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(Stock Exchange Code 4975)  
June 10, 2016

**To Shareholders with Voting Rights:**

Keiji Ozawa  
Representative Director, Chairman and CEO  
JCU CORPORATION  
8-1 Higashiueno 4-chome, Taito-ku,  
Tokyo, Japan

**NOTICE OF  
THE 56TH 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 56th Annual General Meeting of Shareholders of JCU CORPORATION (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form. If exercising your voting rights in writing, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, June 28, 2016, Japan time.

- 1. Date and Time:** Wednesday, June 29, 2016, at 10:00 a.m. Japan time  
(The reception desk opens at 9:00 a.m.)
- 2. Place:** Conference room at the Head Office of the Company located at  
TIXTOWER UENO 16F, 8-1 Higashiueno 4-chome, Taito-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 56th Fiscal Year (April 1, 2015–March 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 56th Fiscal Year (April 1, 2015–March 31, 2016)
- Proposals to be resolved:**
- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of eleven (11) Directors
- Proposal 3:** Election of one (1) Audit & Supervisory Board Member

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the documents that should be provided along with this convocation, matters that should be included in the Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements are posted on the Company's Web site (<http://www.jcu-i.com/>), based on laws and regulations and provisions of the Articles of Incorporation of the Company, therefore these are not included in the attached document to this convocation.

The Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Company's Audit & Supervisory Board Members and the Accounting Auditor to prepare audit reports are the financial statements included in the attached documents to this convocation, as well as matters that should be included in the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements.

- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.jcu-i.com/>).
- We are advocating the Cool Biz campaign. Shareholders are expected to attend the meeting in casualwear.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for Amendments

In accordance with the enforcement of the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014) on May 1, 2015, which allows companies to enter into limited liability agreements with Directors who do not engage in business execution and Audit & Supervisory Board Members who do not serve as External Audit & Supervisory Board Members, the Company will make partial amendments to the provisions of Article 32 Paragraph 2 and Article 41 Paragraph 2 of the current Articles of Incorporation, so as to allow such Directors and Audit & Supervisory Board Members to fully perform the roles expected of them.

The consent of each Audit & Supervisory Board Member has been obtained with regards to the amendments to Article 32 Paragraph 2 of the Articles of Incorporation.

#### 2. Details of Amendments

The details of the proposed amendments are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER IV</p> <p>DIRECTORS AND THE BOARD OF DIRECTORS (Exemption of Directors from Liability)</p> <p>Article 32. (Text omitted)</p> <p>2 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>External Directors</u> to limit their liability for damages due to negligence in the performance of their duties, to the extent prescribed by laws and regulations.</p>	<p style="text-align: center;">CHAPTER IV</p> <p>DIRECTORS AND THE BOARD OF DIRECTORS (Exemption of Directors from Liability, <u>etc.</u>)</p> <p>Article 32. (Unchanged)</p> <p>2 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>Directors (excluding Directors who engage in business execution)</u> to limit their liability for damages due to negligence in the performance of their duties, to the extent prescribed by laws and regulations.</p>
<p style="text-align: center;">CHAPTER V</p> <p>AUDIT &amp; SUPERVISORY BOARD MEMBERS AND THE AUDIT &amp; SUPERVISORY BOARD (Exemption of Audit &amp; Supervisory Board Members from Liability)</p> <p>Article 41. (Text omitted)</p> <p>2 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>External Audit &amp; Supervisory Board Members</u> to limit their liability for damages due to negligence in the performance of their duties, to the extent prescribed by laws and regulations.</p>	<p style="text-align: center;">CHAPTER V</p> <p>AUDIT &amp; SUPERVISORY BOARD MEMBERS AND THE AUDIT &amp; SUPERVISORY BOARD (Exemption of Audit &amp; Supervisory Board Members from Liability, <u>etc.</u>)</p> <p>Article 41. (Unchanged)</p> <p>2 Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>Audit &amp; Supervisory Board Members</u> to limit their liability for damages due to negligence in the performance of their duties, to the extent prescribed by laws and regulations.</p>

