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Securities code: 4958
December 5, 2016

To Our Shareholders,

Takahiko Kondo,
President & COO
T. HASEGAWA CO., LTD.
4-4-14, Nihonbashi-honcho, Chuo-ku, Tokyo

Notice of Convocation of the 55th Annual General Meeting of Shareholders

You are cordially invited to attend the 55th Annual General Meeting of Shareholders of T. HASEGAWA CO., LTD. (the "Company") to be held as described below.

If you are unable to attend the meeting, you can exercise voting rights in writing. Please indicate your approval or disapproval for the proposal on the enclosed Voting Card and return the card to the Company no later than 5:30 p.m. on Tuesday, December 20, 2016 (JST) after reviewing the attached Reference Documents for General Meeting of Shareholders.

1. **Date and Time:** Wednesday, December 21, 2016, 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
   (The venue has changed from last year.)
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 55th term (from October 1, 2015 to September 30, 2016)
2. The non-consolidated financial statements for the 55th term (from October 1, 2015 to September 30, 2016)

Matter to be resolved

Proposal: Election of eight (8) Directors

◎ If you attend the meeting in person, please submit the enclosed Voting Card at the venue's reception. In addition, please assist us in conserving paper resources by bringing this Notice of Convocation with you.

◎ Because the status of stock acquisition rights, the system for ensuring properness of operations, 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 (http://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 (the aforementioned items disclosed on the website are available in Japanese only). Accordingly, the attached documents to this Notice 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 in the Reference Documents for General Meeting of Shareholders, business report, consolidated or non-consolidated financial statements will be reported on the Company's website (http://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 eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the election of eight (8) Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
1	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	102,832
[Reasons for nomination as a candidate for Director] As Chairman & CEO of the Company, he is in charge of the overall management of the Company and supervises the execution of business of the Company. Having served in key positions in the Company over many years, primarily in administration, he possesses abundant experience and keen insight related to business management and operations. From 2004 to 2011, he served as President of Japan Flavor & Fragrance Materials Association and currently he is Honorary President of that association, and he is thoroughly familiar with the flavor and fragrance industry. 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. [Special interest between the candidate and the Company] Hasegawa International Scholarship Foundation, at which he serves as Director, and the Company have business relations based on lease agreements.			
2	Takahiko Kondo (April 9, 1941)	Apr. 1966 Joined the Company Oct. 1995 Executive General Manager; General Manager of Flavor Sales Division, Flavor Headquarters of the Company Dec. 1996 Director; General Manager of Flavor Sales Division, Flavor Headquarters of the Company Dec. 1998 Managing Director; Deputy General Manager of Flavor Headquarters of the Company Oct. 2001 Director & Senior Executive Vice President of the Company Dec. 2006 Director & Deputy President of the Company Sep. 2014 Representative Director & Deputy President of the Company Dec. 2014 President & COO of the Company (present) (Responsibilities in the Company) In charge of Audit Division and Quality Assurance Division (Important concurrent positions) Chairman of T. HASEGAWA (SOUTHEAST ASIA) CO., LTD.	31,580
[Reasons for nomination as a candidate for Director] As President & COO of the Company, he demonstrates leadership in his role of being in charge of the Company as a whole, and supervises the business operation of the Company. Having served in key positions in the Company over many years, primarily in flavor sales, he possesses broad experience and keen insight, including in-depth involvement in the management of overseas subsidiaries. In addition, he has served as President of Japan Flavor & Fragrance Materials Association since July 2014 and he is thoroughly familiar with the flavor and fragrance industry. 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. [Special interest between the candidate and the Company] There is no special interest between the candidate and the Company.			

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibilities in the Company
(Important concurrent positions)</th><th>Number of Company's shares held</th></tr>
<tr><td>3</td><td>Tatsuo Tanimoto
(December 24, 1947)</td><td>Apr. 1970 Joined the Company
Dec. 1998 Executive General Manager; General Manager of Flavor Sales Department No. 7, Flavor Sales Division, Flavor Headquarters of the Company
Oct. 2001 Senior Vice President; General Manager of Flavor Sales Department No. 3, Flavor Sales Division, and General Manager of Food Materials Division of the Company
Dec. 2004 Executive Vice President; General Manager of Flavor Sales Division of the Company
Dec. 2008 Director & Senior Executive Vice President of the Company
Dec. 2014 Director & Deputy President of the Company (present)

(Responsibilities in the Company)
In charge of Flavor Sales and Fragrance Sales</td><td>15,900</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As Director, he has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business. Having served in key positions in the Company over many years, primarily in flavor sales, he possesses abundant experience and keen insight. He has numerous achievements, such as significant development of the fruit processing product business. As Deputy President of the Company, he takes charge of and leads all domestic business activities of the Company. 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.
[Special interest between the candidate and the Company]
There is no special interest between the candidate and the Company.</td></tr>
<tr><td>4</td><td>Takao Umino
(March 22, 1947)</td><td>Apr. 1970 Joined The Mitsui Bank, Limited
Jun. 2004 Representative Director and President of Sakura Card 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 (present)

