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(Stock Exchange Code 7705)  
June 10, 2019

**To Shareholders with Voting Rights:**

Yoshihiro Nagami  
President  
GL Sciences Inc.  
6-22-1 Nishi Shinjuku, Shinjuku-ku, Tokyo

**NOTICE OF  
THE 52nd ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 52nd Annual General Meeting of Shareholders of GL Sciences Inc. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it by mail so that it arrives at the Company no later than 5:15 p.m. Japan time on Wednesday, June 26, 2019.

**1. Date and Time:** Thursday, June 27, 2019 at 10:30 a.m. Japan time

**2. Place:** Bellesalle Shinjuku Grand, Conference Center  
5F, Sumitomo Fudosan Shinjuku Grand Tower  
8-17-1, Nishi-shinjuku, Shinjuku-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2018 to March 31, 2019) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2018 to March 31, 2019)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Three (3) Directors who are Audit and Supervisory Committee Members
- Proposal 4:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member
- Proposal 5:** Presentation of Retirement Benefits to a Retiring Director

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - ◎ Should the Reference Documents for the General Meeting of Shareholders and the Appendix require

- revisions, the revised versions will be posted on the Company's website (<https://www.gls.co.jp/>).
- ◎ Of the documents to be provided, the matters listed below are posted on the Company's website (<https://www.gls.co.jp/>) in accordance with the provisions of laws and regulations as well as Article 14 of the Company's Articles of Incorporation and therefore are not provided in the Appendix to this Notice of Convocation.
    - 1) Consolidated Statement of Changes in Equity
    - 2) Notes to Consolidated Financial Statements
    - 3) Non-consolidated Statement of Changes in Equity
    - 4) Notes to Non-consolidated Financial StatementsThe above-mentioned documents are part of the documents audited by the Audit and Supervisory Committee in preparing the Audit Report and by the Accounting Auditor in preparing the Accounting Audit Report.
  - ◎ As in the previous year, the Company will not hold a reception for shareholders after the conclusion of the Annual General Meeting of Shareholders. We appreciate the understanding of our shareholders.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company has been working to increase its internal reserves to achieve business growth and strengthen the management foundation in a dramatically changing business environment. In this context, our basic policy is to maintain stable dividends from a long-term perspective in order to meet the trust of shareholders. Based on this policy, it is proposed that the year-end dividend for the fiscal year ended March 31, 2019 be paid as follows.

1. Matters concerning year-end dividends
  - (1) Type of dividend property  
Cash
  - (2) Matters related to the allotment of dividend property to shareholders and the total amount thereof  
40 yen per share of common stock of the Company  
Total amount: 410,397,680 yen  
(Ordinary dividend of 30 yen and special dividend of 10 yen)
  - (3) Effective date of distribution of surplus  
June 28, 2019
2. Other matters concerning appropriation of surplus  
Not applicable

**Proposal 2:** Election of Five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, as a part of reinforcement of Group management, the election of five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed, excluding one (1) Director (Director who is not an Audit and Supervisory Committee Member) who will concentrate on his role as a director.

