concurrent Positions</b> President and Representative Director, Unipres Kyushu Corporation</p> <p><b>Reasons for nomination as a candidate for Director</b> Mr. Hideki Ogoshi has been selected as a candidate for Director because of his business achievements in Plants and Production Control and the UPS Promotion Office, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.</p>

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Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held	
<p>No. 4</p> <p>Yukihiko Morita (March 22, 1959)</p> <p>Number of Shares Held: 12,900</p> <p>Reappointment</p>	<p>April 1981</p> <p>November 2004</p> <p>April 2007</p> <p>April 2010</p> <p>June 2013</p> <p>June 2015</p> <p>April 2016</p> <p>June 2018</p>	<p>Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>General Manager, Corporate Auditors Office, Mizuho Financial Group, Inc.</p> <p>Joined the Company</p> <p>General Manager, Corporate Planning Department</p> <p>Senior Vice President and General Manager, Finance &amp; Accounting Department</p> <p>Director and Senior Vice President</p> <p>Senior Vice President</p> <p>Executive Vice President</p> <p>Director and Executive Vice President (current position)</p> <p><b>Current Responsibilities</b> Corporate Planning, Overseas Business, Finance &amp; Accounting and Russia Project Office</p> <p><b>Significant Concurrent Positions</b> Audit &amp; Supervisory Board Member, Unipres Mold Corporation Director, Unipres (UK) Limited Chairman, Unipres(China)Corporation Director, Unipres Guangzhou Corporation Director, Unipres Zhengzhou Corporation Director, Unipres Precision Guangzhou Corporation Director, Unipres India Private Limited Director, Unipres (Thailand) Co., LTD. Director, PT. Unipres Indonesia Director, UM Corporation, SAS Director, MA Automotive Brazil Ltd.</p> <p><b>Reasons for nomination as a candidate for Director</b> Mr. Yukihiko Morita has been selected as a candidate for Director because of his business achievements in Corporate Planning, Overseas Business, and Finance &amp; Accounting divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.</p>
<p>No. 5</p> <p>Shinji Shiokawa (August 26, 1955)</p> <p>Number of Shares Held: 20,300</p> <p>New candidate</p>	<p>April 1979</p> <p>April 2007</p> <p>April 2009</p> <p>April 2011</p> <p>April 2013</p> <p>June 2013</p> <p>June 2015</p> <p>April 2019</p>	<p>Joined Yamakawa Industrial Co., Ltd. (currently UNIPRES CORPORATION)</p> <p>General Manager, Sales Department</p> <p>General Manager, India Project Office</p> <p>Senior Vice President</p> <p>Senior Vice President, Plant Manager, Tool &amp; Die Plant</p> <p>Director and Senior Vice President</p> <p>Senior Vice President</p> <p>Executive Vice President (current position)</p> <p><b>Current Responsibilities</b> Engineering Division, Quality Assurance and Tool &amp; Die</p> <p><b>Significant Concurrent Positions</b> President and Representative Director, UNIPRES R&amp;D Co., Ltd.</p> <p><b>Reasons for nomination as a candidate for Director</b> Mr. Shinji Shiokawa has been selected as a candidate for Director because of his business achievements in Engineering and Tool &amp; Die divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.</p>

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Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
<p>No. 6</p> <p>Takashi Hirose (April 19, 1962)</p> <p>Number of Shares Held: 0</p> <p>New candidate Outside Non-executive</p>	<p>April 1986      Joined NIPPON STEEL CORPORATION</p> <p>April 2009      General Manager, General Affairs Division, Kimitsu Works</p> <p>April 2014      General Manager, Marketing Oversight Division</p> <p>April 2016      Executive Officer, General Manager, Marketing Oversight Division</p> <p>April 2018      Executive Officer, Head of Unit, Steel Plate Unit</p> <p>April 2019      Managing Executive Officer, Head of Unit, Steel Plate Unit Vice Head of Unit, Flat Products Unit (current position)</p> <p><b>Significant Concurrent Positions</b></p> <p>Managing Executive Officer, NIPPON STEEL CORPORATION</p> <p><b>Reasons for nomination as a candidate for Outside Director</b></p> <p>Mr. Takashi Hirose has been selected as a candidate for Outside Director in the expectation that his wealth of knowledge related to automotive steel sheets cultivated through his career as a Managing Executive Officer at NIPPON STEEL CORPORATION will contribute to the Company's operation. Therefore, the Company has determined that he is suited for the position.</p>

(Notes)

1. Mr. Takashi Hirose concurrently serves as Managing Executive Officer of NIPPON STEEL CORPORATION, which is a specified related business operator of the Company. The Company receives products manufactured by NIPPON STEEL CORPORATION as provision from a third-party. However, there are no direct transactions between the Company and NIPPON STEEL CORPORATION. Note that, the Company and NIPPON STEEL CORPORATION are jointly engaged in research related to press molding technology.
2. There is no special interest between the other candidates and the Company.
3. Mr. Takashi Hirose is a candidate for Outside Director.
4. In the case that Mr. Takashi Hirose takes office as Director, the Company plans to enter into an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act that limits the amount of his liability as set forth in Article 423, Paragraph 1 of the same Act. The maximum amount of liability based on this agreement is the minimum liability as set forth in Article 425, Paragraph 1 of the same Act.