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(Stock Exchange Code 7705)  
June 5, 2018

**To Shareholders with Voting Rights:**

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

**NOTICE OF  
THE 51st 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 51st 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 Thursday, June 21, 2018.

**1. Date and Time:** Friday, June 22, 2018 at 10:30 a.m. Japan time

**2. Place:** **Belessalle Shinjuku Grand Conference Center**  
5F, Sumitomo Fudosan Shinjuku Grand Tower  
8-17-1, Nishi-shinjuku, Shinjuku-ku, Tokyo, Japan  
(Please note that the venue is different from the previous year.)

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 51st Fiscal Year (April 1, 2017 to March 31, 2018) 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 51st Fiscal Year (April 1, 2017 to March 31, 2018)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)  
**Proposal 3:** Election of One (1) Substitute Director who is an Audit and Supervisory Committee Member  
**Proposal 4:** Presentation of Retirement Benefits to a Retiring Director

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- ⊙ Although the Company held a reception for shareholders after the conclusion of the annual general meeting of shareholders in previous years, the Company has decided not to hold a reception from this year onward. We appreciate the understanding of our shareholders.
  - ⊙ 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 (<http://www.gls.co.jp/>).
- © Of the documents to be provided, the matters listed below are posted on the Company's website (<http://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 Statements
- The 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.

# 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, 2018 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  
30 yen per share of common stock of the Company  
Total amount: 307,799,220 yen
  - (3) Effective date of distribution of surplus  
June 25, 2018
2. Other matters concerning appropriation of surplus  
Not applicable

**Proposal 2:** Election of Six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all five (5) 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, the election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed, increasing the number of Directors by one (1) in order to reinforce the management system.

The Audit and Supervisory Committee reviewed the status of execution of duties, performance and other matters during the fiscal year under review for the candidates for reappointment 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</p> <p>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>	20,732 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	24,761 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	34,151 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	
		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)	
[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)	December 1981	Joined the Company	25,542 shares
		April 2005	Manager, Customer Support	
October 2006	Manager, LC Section, Customer Support			
April 2012	Chief Manager, Instruments R&D Dept.; Manager, Instruments R&D Section, General Technical Division			
July 2013	Operating Officer; Chief Manager, Instruments R&D Dept.			
April 2015	Operating Officer; Chief Manager, Customer Support; Manager, LC Section			
April 2017	Operating Officer; Executive Senior Manager, General Technical Division; Chief Manager, Customer Support, the Company			
June 2017	Director, FL Holdings Co., Ltd. Director, FLOM, Inc. (incumbent) Director; Executive Senior Manager, General Technical Division; Chief Manager, Customer Support, the Company (incumbent)			
[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 continuing to appropriately fulfil 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	*Ikunobu Sonoda (July 21, 1959)	April 1982	Joined the Company	8,029 shares
		June 1996	Manager, Kyusyu Sales Office	
May 2007	Manager, Marketing and Sales Promotion Section, Sales Promotion Dept., Sales Division			
April 2008	Manager, Marketing Section, Marketing and Sales Promotion Dept., Sales Division			
April 2011	Deputy Chief Manager, Marketing and Sales Promotion Dept., Sales Division			
April 2012	Chief Manager, Marketing and Sales Promotion Dept., Sales Division			
July 2014	Operating Officer; Chief Manager, Marketing and Sales Promotion Dept.			
July 2015	Operating Officer; Chief Manager, Corporate Planning Dept.			
April 2017	Operating Officer; Chief Manager, Management Planning Office (incumbent)			
[Reason for nomination as candidate for Director] Mr. Ikunobu Sonoda is thoroughly conversant with the market through his many years of experience in domestic sales. He also has in-depth knowledge and experience concerning sales promotion of the Company's products through his long experience in marketing sections. Currently, as Chief Manager of Management Planning Office, he is involved in overall 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
6	*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>	223 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			

(Notes)

1. Candidates marked with \* (Mr. Ikunobu Sonoda and Mr. Osamu Serizawa) are new candidates.
2. The number of shares of the Company held by candidates for Directors is as of March 31, 2018 and includes the number of shares held in the name of the Company's Director Shareholding Association. The number of shares of the Company held by new candidates includes the number of shares held through the GL Science Employee Shareholding Association. If this proposal is approved and the new candidates assume the position of Director, they will withdraw from the GL Science Employee Shareholding Association and procedures for withdrawal, including withdrawal of their shareholding, will be taken in accordance with the rules of the GL Science Employee Shareholding Association.

**Proposal 3:** 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
Hiroshi Maruta (September 14, 1952)	April 1975      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) June 1993      General Manager, Minatomirai Branch May 1995      General Manager, Toritsudaigaku-Ekimae Branch July 1999      General Manager, Tsurumi Branch June 2001      General Manager, Niigata Branch April 2003      Joined MT Insurance Service Co., Ltd. July 2006      Executive Officer; General Manager, Yokohama Branch, MT Insurance Service Co., Ltd. February 2009      Joined Haneda Concrete Industrial Co., Ltd. September 2009      Senior Executive Director, Haneda Concrete Industrial Co., Ltd. June 2014      Full-time Corporate Auditor, Techno Quartz Inc. June 2016      Director and Full-time Audit and Supervisory Committee Member, Techno Quartz Inc. (incumbent)	-
[Special interests between the candidate for substitute Audit and Supervisory Committee Member and the Company] None		

(Notes)

1. Mr. Hiroshi Maruta is a candidate for substitute Audit and Supervisory Committee Member (Outside Director).
2. The Company nominated Mr. Hiroshi Maruta as a candidate for substitute Audit and Supervisory Committee Member (Outside Director) because he has significant knowledge about finance and accounting through his career at financial institutions for many years and the Company believes that he is capable of appropriately fulfilling his duties in the Company's audit and supervision.
3. If Mr. Hiroshi Maruta 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.
4. If Mr. Hiroshi Maruta assumes the position of Audit and Supervisory Committee Member, the Company intends to appoint him as an independent director as prescribed by the Tokyo Stock Exchange and submit a notification of the appointment to the said Exchange.
5. Mr. Hiroshi Maruta is Director and Full-time Audit and Supervisory Committee Member of Techno Quartz Inc., a specified related business operator (subsidiary) of the Company.



**Proposal 4:** Presentation of Retirement Benefits to a Retiring Director

Director Mr. Shunichi Yamashita 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	
Shunichi Yamashita	June 2013	Director, Executive Senior Manager, Administrative Division, the Company (incumbent)

End