The Audit and Supervisory Committee reviewed the status of execution of duties, performance and other matters during the fiscal year under review for each of the candidates and the career, achievements, managerial insight, and other matters for the new candidates in a comprehensive manner, and as a result, judged that the candidates are suitable for serving as the Company's Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Yoshihiro Nagami (August 12, 1959)	<p>April 1982      Joined the Company</p> <p>April 2006      Manager, Sales Section 2, Osaka Branch Office</p> <p>April 2007      Manager attached to Sales Division</p> <p>October 2007    Seconded to overseas; Executive Vice President, SHIMADZU-GL SCIENCES (SHANGHAI) LABORATORY SUPPLIES CO., LTD.</p> <p>July 2012      Operating Officer, in charge of overseas, the Company</p> <p>October 2012    Operating Officer; Deputy Executive Senior Manager, Sales Division</p> <p>April 2013      Operating Officer; Deputy Executive Senior Manager, Sales Division; Chief Manager, Affiliated-Abroad Company Administrative Office</p> <p>June 2013      Director; Executive Senior Manager, Sales Division; Chief Manager, Sales Administration Dept.; Chief Manager, Affiliated-Abroad Company Administrative Office</p> <p>July 2013      Director; Executive Senior Manager, Sales Division; Chief Manager, Affiliated-Abroad Company Administrative Office</p> <p>April 2015      Director; Chief Manager, Management Planning Office, the Company Director, GL Solutions Inc.</p> <p>June 2015      President; Chief Manager, Internal Audit Office; Chief Manager, Management Planning Office, the Company</p> <p>July 2015      President; Chief Manager, Internal Audit Office</p> <p>April 2018      President (incumbent)</p> <p>October 2018    President, GL Sciences (Shanghai) Limited (incumbent)</p>	23,358 shares
[Reason for nomination as candidate for Director] Mr. Yoshihiro Nagami is responsible for overall management as the Company's President. He has a wealth of knowledge and insight through his experience in domestic and overseas sales. Therefore, the Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.			
[Special interests between the candidate for Director and the Company] None			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	Shoichi Ryo (December 21, 1955)	April 1979	Joined the Company	25,920 shares
		October 1991	Manager, Tsukuba Sales Office	
April 2003	Manager, Yokohama Sales Office			
January 2008	Chief Manager, Domestic Sales Dept., Sales Division			
April 2012	Operating Officer; Executive Senior Manager, Sales Division			
April 2013	Operating Officer; Executive Senior Manager, Sales Division; Chief Manager, Sales Administration Dept.			
June 2013	Director; Executive Senior Manager, General Technical Division; Chief Manager, Customer Support			
April 2014	Director; Executive Senior Manager, General Technical Division			
June 2015	Executive Director; Executive Senior Manager, General Technical Division			
April 2017	Executive Director; Executive Senior Manager, Production Division (incumbent)			
[Reason for nomination as candidate for Director] Mr. Shoichi Ryo is thoroughly conversant with the market through his many years of experience in domestic sales. He also has in-depth knowledge and insight about R&D through his experience as the person responsible for the R&D and technical sectors. Currently, as the person responsible for the production sector, he is spearheading the Company's management. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.				
[Special interests between the candidate for Director and the Company] None				
3	Toshio Kurokawa (September 12, 1958)	April 1981	Joined the Company	34,691 shares
		April 2005	Deputy Manager, Kita kanto Sales Office	
November 2005	Manager, Kita kanto Sales Office			
December 2011	Chief Manager, Management Planning Office			
July 2012	Operating Officer; Chief Manager, Management Planning Office			
April 2013	Director, GL Solutions Inc.			
June 2013	Director; Chief Manager, Management Planning Office			
April 2015	Director; Executive Senior Manager, Sales Division; Chief Manager, Affiliated-Abroad Company Administrative Office			
April 2016	Director; Executive Senior Manager, Sales Division (incumbent)			
October 2018	Director, GL Sciences (Shanghai) Limited (incumbent)			
[Reason for nomination as candidate for Director] Mr. Toshio Kurokawa is thoroughly conversant with the market through his many years of experience in domestic sales. He also has in-depth knowledge and insight about the Company's overall management through his experience as Chief Manager of Management Planning Office and Affiliated-Abroad Company Administrative Office. Currently, as the person responsible for the sales sector, he is spearheading the Company's management. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.				
[Special interests between the candidate for Director and the Company] None				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Takao Tamura (January 1, 1958)	<p>December 1981    Joined the Company</p> <p>April 2005        Manager, Customer Support</p> <p>October 2006    Manager, LC Section, Customer Support</p> <p>April 2012        Chief Manager, Instruments R&amp;D Dept.; Manager, Instruments R&amp;D Section, General Technical Division</p> <p>July 2013         Operating Officer; Chief Manager, Instruments R&amp;D Dept.</p> <p>April 2015        Operating Officer; Chief Manager, Customer Support; Manager, LC Section</p> <p>April 2017        Operating Officer; Executive Senior Manager, General Technical Division; Chief Manager, Customer Support, the Company</p> <p>Director, FL Holdings Co., Ltd.</p> <p>Director, FLOM, Inc. (incumbent)</p> <p>June 2017        Director; Executive Senior Manager, General Technical Division; Chief Manager, Customer Support, the Company</p> <p>April 2019        Director; Executive Senior Manager, General Technical Division (incumbent)</p>	26,315 shares
[Reason for nomination as candidate for Director] Mr. Takao Tamura has many years of experience in customer support sections as well as in the R&D sector. He has in-depth knowledge and experience concerning the Company's products and the needs of both the developers and users. Currently, as the person responsible for the technical sector, he is spearheading the Company's management. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.			
[Special interests between the candidate for Director and the Company] None			
5	Osamu Serizawa (May 25, 1960)	<p>April 1983        Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2009         General Manager, Kanda-Ekimae Branch</p> <p>September 2011    General Manager, On-site Credit Supervision Office, Credit Division</p> <p>June 2013         Audit &amp; Supervisory Board Member, SEIKAGAKU CORPORATION</p> <p>June 2014         Director; General Manager, Business Administration Dept., SEIKAGAKU CORPORATION</p> <p>April 2017         Advisor to Administrative Division, the Company (incumbent)</p> <p>June 2018         Director, Executive Senior Manager, Administrative Division (incumbent)</p> <p>October 2018      Director, GL Sciences (Shanghai) Limited (incumbent)</p>	671 shares
[Reason for nomination as candidate for Director] Mr. Osamu Serizawa worked at listed companies, including a financial institution. He has abundant managerial experience and a wealth of knowledge and experience concerning financial and administrative aspects. The Company judges that he is capable of appropriately fulfilling duties as a Director of the Company, and thus nominates him as a candidate for Director.			
[Special interests between the candidate for Director and the Company] None			

