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Securities code: 4958  
November 30, 2020

To Our Shareholders,

Takao Umino,  
President & COO  
**T. HASEGAWA CO., LTD.**  
4-4-14, Nihonbashi-honcho, Chuo-ku, Tokyo

## Notice of Convocation of the 59th Annual General Meeting of Shareholders

We are pleased to announce the 59th Annual General Meeting of Shareholders of T. HASEGAWA CO., LTD. (the “Company”), which will be held as described below.

From the perspective of preventing the spread of novel coronavirus disease (COVID-19), this year we strongly request that shareholders refrain from traveling to the venue of the meeting and exercise their voting rights in writing (by mail) or via the internet.

Please exercise your voting rights no later than 5:30 p.m. on Wednesday, December 16, 2020 (JST) after reviewing the attached Reference Documents for General Meeting of Shareholders.

1. **Date and Time:** Thursday, December 17, 2020, at 10:00 a.m.  
(The reception will commence at 9:00 a.m.)
2. **Venue:** Nomura Conference Plaza Nihonbashi, 6F, Grand Hall  
Nihonbashi Muromachi Nomura Building (YUITO),  
2-4-3, Nihonbashi-muromachi, Chuo-ku, Tokyo  
© We have arranged the venue with sufficient space between seats, and have significantly reduced the number of seats compared to the previous years due to an adequate seating interval. Please be aware that there will be no souvenirs provided.
3. **Purpose of the Meeting**  
**Matters to be reported**
  1. The business report, the consolidated financial statements and audit reports of the Accounting Auditors and the Audit & Supervisory Board for the consolidated financial statements for the 59th term (from October 1, 2019 to September 30, 2020)
  2. The non-consolidated financial statements for the 59th term (from October 1, 2019 to September 30, 2020)**Matters to be resolved**  
**Proposal:** Election of seven (7) Directors

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- ◎ Because the status of stock acquisition rights, the system for ensuring properness of operations, the outline of the operating status of system for ensuring properness of operations, the consolidated statements of changes in equity, the notes to consolidated financial statements, the non-consolidated statements of changes in equity and the notes to non-consolidated financial statements, which must be provided at the time of providing this Notice of Convocation, are reported on the Company's website (<https://www.t-hasegawa.co.jp/>) in accordance with the provisions of laws and regulations and Article 17 of the Articles of Incorporation of the Company, they are not provided in the attached documents to this Notice of Convocation (the aforementioned items disclosed on the website are available in Japanese only). Accordingly, the attached documents to this Notice of Convocation constitute a part of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditors in preparing the audit reports.
  - ◎ Any corrections to the Reference Documents for General Meeting of Shareholders, business report, consolidated or non-consolidated financial statements will be published on the Company's website (<https://www.t-hasegawa.co.jp/>). The corrections in these documents will be available in Japanese only.

## Reference Documents for General Meeting of Shareholders

**Proposal:** Election of seven (7) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In that regard, we request the election of seven (7) Directors, lowering the number of Directors by one (1) to enhance the efficiency of the management system.

The candidates for Director are as follows:

No.	Name	Position in the Company	
1	Tokujiro Hasegawa	Chairman & CEO	Re-election
2	Takao Umino	President & COO	Re-election
3	Yoshiaki Chino	Director & Deputy President	Re-election
4	Minoru Nakamura	Director & Senior Executive Vice President	Re-election
5	Takumi Kato	Director & Executive Vice President	Re-election
6	Shingo Ohkado	Director	Re-election Outside Independent
7	Takao Yuhara	Director	Re-election Outside Independent