**Proposal 2:** Election of eleven (11) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. In addition, as former Director Mr. Yoshimasa Kasuya passed away on February 13, 2016, the election of eleven (11) Directors (including three (3) newly appointed candidates) is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	[Reappointment] Keiji Ozawa (October 11, 1950)	<p>April 1974      Joined the Company</p> <p>April 1999      General Manager of Osaka Branch</p> <p>January 2002    General Manager of Sales Promotion Department</p> <p>September 2004 Executive Officer and General Manager of Management Planning Office</p> <p>June 2007      Director, Managing Executive Officer and General Manager of Administration Headquarters</p> <p>June 2008      Senior Managing Director, Senior Executive Officer and General Manager of Administration Headquarters</p> <p>June 2009      Director, Vice President and General Manager of Administration Headquarters</p> <p>June 2010      Representative Director, President and COO</p> <p>June 2014      Representative Director and Vice Chairman</p> <p>February 2016 Representative Director, Chairman and CEO (present position)</p> <p>[Significant concurrent positions]</p> <p>Chairman of JCU SHANGHAI TRADING CORPORATION</p> <p>Representative Director and President of JCU (THAILAND) CO., LTD.</p> <p>Chairman of JCU TAIWAN CORPORATION</p> <p>Representative Director of JCU KOREA CORPORATION</p> <p>Representative Director and President of JCU VIETNAM CORPORATION</p> <p>President of PT. JCU Indonesia</p> <p>Chairman of GINZA SUZURANDO COSMETICS CO., LTD.</p> <p>Chairman of JCU BEIJING TRADING CORPORATION</p> <p>Chairman of YINGLUQUAN JCU SHANGHAI INTERNATIONAL TRADING CORPORATION</p>	21,300
<p>(Reasons for selection as candidate for Director)</p> <p>Mr. Keiji Ozawa has held various positions in the sales and administrative departments. He was appointed as Vice President in 2009, and promoted to Representative Director, President and COO in 2010. In view of the sudden passing of Mr. Yoshimasa Kasuya in February this year, he was appointed as Representative Director, Chairman and CEO of the Company. With his high level of expertise as a top executive and great insight regarding the Company's overall operations, it was determined that he should continue to be a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
2	[Reappointment] Ryoichi Kimizuka (August 28, 1955)	<p>April 1982      Joined the Company</p> <p>April 2000      Senior Researcher of Electronic Chemical Department of Central Laboratory</p> <p>April 2003      General Manager of Central Laboratory</p> <p>September 2004 Executive Officer and General Manager of Central Laboratory</p> <p>April 2007      Executive Officer and General Manager of Chemical Development Laboratory of Research &amp; Development Center</p> <p>June 2008      Director, Managing Executive Officer and General Manager of Research &amp; Development Center</p> <p>June 2010      Managing Director, Managing Executive Officer and General Manager of Research &amp; Development Center</p> <p>June 2011      Senior Managing Director, Senior Managing Executive Officer and General Manager of Research &amp; Development Center</p> <p>April 2014      Representative Director and Vice President</p> <p>June 2014      Representative Director, President and COO (present position)</p> <p>[Significant concurrent positions] Chairman of JCU SHENZHEN TRADING CORPORATION</p>	36,000
<p>(Reasons for selection as candidate for Director)</p> <p>Mr. Ryoichi Kimizuka has led the Company's Research &amp; Development Center for many years, and possesses extensive knowledge of outstanding technology and products. He was promoted to Representative Director, President and COO in 2014. With his high level of expertise and great insight regarding the Company's overall operations, it was determined that he should continue to be a candidate for Director.</p>			
3	[Reappointment] Kanji Kobayashi (February 22, 1957)	<p>April 1980      Joined the Company</p> <p>April 2003      General Manager of Head Office Chemical Sales and Marketing Department of Sales and Marketing Headquarters</p> <p>April 2010      Assistant General Manager of Domestic Sales and Marketing Headquarters</p> <p>June 2010      Executive Officer and Assistant General Manager of Domestic Sales and Marketing Headquarters</p> <p>June 2013      Director, Managing Executive Officer and Assistant General Manager of Chemical Business Headquarters</p> <p>June 2014      Managing Director, Managing Executive Officer and Assistant General Manager of Chemical Business Headquarters</p> <p>April 2015      Managing Director, Managing Executive Officer and General Manager of Management Strategy Office</p> <p>April 2016      Managing Director, Managing Executive Officer and General Manager of Sales and Marketing Headquarters (present position)</p>	4,500