(Responsibilities in the Company)
In charge of Global Business and Administration

(Important concurrent positions)
President Commissioner of PT. HASEGAWA FLAVORS AND FRAGRANCES INDONESIA
Representative Director and President of T. HASEGAWA BUSINESS SERVICE CO., LTD.
Outside Corporate Auditor of BROTHER INDUSTRIES, LTD.</td><td>12,200</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As Director, he has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business. From his long-standing experience, he possesses a broad range of specialist knowledge and keen insight into the overall corporate management and global business operations. As Deputy President of the Company, he is in charge of global business and administration, and he is forging ahead with the formulation and execution of business strategies that include strengthening cooperation between each overseas base and forming alliances with other companies. 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.
[Special interest between the candidate and the Company]
There is no special interest between the candidate and the Company.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibilities in the Company
(Important concurrent positions)</th><th>Number of Company's shares held</th></tr>
<tr><td>5</td><td>Yoshiaki Chino
(January 25, 1950)</td><td>Apr. 1972 Joined the Company
Dec. 2003 Executive General Manager; General Manager of Food Materials Division of the Company
Dec. 2006 Senior Vice President; Deputy General Manager of Fukaya Production Center of the Company
Dec. 2011 Executive Vice President; General Manager of Fukaya Production Center of the Company
Dec. 2014 Director & Senior Executive Vice President of the Company (present)

(Responsibilities in the Company)
In charge of Production</td><td>5,480</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As Director, he has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business. Having served in key positions in the Company over many years, mainly in the areas of production, procurement, etc., he possesses abundant experience and broad knowledge. As Senior Executive Vice President of the Company, he is in charge of production, where he is leading efforts to further enhance the global production and procurement system, which includes both domestic and overseas subsidiaries. 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.
[Special interest between the candidate and the Company]
There is no special interest between the candidate and the Company.</td></tr>
<tr><td>6</td><td>Tsukasa Saito
(May 15, 1952)</td><td>Apr. 1975 Joined the Company
Dec. 2005 Executive General Manager; Deputy General Manager of Flavor Institute of the Company
Dec. 2007 Senior Vice President; Deputy General Manager of Flavor Institute of the Company
Dec. 2012 Executive Vice President; Deputy General Manager of R&D Center and General Manager of Flavor Institute of the Company
Dec. 2014 Director & Senior Executive Vice President of the Company (present)
General Manager of R&D Center of the Company (present)

(Responsibilities in the Company)
In charge of Research & Development</td><td>14,100</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As Director, he has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business. Having served in key positions in the Company over many years, mainly in the area of research & development, he possesses abundant experience and broad knowledge. As Senior Executive Vice President of the Company, he is in charge of research & development, where he is working to further enhance the quality assurance system and strategically implementing initiatives to further raise the Company's level of technology by restructuring organizations to organically integrate research departments and promote cooperation between them. 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.
[Special interest between the candidate and the Company]
There is no special interest between the candidate and the Company.</td></tr>
</table>

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
7	Shoichiro Oguri (July 29, 1943)	Apr. 1966 Joined The Nippon Fire & Marine Insurance Co., Ltd. Jun. 1999 Director and Senior Vice President of The Nippon Fire & Marine Insurance Co., Ltd. Jun. 2000 Director and Executive Vice President of The Nippon Fire & Marine Insurance Co., Ltd. Apr. 2001 Director and Senior Managing Executive Officer of Nipponkoa Insurance Co., Ltd. (now Sompo Holdings, Inc.) Mar. 2002 Senior Managing Director of Nippon Hilton Co., Ltd. Dec. 2002 Representative Director and President of Nippon Hilton Co., Ltd. Sep. 2004 Managing Director of Arion-Edo Foundation Dec. 2005 Outside Audit & Supervisory Board Member of the Company Dec. 2014 Outside Director of the Company (present)	0

[Special notes on candidate for outside Director]

He is a candidate for outside Director as provided by Article 2, Paragraph 3, Item 7, of the Ordinance 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 two (2) years.

[Reasons for nomination as a candidate for outside Director]

He possesses keen insight as a business manager, acquired through many years of experience, and broad knowledge relating to corporate management. 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.

[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 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 his re-election is approved, the Company intends to continue the said contract.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Important concurrent positions)	Number of Company's shares held
8	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

[Special notes on candidate for outside Director]

He is a candidate for outside Director as provided by Article 2, Paragraph 3, Item 7, of the Ordinance 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.

[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.

[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]

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