(Note) The number of shares of the Company held by candidates for Directors is as of March 31, 2019 and includes the number of shares held in the name of the Company's Director Shareholding Association.

**Proposal 3:** Election of Three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of three (3) Directors who are Audit and Supervisory Committee Members is proposed.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Shoji Takaoka (May 29, 1954)	April 1977	Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)	-
		October 2002	General Manager, Hiroshima Branch	
		May 2004	General Manager, Odenmachi Branch	
		March 2007	Executive Officer, Japan Racing Lease Co., Ltd. (currently JRA SYSTEM SERVICE CO., LTD.)	
		October 2007	Director, Japan Racing Lease Co., Ltd. (currently JRA SYSTEM SERVICE CO., LTD.)	
		September 2014	Retired from JRA SYSTEM SERVICE CO., LTD.	
		June 2015	Director, Audit and Supervisory Committee Member, the Company (incumbent)	
[Reason for nomination as candidate for Outside Director] The Company wishes Mr. Shoji Takaoka to continue to engage in the Company's audit and supervision as an Outside Director based on his wealth of experience, including management of bank branches, and extensive knowledge, and thus nominates him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.				
[Special interests between the candidate for Outside Director and the Company] None				
2	Kazuaki Kagohara (March 4, 1967)	March 1995	Joined Asahi Audit Corporation (currently KPMG AZSA LLC)	-
		October 2001	Established Kagohara Certified Public Accountant Office, President (incumbent)	
		June 2011	Representative Director, Business Solution Partners Co., Ltd. (currently Corporate Finance Research Institute Co., Ltd.) (incumbent)	
		June 2015	Audit and Supervisory Board Member of the Company Director, Audit and Supervisory Committee Member, the Company (incumbent)	
[Reason for nomination as candidate for Outside Director] The Company wishes Mr. Kazuaki Kagohara to continue to engage in the Company's audit and supervision as an Outside Director based on his wealth of experience and from a professional perspective as a certified public accountant, and thus nominates him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.				
[Special interests between the candidate for Outside Director and the Company] None				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Noriei Mitomi (February 4, 1951)	February 1970    Joined the Company April 2000        Specialist, Special Sales Dept. April 2004        General Manager, Tokyo Branch Office April 2012        Chief Manager, Sales Administration Dept. April 2014        Chief Manager, Marketing and Sales Promotion Dept. June 2014        Audit and Supervisory Board Member of the Company June 2015        Director, Audit and Supervisory Committee Member, the Company (incumbent)	80,000 shares
[Reason for nomination as candidate for Director] Based on his abundant work experience at the Company, Mr. Noriei Mitomi has been providing appropriate opinions to the Company from a fair and objective perspective. The Company judges that the Company can continue to receive appropriate guidance from him in decision-making by the Board of Directors, and thus nominates him as a candidate for Director who is an Audit and Supervisory Committee Member.			
[Special interests between the candidate for Director and the Company] None			