<p>(Reasons for selection as candidate for Director)</p> <p>Mr. Kanji Kobayashi has held various key positions mainly in the Company's sales department, and has led the Company's sales and marketing operations for many years. He is also experienced in carrying out Director and Executive Officer duties. With his high level of expertise and great insight regarding the Company's overall operations, it was determined that he should continue to be a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	[Reappointment] Shinji Hayashi (July 30, 1958)	April 1981    Joined the Company August 2004    General Manager of Electronic Technology Department of Central Laboratory April 2006    General Manager of Second Development Office of Central Laboratory April 2009    General Manager of New Product and New Market Development Department of Research & Development Center April 2010    General Manager of New Business Technology Department of Research & Development Center June 2013    Director, Managing Executive Officer and Assistant General Manager of Research & Development Center April 2014    Director, Managing Executive Officer and General Manager of Research & Development Center June 2014    Managing Director, Managing Executive Officer and General Manager of Research & Development Center (present position)	2,300
(Reasons for selection as candidate for Director) Mr. Shinji Hayashi has led the Company's Research & Development Center for many years, and possesses extensive knowledge of outstanding technology and products. He is also experienced in carrying out Director and Executive Officer duties. With his high level of expertise and great insight regarding the Company's overall operations, it was determined that he should continue to be a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
5	[Reappointment] Akihisa Omori (October 2, 1965)	January 1990    Joined the Company April 2010    General Manager of Osaka Branch June 2012    General Manager of Management Strategy Office April 2014    Managing Executive Officer and General Manager of Management Strategy Office June 2014    Director, Managing Executive Officer and General Manager of Management Strategy Office April 2015    Director and Managing Executive Officer (present position) [Significant concurrent positions] President of JCU INTERNATIONAL, INC.	1,200
		(Reasons for selection as candidate for Director) Mr. Akihisa Omori has held various key positions mainly in the Company's sales department, and is currently the President of JCU INTERNATIONAL, INC. With his high level of management expertise and great insight regarding the Company's overall operations, it was determined that he should continue to be a candidate for Director.	
6	[Reappointment] Takanori Arata (May 13, 1967)	September 2006    Joined the Company June 2009    General Manager of Accounting Department of Administration Headquarters April 2014    Managing Executive Officer and General Manager of Administration Headquarters June 2014    Director, Managing Executive Officer and General Manager of Administration Headquarters April 2015    Director, Managing Executive Officer and Assistant General Manager of Chemical Business Headquarters (present position) April 2016    Director, Managing Executive Officer and Assistant General Manager of Sales and Marketing Headquarters (present position)	600
		(Reasons for selection as candidate for Director) Mr. Takanori Arata has held various positions including General Manager of Accounting Department and General Manager of Administration Headquarters, and has extensive knowledge of the Company's administrative operations. In addition, in view of his rich experience in international operations, he is currently appointed as General Manager of Overseas Business in the Sales and Marketing Headquarters. With his high level of insight regarding the Company's overall operations, it was determined that he should continue to be a candidate for Director.	
7	[New appointment] Masashi Kimura (February 9, 1958)	March 1980    Joined EBARA DENSAN LTD. April 2004    General Manager of Printed Circuit Chemicals Department of EBARA DENSAN LTD. April 2010    Joined the Company as General Manager of DENSAN August 2010    Vice President of JCU (THAILAND) CO., LTD. June 2013    Executive Officer April 2016    Executive Officer and General Manager of Management Strategy Office (present position)	300
		(Reasons for selection as candidate for Director) Mr. Masashi Kimura has held various key positions in EBARA DENSAN LTD. including General Manager of Printed Circuit Chemicals Department. He joined the Company in 2010, in line with a partial transfer of operations to the Company. Regarding his duties in the Company, he has been appointed as the Vice President of JCU (THAILAND) CO., LTD. With his high level of expertise and great insight regarding the Company's overall operations, it was determined that he should be a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
8	[New appointment] Junichi Matsumoto (October 30, 1960)	September 1989    Joined the Company April 2007        General Manager of Marketing Strategy Office April 2011        General Manager of Overseas Business Planning Department of Overseas Business Headquarters June 2012        General Manager of Overseas Business Promotion Department of Chemical Business Headquarters April 2014        Executive Officer and General Manager of Production Headquarters (present position)	5,600
	(Reasons for selection as candidate for Director) Mr. Junichi Matsumoto has led mainly the sales and marketing departments in the Company. In 2014, he was appointed as General Manager of Production Headquarters and became an Executive Officer. As it was deemed appropriate to have a person in charge of the production department involved in the Company's management, it was determined that he should be a candidate for Director.		



