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Securities code: 4958
December 3, 2018

To Our Shareholders,

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

Notice of Convocation of the 57th Annual General Meeting of Shareholders

You are cordially invited to attend the 57th 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 may exercise your voting rights by mail or via the internet, etc. Please exercise your voting rights no later than 5:30 p.m. on Wednesday, December 19, 2018 (JST) after reviewing the attached Reference Documents for General Meeting of Shareholders.

1. **Date and Time:** Thursday, December 20, 2018, 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
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 57th term (from October 1, 2017 to September 30, 2018)
2. The non-consolidated financial statements for the 57th term (from October 1, 2017 to September 30, 2018)

Matter to be resolved

Proposal: Election of nine (9) 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 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 (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 nine (9) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In that regard, we request the election of nine (9) Directors, lowering the number of Directors by one (1) to enhance the efficiency of the management system.

The candidates for Director are as follows:

<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>1
Re-election</td><td>
Tokujiro Hasegawa
(December 5, 1938)</td><td>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</td><td>105,032</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As Chairman & 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 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]
There is no special interest between the candidate and the Company.</td></tr>
<tr><td>2
Re-election</td><td>
Takahiko Kondo
(April 9, 1941)</td><td>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 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
Nov. 2017 Deputy Chairman of the Company (present)</td><td>33,280</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As Deputy Chairman of the Company, Mr. Kondo is in charge of the overall management of the Company and supervises the execution of business of the Company. Having served as President & COO of the Company from December 2014 to October 2017, he possesses broad experience and keen insight related to management. In addition, while serving as President of Japan Flavor & Fragrance Materials Association since July 2014, he has worked to spread awareness of the usefulness and safety of flavors and fragrances and worked to expand 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.</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>3
Re-election</td><td>
Takao Umino
(March 22, 1947)</td><td>Apr. 1970 Joined The Mitsui Bank, Limited (now Sumitomo Mitsui Banking Corporation)
Jun. 2004 Representative Director and President of Sakura Card Co., Ltd. (now Cedyna Financial Corporation)
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.</td><td>13,300</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As President & 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. He is actively forging ahead with the growth strategy such as making decisions on important matters of management that include formulation of overseas business strategies and collaboration 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>
<tr><td>4
Re-election</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. 2007 Senior Vice President; 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)
Oct. 2018 General Manager of R&D Center of the Company (present)

(Responsibilities in the Company)
In charge of Research & Development and second in charge of Quality Assurance Division</td><td>6,080</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
As Director, Mr. Chino has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business. He has served in key positions in the Company over many years, in the areas of research, production, procurement, etc.; strengthened the connections between production bases both in Japan and overseas; and promoted measures to create a global production and procurement system. Since October 2018, he has been in charge of research & development as General Manager of R&D Center, and has led the reinforcement of the research and development system, which will improve customer satisfaction and market competiveness. 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
5 Re-election	 Makiyo Narushima (September 5, 1951)	Apr. 1974 Joined The Mitsui Bank, Limited (now Sumitomo Mitsui Banking Corporation) Jun. 1996 General Manager of Paris Branch, The Sakura Bank, Limited (now Sumitomo Mitsui Banking Corporation) Jul. 1999 Joined BNP Paribas General Manager of International Business Division, Tokyo Branch Sep. 2005 Joined Crédit Agricole Corporate and Investment Bank Managing Director of Corporate Sales Division, Tokyo Branch Sep. 2010 Joined the Company; Senior Advisor Dec. 2010 Senior Vice President; General Manager of Financial Division, General Manager of Overseas Operations Division, and General Manager of Overseas Sales Department of the Company Dec. 2013 Executive Vice President; General Manager of Global Business Division and General Manager of Financial Division of the Company Dec. 2015 Senior Executive Vice President of the Company Dec. 2016 Senior Advisor of the Company Dec. 2017 Director & Executive Vice President of the Company (present) General Manager of Global Business Division of the Company (present) (Responsibilities in the Company) In charge of Global Business (Important concurrent positions) Chairman of T. HASEGAWA FLAVOURS AND FRAGRANCES (TAIWAN) CO., LTD.	3,200

[Reasons for nomination as a candidate for Director]

As Director, Mr. Narushima has been appropriately fulfilling such roles as making decisions on important matters of management and supervising the execution of business. He possesses sophisticated specialist knowledge acquired through many years of experience in the financial sector and abundant experience relating to global business operations. As Executive Vice President of the Company, he is accelerating business expansion in the overseas market, which drives the Company's growth, and promoting strengthening the connection between bases both overseas and in Japan. 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>6
Re-election</td><td>
Minoru Nakamura
(September 5, 1955)</td><td>Apr. 1981 Joined Nippon Kokan Ltd. (now JFE Engineering Corporation)
Aug. 1988 Joined The Mitsui Bank, Limited (now Sumitomo Mitsui Banking Corporation)
Seconded to Mitsui Institute of Research Inc. (now The Japan Research Institute, Limited)
Sep. 2006 Joined the Company; Chief Administrator, Corporate Planning Division
Dec. 2011 Executive General Manager; General Manager of Corporate Planning Division, and General Manager of Information Systems Division of the Company
Dec. 2013 Senior Vice President of the Company
Dec. 2015 Executive Vice President of the Company
General Manager of Corporate Planning Division (present), and General Manager of Human Resources Division of the Company
Dec. 2017 Director & Executive Vice President of the Company (present)

(Responsibilities in the Company)
In charge of Administration

(Important concurrent positions)
Representative Director and President of T. HASEGAWA BUSINESS SERVICE CO., LTD.</td><td>5,300</td></tr>
<tr><td colspan="4">[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 key positions in the Company's administration, he possesses abundant specialist knowledge relating to overall management and keen insight. As Executive Vice President of the Company, he is in charge of administration and directs the appropriate execution of business that will lead to improved business results. 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>7
Re-election</td><td>
Takumi Kato
(September 11, 1956)</td><td>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</td><td>11,160</td></tr>
<tr><td colspan="4">[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 flavor 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 is promoting sales strategies that focus on the Japanese market, which is the Company's business foundation. 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
8 Re-election Outside Director Independent director/ auditor	 Shoichiro Oguri (July 29, 1943)	Apr. 1966 Joined The Nippon Fire & Marine Insurance Co., Ltd. (now Sompo Holdings, Inc.) 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]

Mr. Oguri is a candidate for outside Director as provided by Article 2, Paragraph 3, Item 7, 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 four (4) years. His total term of office, including his time as an outside Audit & Supervisory Board Member, will have been thirteen (13) 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 this proposal is approved and he is re-elected as outside Director, 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
9 Re-election Outside Director Independent director/ auditor	 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]

Mr. Ohkado is a candidate for outside Director as provided by Article 2, Paragraph 3, Item 7, 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 three (3) years. His total term of office, including his time as an outside Audit & Supervisory Board Member, will have been four (4) years.

[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]

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 this proposal is approved and he is re-elected as outside Director, the Company intends to continue the said contract.