

This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this document and the Japanese original, the original shall prevail.

Securities code: 9069
June 10, 2020

To our shareholders:

Yasuhisa Fukuda
President and Representative Director
SENKO Group Holdings Co., Ltd.
8-10, Shiomi 2-chome, Koto-ku, Tokyo

NOTICE OF CONVOCATION OF THE 103rd ANNUAL MEETING OF SHAREHOLDERS

We are pleased to announce the 103rd Annual Meeting of Shareholders of SENKO Group Holdings Co., Ltd. (the “Company”) on June 25, 2020, which will be held as described hereunder.

Instead of attending the Meeting in person, you may exercise your voting rights by postal mail or via the Internet. Please review the attached Reference Documents for the Annual Meeting of Shareholders and exercise your voting rights by either of the following methods by 6:15 p.m., Wednesday, June 24, 2020 (Japan Standard Time).

[Voting by postal mail]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it by postal mail to reach us by the above deadline.

[Voting via the Internet]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>), which is in Japanese only, and indicate your approval or disapproval of the proposals by the above deadline.

Meeting Details

1. Date and Time: Thursday, June 25, 2020 at 10:00 a.m. (Japan Standard Time)

2. Venue: 1-30, Oyodonaka 1-chome, Kita-ku, Osaka
Umeda Sky Bldg., Tower West, F3 Stella Hall

3. Purposes:

Items to be reported:

1. Reports on the Business Report, Consolidated Financial Statements for the 103rd fiscal year from April 1, 2019 to March 31, 2020 and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and the Board of Corporate Auditors
2. Reports on the Non-Consolidated Financial Statements for the 103rd fiscal year (from April 1, 2019 to March 31, 2020)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Financial Auditor
- Proposal 3:** Determination of Compensation for Granting Shares with Transfer Restrictions (Restricted Shares) to Directors (excluding Outside Directors)

4. Other matters concerning the Meeting:

Included in the documents to our shareholders that should be provided by the Company when providing this Notice of Convocation are the notes to consolidated financial statements (Japanese only) and the notes to non-consolidated financial statements (Japanese only). As provided for by laws and regulations and Article 16 of the Company's Articles of Incorporation, these documents are posted on the Company's website (https://www.senkogrouphd.co.jp/ir/stock_info/general_meeting/) and are not included as accompanying material to this document.

As a result, the accompanying material to this document includes one part of the materials that are the target of the audit by the Financial Auditor and the Corporate Auditors.

<About electronic voting platforms>

Trust banks and other nominee shareholders (including standing proxies) who have applied in advance to use the electronic voting platform operated by ICJ, Inc. (a joint-venture company established by Tokyo Stock Exchange, Inc. and others) may use this platform to electronically exercise voting rights for the Company's Annual Meeting of Shareholders.

Reference Documents for the Annual Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company aims to enhance the return of profit to its shareholders and maintains a basic policy regarding the distribution of profit to pay dividends, taking into account, in addition to stable dividends, performance-linked dividends. In addition, it is necessary to secure sufficient internal reserves for future business development and putting the Company on a firmer footing. In accordance with those views, the Company proposes to appropriate surplus for this fiscal year as follows:

1. Matters concerning year-end dividend

In view of the Company's performance in this fiscal year, the Company proposes to pay 13 yen per share as the year-end dividend. Combined with interim dividend of 13 yen per share, this brings the annual dividend to 26 yen per share.

- (1) Type of dividend assets
Cash
- (2) Allocation and total amount of the dividend assets
13 yen per share of the Company's common stock
Total amount of dividends: 1,984,653,788 yen
- (3) Effective date of dividend payment
June 26, 2020

2. Other matters relating to the appropriation of surplus

- (1) Item and amount of reduction in surplus:
Retained earnings carried forward 100,000,000 yen
- (2) Item and amount of increase in surplus:
General reserve 100,000,000 yen
- (3) Reason for such action:
To enable the achievement of flexible capital management policies that respond to changes in the business environment in the future, such as providing return to shareholders.