No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held	
9	[New appointment] Rui Tanino (October 2, 1957)	April 1982 June 1999  January 2009 March 2010 June 2012 April 2014 April 2016	Joined Fuji Machinery Mfg. & Electronics Co., Ltd. Operating Executive Officer and General Manager of Substrate Sales Headquarters of Fuji Machinery Mfg. & Electronics Co., Ltd. Joined the Company as General Manager of New Business Promotion Department General Manager of New Business Sales Promotion Department Assistant General Manager of New Business Headquarters Executive Officer and Assistant General Manager of New Business Headquarters Executive Officer and Assistant General Manager of Sales and Marketing Headquarters (present position)	1,800
		(Reasons for selection as candidate for Director) Mr. Rui Tanino has played a central role in the business operations of the New Business segment, and has contributed to the diversification of the Company's management. In 2014, he was appointed as an Executive Officer. With his rich experience in managing new business ventures and great insight regarding the Company's overall operations, it was determined that he should be a candidate for Director.		
10	[Reappointment] Hidemi Nawafune (January 4, 1948)	March 1981 April 1997  April 2009 March 2014 April 2014 June 2014	Doctor of Engineering (at Osaka Prefecture University) Professor at the Faculty of Science and Engineering of Konan University Transferred to the Faculty of Frontiers of Innovative Research in Science and Technology of Konan University Resigned from Konan University Emeritus professor of Konan University (present position) Director of the Company (present position)	200
		[Significant concurrent positions] Chairman Emeritus of Society for the Study of Electroplating Adviser of Osaka Prefecture Electro Plating Industry Association  (Reasons for selection as candidate for Director) Dr. Hidemi Nawafune has extensive knowledge of chemistry and professional knowledge on related laws and regulations and patents. Accordingly, he has contributed immensely as an External Director of the Company and in ensuring that decisions made by the Board of Directors are appropriate. Although he has not been directly involved in corporate management, in view of his high level of expertise and insight, as well as his actual performance results, it was determined that he should continue to be a candidate for External Director.		
11	[Reappointment] Masahiko Takanaka (August 6, 1951)	October 1976 April 1979 June 2005 April 2014 June 2015	Passed the National Bar Examination Registered as a lawyer (present position) Audit & Supervisory Board Member of the Company Chairman of Tokyo Bar Association and Vice Chairman of Japan Federation of Bar Associations Director of the Company (present position)	—
		[Significant concurrent positions] Head of Takanaka Law Office External Audit & Supervisory Board Member of T&D Asset Management Co., Ltd.  (Reasons for selection as candidate for Director) As a lawyer, Mr. Masahiko Takanaka has extensive knowledge of corporate legal affairs, and possesses a high level of professional expertise and insight with regards to legal regulations. Accordingly, he has contributed immensely as an External Director of the Company and in ensuring that decisions made by the Board of Directors are appropriate. Although he has not been directly involved in corporate management, in view of his high level of expertise and insight, as well as his actual performance results, it was determined that he should continue to be a candidate for External Director.		

