

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.

Securities Code: 4540

June 27, 2019

To Our Shareholders:

Terukazu Kato
President and Representative Director
TSUMURA & CO.
17-11 Akasaka 2-chome, Minato-ku, Tokyo

Notice of Resolutions at the 83rd Ordinary General Meeting of Shareholders

We are pleased to announce that the matters indicated below were reported and resolved at the 83rd Ordinary General Meeting of Shareholders of TSUMURA & CO. (the “Company”) held today.

Matters reported

1. Business Report and Consolidated Financial Statements for the 83rd fiscal year (from April 1, 2018 to March 31, 2019), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the 83rd fiscal year (from April 1, 2018 to March 31, 2019)

Both of the foregoing matters were duly reported to the shareholders present at the meeting.

Matters resolved

Proposal No. 1: Appropriation of Surplus

This proposal was approved as originally proposed.

(The year-end dividend was determined to be ¥32 per share.)

Proposal No. 2: Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

As originally proposed, the six candidates, Mr. Terukazu Kato, Mr. Susumu Adachi, Mr. Muneki Handa, Mr. Shigeru Sugimoto, Mr. Kenichi Matsui and Mr. Hiroshi Miyake, were all elected as Directors, and assumed office respectively.

Proposal No. 3: Election of Three (3) Directors who are Audit and Supervisory Committee Members

As originally proposed, the three candidates, Mr. Kimikazu Okochi, Mr. Mitsutoshi Matsushita and Ms. Akemi Mochizuki, were all elected as Directors who are Audit and Supervisory Committee Members, and assumed office respectively.

Proposal No. 4: Election of One (1) Substitute Director who is Audit and Supervisory Committee Member

As originally proposed, the candidate Ms. Seiko Noda was elected as substitute Director who is Audit and Supervisory Committee Member.

Proposal No. 5: Revision of Performance-Linked Stock Compensation Plan (Performance Share Unit) for Directors (excluding Directors who are Audit and Supervisory Committee Members and Non-executive Directors) and Executive Officers who have entered into a Service Agreement with the Company

This proposal was approved as originally proposed.

Concerning the Payment of Dividends

In accordance with the resolution of this meeting, the amount of the year-end dividend was determined to be ¥32 per share for the 83rd fiscal year.

1. Shareholders who have designated a bank account as their method of receiving payment are asked to refer to the enclosed “Statement of Payment of Year-End Dividends for the 83rd Fiscal Year” and “Confirmation of Designated Account for the Payment of Dividends.”
Please contact the securities company where your account is held for information regarding the account used for payment of dividend, if you have selected the system of dividend allotment to securities company accounts in proportion to the number of shares held in accounts.
2. Shareholders who have not designated a bank account as their method of receiving payment are asked to take the enclosed “Receipt for Year-End Dividends for the 83rd Fiscal Year” to a cashier’s window at the nearest Japan Post Bank office or post office to receive dividend payment during the payment period (from June 28, 2019 to July 31, 2019).
3. Shareholders who are to receive dividend payment by “Receipt for Year-End Dividends for the 83rd Fiscal Year” will also find enclosed the “Statement of Payment of Year-End Dividends for the 83rd Fiscal Year.” Shareholders can use the “Statement of Payment of Year-End Dividends for the 83rd Fiscal Year” to confirm the amount of dividends received after receiving the dividends and as a document to be appended when submitting the tax return.