Re-election: Candidate for Director to be re-elected

Outside: Candidate for outside Director

Independent: Independent director/auditor as defined by the securities exchange

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
1 Re-election	 Tokujiro Hasegawa (December 5, 1938)	Apr. 1963    Joined the Company Nov. 1978    Director; General Manager of President's Office of the Company Dec. 1980    Managing Director of the Company Dec. 1998    President of the Company Oct. 2001    President & COO of the Company Dec. 2014    Chairman & CEO of the Company (present) (Important concurrent positions) Director of Hasegawa International Scholarship Foundation	107,432
<p>[Reasons for nomination as a candidate for Director]            As Chairman &amp; CEO of the Company, Mr. Hasegawa is in charge of the overall management of the Company and supervises the execution of business of the Company. Having acting as the Company's President &amp; COO over many years after having served in key positions in the Company, primarily in Administration, he has helped spearhead the Company's growth and possesses abundant experience and keen insight related to business management and operations. From 2004 to 2011, he had served as President of Japan Flavor &amp; Fragrance Materials Association and is currently Honorary President of that association. As such, he is thoroughly familiar with the flavor and fragrance industry, and is committed to its development. We have nominated him as a candidate for Director as we expect he will continue to contribute to the sustainable growth of the Company and the improvement of corporate value.</p> <p>[Special interest between the candidate and the Company]            There is no special interest between the candidate and the Company.</p>			
2 Re-election	 Takao Umino (March 22, 1947)	Apr. 1970    Joined The Mitsui Bank, Limited (now Sumitomo Mitsui Banking Corporation) Jun. 2004    Representative Director and President of Sakura Card Co., Ltd. (now SMBC Finance Service Co., Ltd.) Jun. 2008    Joined the Company; Senior Advisor Dec. 2008    Director & Senior Executive Vice President of the Company Dec. 2014    Director, Deputy President & CFO of the Company Nov. 2017    President & COO of the Company (present) (Responsibilities in the Company) In charge of Audit Division and Quality Assurance Division (Important concurrent positions) Director & Chairman of T. HASEGAWA U.S.A., INC.	14,500
<p>[Reasons for nomination as a candidate for Director]            As President &amp; COO of the Company, Mr. Umino demonstrates superior leadership in his role of being in charge of the Company as a whole, and supervises the execution of business of the Company. From his long-standing and abundant experience in the financial sector and in the area of global business, he possesses a broad range of specialist knowledge and keen insight into the overall corporate management and global business operations. Since becoming President of the Company in 2017, he has been revising the sales structure to further contribute to customer success and actively forging ahead with the growth strategy in overseas business, while also taking action that involves building an organizational platform equipped to address the rapidly changing business environment, with focus placed on raising awareness and developing human resources. We have nominated him as a candidate for Director as we expect he will continue to contribute to the sustainable growth of the Company and the improvement of corporate value.</p> <p>[Special interest between the candidate and the Company]            There is no special interest between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
3 Re-election	 Yoshiaki Chino (January 25, 1950)	<p>Apr. 1972      Joined the Company</p> <p>Dec. 2003      Executive General Manager; General Manager of Food Materials Division of the Company</p> <p>Dec. 2006      Senior Vice President; Deputy General Manager of Fukaya Production Center of the Company</p> <p>Dec. 2007      Senior Vice President; General Manager of Fukaya Production Center of the Company</p> <p>Dec. 2011      Executive Vice President; General Manager of Fukaya Production Center of the Company</p> <p>Dec. 2014      Director &amp; Senior Executive Vice President of the Company</p> <p>Oct. 2018      General Manager of R&amp;D Center of the Company</p> <p>Oct. 2020      Director &amp; Deputy President of the Company (present)</p> <p>                    General Manager of Business Solution Division of the Company (present)</p> <p>(Responsibilities in the Company)            In charge of Sales Planning Department and Marketing Division, and second in charge of Quality Assurance Division</p>	7,680
<p>[Reasons for nomination as a candidate for Director]</p> <p>As Director, Mr. Chino has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business.</p> <p>He has served in key positions in the Company over many years, in the areas of research, production, procurement, etc. and possesses broad and abundant knowledge in the technical area overall. As General Manager of R&amp;D Center of the Company since October 2018, he has led the organizational revitalization and productivity improvement of Research &amp; Development, and from October 2020, as General Manager of the newly established Business Solution Division of the Company, he is promoting the creation of an organizational structure that integrates Research &amp; Development, Sales and the Marketing Division to provide customers with accurate solutions that take advantage of the Company's comprehensive strength. We have nominated him as a candidate for Director as we expect he will continue to contribute to the sustainable growth of the Company and the improvement of corporate value.</p> <p>[Special interest between the candidate and the Company]</p> <p>There is no special interest between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
4 Re-election	 Minoru Nakamura (September 5, 1955)	<p>Apr. 1981    Joined Nippon Kokan Ltd. (now JFE Engineering Corporation)</p> <p>Aug. 1988    Joined The Mitsui Bank, Limited (now Sumitomo Mitsui Banking Corporation)</p> <p>                  Seconded to Mitsui Institute of Research Inc. (now The Japan Research Institute, Limited)</p> <p>Sep. 2006    Joined the Company; Chief Administrator, Corporate Planning Division</p> <p>Dec. 2011    Executive General Manager; General Manager of Corporate Planning Division, and General Manager of Information Systems Division of the Company</p> <p>Dec. 2013    Senior Vice President of the Company</p> <p>Dec. 2015    Executive Vice President of the Company</p> <p>                  General Manager of Corporate Planning Division, and General Manager of Human Resources Division of the Company</p> <p>Dec. 2017    Director &amp; Executive Vice President of the Company</p> <p>Oct. 2019    General Manager of Financial Division of the Company (present)</p> <p>Oct. 2020    Director &amp; Senior Executive Vice President of the Company (present)</p> <p>(Responsibilities in the Company) In charge of Administration</p> <p>(Important concurrent positions) Representative Director and President of T. HASEGAWA BUSINESS SERVICE CO., LTD.</p>	9,100