Proposal 2: Election of Financial Auditor

Ohtemae Audit Corporation, the Company's Financial Auditor, will retire as the firm's term of office will expire at the conclusion of this Annual Meeting of Shareholders. Therefore, the Company proposes the election of a new Financial Auditor.

This proposal is based on the decision of the Board of Corporate Auditors.

The Board of Corporate Auditors has nominated Grant Thornton Taiyo LLC as candidate for Financial Auditor because this auditor has been judged to have a structure to ensure the Company's financial audits are carried out appropriately and reasonably due to the fact that it has the expertise, independence and appropriateness required as our Financial Auditor.

The candidate for Financial Auditor is as follows:

(As of March 31, 2020)

Name	Grant Thornton Taiyo LLC		
Location	Main office	1-2-7, Motoakasaka, Minato-ku, Tokyo	
History	September 1971	Established Taiyo Audit Corporation	
	October 1994	Joined Grant Thornton International Ltd	
	January 2006	Merged with ASG Audit Corporation and changed the name to Grant Thornton Taiyo ASG Audit Corporation	
	July 2008	Became a limited liability audit corporation and changed the name to Grant Thornton Taiyo ASG LLC	
	July 2012	Merged with Eisho Audit Corporation	
	October 2013	Merged with Kasumigaseki Audit Corporation	
	October 2014	Changed the name to Grant Thornton Taiyo LLC	
	July 2018	Merged with YUSEI Audit & Co.	
Overview	Capital	464 million yen	
	Members	Representative partners/Partners	81 persons
		Specified partners	3 persons
		Certified public accountants	291 persons
		Passers of certified public accountant exam, etc.	173 persons
		Other professionals	190 persons
		Administrative staff	81 persons
		Total (excluding part-timers)	819 persons
Number of auditee companies	959 companies		

(Note) For the past two years, the candidate for Financial Auditor has received compensation from a subsidiary of the Company for advisory and guidance services relating to accounting treatments.

Proposal 3: Determination of Compensation for Granting Shares with Transfer Restrictions (Restricted Shares) to Directors (excluding Outside Directors)

At the 90th Annual Meeting of Shareholders held on June 28, 2007, approval was obtained for an amount of compensation, etc. for the Directors of the Company of 400 million yen or less per year (excluding employee salaries for Directors concurrently serving as employees). In addition, separately from the abovementioned amount, 30 million yen or less per year was approved as stock options. (Moreover, at the 100th Annual Meeting of Shareholders held on June 28, 2017, approval was obtained for a maximum amount of performance-linked stock compensation for the Directors of the Company (excluding Outside Directors and Directors that are non-residents of Japan) of 70 million yen applicable for the three fiscal years starting from the fiscal year ended March 31, 2018.) In order to give incentives for Directors to strive to sustainably increase the Company's corporate value as well as to further promote shared value between shareholders and Directors, the Company proposes to abolish the abovementioned stock option scheme and requests approval for paying a new compensation for granting restricted shares to Directors of the Company, separately from the abovementioned compensation.

The compensation to be paid for granting restricted shares to Directors of the Company (excluding Outside Directors, hereinafter "Eligible Directors") pursuant to this Proposal shall be 30 million yen or less per year in total, which is an amount deemed to be appropriate based on the above objectives. Furthermore, the specific allocation for each Eligible Director shall be decided at a Meeting of the Board of Directors.

Subject to approval and adoption of this Proposal at this Annual Meeting of Shareholders, the stock option plan for Directors shall be abolished and the Company will no longer issue any additional stock acquisition rights to Directors, except for those that have been already granted.

In addition, at the 93rd Annual Meeting of Shareholders held on June 29, 2010, approval was obtained for the stock options for the Corporate Auditors of the Company to be no more than 7 million yen per year. However, subject to approval and adoption of this Proposal at this Annual Meeting of Shareholders, the stock option plan for Corporate Auditors shall also be abolished and the Company will no longer issue any additional stock acquisition rights to Corporate Auditors, except for those that have been already granted.