(Notes)

1. There is no special interest between each candidate for Director and the Company.
2. Messrs. Hidemi Nawafune and Masahiko Takanaka are candidates for External Directors. Both candidates are currently External Directors of the Company. At the conclusion of this year's Annual General Meeting of Shareholders, Mr. Hidemi Nawafune's term of office as External Director will be two (2) years, while Mr. Masahiko Takanaka's term of office as External Director will be one (1) year. In addition, Mr. Masahiko Takanaka was an External Audit & Supervisory Board Member of the Company from June 2005 to June 2014.
3. For the Company to be able to recruit highly capable human resources as External Director, it has been stipulated in the Company's current Articles of Incorporation that the Company may enter into an agreement with External Directors to limit their liability to the Company within a certain range. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Hidemi Nawafune and Mr. Masahiko Takanaka to limit their liabilities under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.  
If the candidates for External Director Mr. Hidemi Nawafune and Mr. Masahiko Takanaka are reelected, the Company plans to continue the same agreement with them.  
The outline of the agreement is as follows.
  - In case an External Director is liable for damages arising from negligence in the performance of his/her duties, the limit of liability under such agreement shall be the minimum liability amount stipulated by Article 425, Paragraph 1 of the Companies Act.
  - Such limitation of liabilities is approved only in the cases where such External Director performed his/her business in good faith and without gross negligence in relation to the duties for which such liabilities were incurred.
4. The Company has appointed Mr. Hidemi Nawafune and Mr. Masahiko Takanaka as Independent Officers prescribed by Tokyo Stock Exchange and submitted a notification of the appointments to said Exchange. If their reelections are approved, the Company plans to continue appointing them as Independent Officers and to submit a notification of the appointments to said Exchange.

**Proposal 3:** Election of one (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Kanji Ohno will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has provided its consent to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
[New appointment] Takashi Nakazawa (February 8, 1951)	April 1974      Joined the Company April 1999      General Manager of Nagoya Branch April 2003      Assistant General Manager of Sales and Marketing Headquarters September 2004      Executive Officer and Assistant General Manager of Sales and Marketing Headquarters June 2007      Director, Executive Officer and General Manager of Chemical Sales and Marketing Headquarters June 2008      Director, Managing Executive Officer and General Manager of Chemical Sales and Marketing Headquarters June 2010      Managing Director, Managing Executive Officer and General Manager of Domestic Sales and Marketing Headquarters June 2012      Managing Director, Managing Executive Officer and General Manager of Procurement Headquarters June 2014      Adviser of the Company (present position)	14,050
<p>(Reasons for selection as candidate for Audit &amp; Supervisory Board Member)</p> <p>Mr. Takashi Nakazawa has held various positions in the Company, including General Manager of Nagoya Branch, General Manager of Chemical Sales and Marketing Headquarters, and General Manager of Procurement Headquarters. Accordingly, he has extensive experience in conducting business activities and great insight regarding the Company's overall operations. Even after he retired from the position of Adviser of the Company in 2014, he continued to exhibit his leadership skills in the formulation of a Business Continuity Plan (BCP). As the Company believes he is capable of fulfilling the role of an Audit &amp; Supervisory Board Member appropriately, it was determined that he should be a candidate for Audit &amp; Supervisory Board Member.</p>		

(Notes)

1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
2. If Mr. Takashi Nakazawa is elected as an Audit & Supervisory Board Member and Proposal 1 "Partial Amendments to the Articles of Incorporation" is approved and adopted as proposed, the Company will conclude an agreement with Mr. Takashi Nakazawa to limit his liability under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of said Act and the Company's Articles of Incorporation. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.