<p>[Reasons for nomination as a candidate for Director] As Director, Mr. Nakamura has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business. Having experience in management consulting and having served in key positions in the Company's Administration, he possesses abundant specialist knowledge relating to overall management and keen insight. As Senior Executive Vice President of the Company, he is in charge of Administration and promotes various measures that lead to improvement of medium- to long-term performance, such that include operational streamlining, human resources development, and promotion of ESG-oriented business strategies. We have nominated him as a candidate for Director as we expect he will continue to contribute to the sustainable growth of the Company and the improvement of corporate value.</p> <p>[Special interest between the candidate and the Company] There is no special interest between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
5 Re-election	 Takumi Kato (September 11, 1956)	Apr. 1979    Joined the Company Dec. 2010    Executive General Manager; General Manager of Flavor Sales Department No. 3, Flavor Sales Division of the Company Dec. 2011    Senior Vice President; Deputy General Manager of Flavor Sales Division of the Company Dec. 2014    Executive Vice President of the Company Dec. 2015    Deputy General Manager of Flavor Sales Division, and General Manager of Food Materials Division of the Company Dec. 2016    General Manager of Flavor Sales Division, and General Manager of Marketing Department, Flavor Division of the Company Dec. 2017    Director & Executive Vice President of the Company (present)  (Responsibilities in the Company) In charge of Sales	11,560
<p>[Reasons for nomination as a candidate for Director]            As Director, Mr. Kato has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business.            In addition to his achievements from many years at the forefront of sales, he has served in key positions, primarily in Sales, and possesses abundant experience and keen insight relating to the flavor/fragrance and food businesses. As an Executive Vice President of the Company, he is in charge of Sales and has been promoting sales strategies that utilize marketing perspectives and data analysis, and working to expand performance by facilitating customer success through the provision of solutions to customers. We have nominated him as a candidate for Director as we expect he will continue to contribute to the sustainable growth of the Company and the improvement of corporate value.</p> <p>[Special interest between the candidate and the Company]            There is no special interest between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
6 Re-election  Outside Independent	 Shingo Ohkado (September 22, 1946)	Apr. 1971      Joined TOPPAN PRINTING CO., LTD. Jun. 2004      Director of TOPPAN PRINTING CO., LTD. Jun. 2008      Managing Director of TOPPAN PRINTING CO., LTD. Jun. 2011      Outside audit & supervisory board member of Toyo Ink SC Holdings Co., Ltd. Dec. 2014      Outside Audit & Supervisory Board Member of the Company Dec. 2015      Outside Director of the Company (present)	0
<p>[Special notes on candidate for outside Director]            Mr. Ohkado is a candidate for outside Director as provided by Article 2, paragraph (3), item (vii) of the Regulation for Enforcement of the Companies Act.            He is presently an outside Director of the Company. At the conclusion of this Annual General Meeting of Shareholders, his term of office as an outside Director will have been five (5) years. His total term of office, including his time as an outside Audit &amp; Supervisory Board Member, will have been six (6) years.</p> <p>[Reasons for nomination as a candidate for outside Director]            He possesses keen insight acquired through many years of experience and abundant experience and broad knowledge relating to global business operations. As outside Director, he utilizes his aforementioned capabilities to actively provide advice and suggestions from a neutral and objective standpoint for the purpose of ensuring the decision making of the Board of Directors is carried out suitably and appropriately. We have nominated him as a candidate for outside Director as we expect he will continue to contribute to strengthening the decision making function and supervisory function of the Board of Directors.</p> <p>[Special interest between the candidate and the Company]            There is no special interest between the candidate and the Company.</p> <p>[Matters concerning independent director/auditor]            The Company presently specifies the candidate as an independent director/auditor in accordance with the rules of Tokyo Stock Exchange and has submitted notification to the same. If this proposal is approved and he is re-elected as outside Director, the Company intends to continuously specify him as an independent director/auditor.</p> <p>[Outline of details of contract for limitation of liability]            The Company presently enters into a contract for limitation of liability with the candidate in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, where the upper limit of liability for damages under the provisions of Article 423, paragraph (1) of the Companies Act shall be the minimum liability amount as provided by laws and regulations. If this proposal is approved and he is re-elected as outside Director, the Company intends to continue the said contract.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
<p>7 Re-election Outside Independent</p>	 <p>Takao Yuhara (June 7, 1946)</p>	<p>Apr. 1969    Joined Nippon Chemical Industrial Co., Ltd.  May 1971    Joined Sony Corporation  Mar. 1987    Deputy President of Sony International (Singapore) Ltd.  Jun. 2003    Corporate Senior Vice President and Group CFO of Sony Corporation  Jun. 2004    Corporate Executive, Officer in charge of Finance and IR of Sony Corporation  Dec. 2007    Managing Executive Officer of Zensho Co., Ltd. (now ZENSHO HOLDINGS CO., LTD.)  Jun. 2008    Director of Zensho Co., Ltd. (now ZENSHO HOLDINGS CO., LTD.)  Jun. 2008    Outside Audit &amp; Supervisory Board Member of Ricoh Company, Ltd.  May 2011    Managing Director and CFO of Zensho Co., Ltd. (now ZENSHO HOLDINGS CO., LTD.)  Jun. 2013    Outside Audit &amp; Supervisory Board Member of mofiria Corporation  Jun. 2014    Outside Audit &amp; Supervisory Board Member of KAMEDA SEIKA CO., LTD. (present)  Jun. 2015    Outside Audit &amp; Supervisory Board Member of Leopalace21 Corporation (present)  Dec. 2015    Outside Audit &amp; Supervisory Board Member of the Company  Dec. 2019    Outside Director of the Company (present)</p> <p>(Important concurrent positions)  Outside Audit &amp; Supervisory Board Member of KAMEDA SEIKA CO., LTD.  Outside Audit &amp; Supervisory Board Member of Leopalace21 Corporation</p>	<p>0</p>