(Notes)

1. Mr. Shoji Takaoka and Mr. Kazuaki Kagohara are candidates for Outside Directors. The Company has submitted them as independent directors to the Tokyo Stock Exchange.
2. Mr. Shoji Takaoka and Mr. Kazuaki Kagohara will have served as Outside Directors who are Audit and Supervisory Committee Members of the Company for four years at the conclusion of this year's Annual General Meeting of Shareholders
3. The Company has entered into agreements with the three Directors (Audit and Supervisory Committee Members) in accordance with the provision of Article 427, Paragraph 1 of the Companies Act to limit their liability for damages pursuant to Article 423 Paragraph 1 of the said act. The amount of liability for damages in accordance with this agreement is limited to the minimum liability amount stipulated in Article 425 Paragraph 1 of the said act.

**Proposal 4:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member

In order to ensure that the number of incumbent Audit and Supervisory Committee Members does not fall below that required by laws and regulations, the election of one (1) substitute Director who is an Audit and Supervisory Committee Member is proposed.

The effectiveness of the election in this Proposal may be cancelled by a resolution of the Board of Directors, only before the candidate assumes the position of Director who is an Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Kazuya Ishikawa (September 20, 1956)  (New candidate)	April 1980      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) July 2001      General Manager, Atsugi Branch April 2004      General Manager, Yotsuya Branch April 2007      General Manager, Oomori Branch May 2009      Joined MST Insurance Service Co., Ltd. October 2017    Managing Executive Officer, Deputy General Manager, Administration Division, MST Insurance Service Co., Ltd. June 2019      Retired from MST Insurance Service Co., Ltd. Scheduled to assume the position of Director and Audit and Supervisory Committee Member, Techno Quartz Inc.	-
[Reason for nomination as candidate for Director] Mr. Kazuya Ishikawa has significant knowledge about finance and accounting through his career at financial institutions for many years and the Company judges that he is capable of appropriately fulfilling his duties in the Company's audit and supervision, and thus nominates him as a candidate for substitute Audit and Supervisory Committee Member.		
[Special interests between the candidate for substitute Audit and Supervisory Committee Member (Outside Director) and the Company] None		

(Notes)

1. Mr. Kazuya Ishikawa is a candidate for substitute Audit and Supervisory Committee Member (candidate for Outside Director).
2. If Mr. Kazuya Ishikawa assumes the position of Audit and Supervisory Committee Member, the Company intends to enter into an agreement with him in accordance with the Company's Articles of Incorporation to limit his liability to the amount stipulated by laws and regulations.
3. If Mr. Kazuya Ishikawa assumes the position of Audit and Supervisory Committee Member, the Company intends to submit him as an independent director to the Tokyo Stock Exchange and submit a notification of the appointment to the said Exchange.

**Proposal 5:** Presentation of Retirement Benefits to a Retiring Director

Director Mr. Ikunobu Sonoda will retire upon expiration of his term of office at the conclusion of this year's Annual General Meeting of Shareholders. To reward his service during his term of office, the Company proposes to present retirement benefits to him in accordance with the standards determined by the Company. The Company proposes that the amount, time, method, etc. be determined at the sole discretion of the Board of Directors.

The retiring Director's career summary is as follows.

Name	Career summary	
Ikunobu Sonoda	June 2018	Director, Chief Manager, Management Planning Office (incumbent)

End