Based on resolution of the Board of Directors of the Company, Eligible Directors shall make in-kind contribution of all monetary compensation claim paid under this Proposal and shall, in return, receive the issuance or disposal of the common stock of the Company. The total number of common stock of the Company to be issued or disposed of through this process shall be 60,000 shares or less per year. (In case that the Company conducts a share split (including gratis allocation of its common stock) or consolidation of shares of its common stock on or after the date of the approval of this Proposal, or in case that an adjustment of the total number of its common stock to be issued or disposed of as restricted shares is required to be made, the total number of shares should be adjusted within a reasonable extent.) The amount to be paid in per share shall be determined by the Board of Directors within the scope of an amount that is not particularly advantageous to the Eligible Directors, based on the closing price of the common stock of the Company in the Tokyo Stock Exchange on the business day immediately prior to the date of each resolution of the Board of Directors (in the case that the transaction has not been concluded on that day, the closing price on the most recent trading day preceding that day). When issuing or disposing of the common stock of the Company through this process, a contract for allocation of restricted shares (hereinafter the "Allocation Contract") containing the following contents shall be concluded between the Company and the Eligible Directors.

- (1) Eligible Directors shall not transfer, pledge or otherwise dispose of the common stock of the Company to be allocated under the Allocation Contract (hereinafter the “Allocated Shares”) during the period from the date on which the restricted shares are delivered until the day on which they lose both the position of Director of the Company and other positions stipulated by the Board of Directors (hereinafter the “Transfer Restriction Period”) (hereinafter the “Transfer Restrictions”).
- (2) If an Eligible Director has lost the both positions as stipulated in (1) above prior to the expiry of the period as separately stipulated by the Board of Directors (hereinafter, “Service Provision Period”), the Company shall acquire the Allocated Shares rightfully at no cost except in the case where there are any reasons deemed legitimate by the Board of Directors of the Company.
- (3) The Company shall cancel the Transfer Restrictions for all of the Allocated Shares as of the time when the Transfer Restriction Period expires, on the condition that the Eligible Directors have been in the status of Director of the Company or other positions stipulated by the Board of Directors of the Company continuously during the Service Provision Period. However, in the case that Eligible Directors have lost both of their positions as provided for in (1) above prior to the expiry of Service Provision Period due to reasons deemed legitimate by the Board of Directors of the Company as provided for in (2) above, the number of the Allocated Shares for which the Transfer Restrictions are cancelled and the timing of the cancellation of the Transfer Restrictions shall be reasonably adjusted as necessary.
- (4) The Company shall acquire rightfully at no cost the Allocated Shares for which the Transfer Restrictions have not been cancelled at the expiry of the Transfer Restriction Period pursuant to the provision in (3) above.
- (5) In the case that matters regarding merger contracts under which the Company becomes the disappearing company, share exchange agreements or share transfer plans under which the Company becomes a wholly owned subsidiary of another company, or any other organizational restructuring, etc. are approved at the Annual Meeting of Shareholders of the Company (or at a Meeting of the Board of Directors of the Company in the case that approval by the Annual Meeting of Shareholders of the Company is not required regarding the said organizational restructuring, etc.) during the Transfer Restriction Period, the Company shall cancel, based on the resolution of the Board of Directors of the Company, the Transfer Restrictions before the effective date of the said organizational restructuring, etc. with regard to the number of Allocated Shares reasonably determined.
- (6) In the case stipulated in (5) above, the Company shall acquire rightfully at no cost the Allocated Shares for which the Transfer Restrictions have not been cancelled, at the time immediately after the cancellation of Transfer Restrictions pursuant to the provision in (5) above.
- (7) The method of manifestation of intention and notification under the Allocation Contract, the method of revision of the Allocation Contract, and any other matters determined by the Board of Directors shall be included in the contents of the Allocation Contract.

(Reference)

Subject to approval and adoption of this Proposal at this Annual Meeting of Shareholders, the Company intends to grant restricted shares with the same nature as those stipulated above to the Company’s Executive Officers and Officers, as well as Directors, Executive Officers and

[Translation]

Officers of SENKO Co., Ltd., a subsidiary of the Company.