[Special notes on candidate for outside Director]

Mr. Yuhara is a candidate for outside Director as provided by Article 2, paragraph (3), item (vii) of the Regulation for Enforcement of the Companies Act.

He is presently an outside Director of the Company. At the conclusion of this Annual General Meeting of Shareholders, his term of office as an outside Director will have been one (1) year. His total term of office, including his time as an outside Audit & Supervisory Board Member, will have been five (5) years.

[Reasons for nomination as a candidate for outside Director]

He possesses keen insight and broad knowledge relating to corporate management acquired through many years of experience. As outside Director, he utilizes his aforementioned capabilities to actively provide advice and suggestions from a fair and objective standpoint for the purpose of ensuring the decision making of the Board of Directors is carried out suitably and appropriately. We have nominated him as a candidate for outside Director as we expect he will continue to contribute to strengthening the decision making function and supervisory function of the Board of Directors.

During 2018 and 2019, at Leopalace21 Corporation, where he currently serves as an outside Audit & Supervisory Board Member upon his appointment to the position in June 2015, authorities found cases where apartment buildings Leopalace21 Corporation constructed in the past were equipped with inadequate partition walls, and furthermore that partition walls, external walls and ceilings did not comply with legal specifications. Whereas he had been unaware of the situation until it came to light, he had been calling attention to such matter on a regular basis by making recommendations from a compliance perspective at meetings of Leopalace21 Corporation's Board of Directors and other such forums. Subsequent to the situation coming to light, he has been appropriately fulfilling his responsibilities in that regard, particularly in terms of investigating all facts, pinpointing the causes, preventing recurrence and enhancing governance.

[Special interest between the candidate and the Company]

There is no special interest between the candidate and the Company.

[Matters concerning independent director/auditor]

The Company presently specifies the candidate as an independent director/auditor in accordance with the rules of Tokyo Stock Exchange and has submitted notification to the same. If this proposal is approved and he is re-elected as outside Director, the Company intends to continuously specify him as an independent director/auditor.

[Outline of details of contract for limitation of liability]

The Company presently enters into a contract for limitation of liability with the candidate in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, where the upper limit of liability for damages under the provisions of Article 423, paragraph (1) of the Companies Act shall be the minimum liability amount as provided by laws and regulations. If this proposal is approved and he is re-elected as outside Director, the Company intends to continue the said contract.