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Securities Code: 7893
June 5, 2018

To Our Shareholders

Takeshi Ueno
President and Representative Director

Pronexus Inc.
2-20, Kaigan 1-chome, Minato-ku, Tokyo

NOTICE OF THE 74TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 74th Ordinary General Meeting of Shareholders.
If you are unable to attend the meeting, it would be appreciated if you exercise your voting rights by either of the following methods after reviewing the attached reference materials for the general meeting of shareholders.

Meeting Details

1. Date and Time: Wednesday, June 27, 2018 at 10:00 a.m.

2. Venue: "Primavera" at Dai-ichi Hotel Tokyo 4F
2-6, Shimbashi 1-chome, Minato-ku, Tokyo
(Please note that the meeting venue has changed from the previous meeting held last year.)

3. Agenda:

Items to be Reported:

1. The Business Report and the Consolidated Financial Statements for the 74th Business Period (from April 1, 2017 to March 31, 2018), as well as the Audit Report for the Consolidated Financial Statements by Accounting Auditors and Audit & Supervisory Board
2. The Report of Financial Statements for the 74th Business Period (from April 1, 2017 to March 31, 2018)

Item to be Resolved:

Proposal 1: Election of Nine (9) Directors

Proposal 2: Election of One (1) Audit & Supervisory Board Member

4. Guidance for Exercise of Voting Rights, etc.:

If you are unable to attend the meeting, we would appreciate it if you could exercise your voting rights by postal mail or via the Internet after reviewing the attached reference materials for the general meeting of shareholders. The deadline is **no later than 5:30 p.m., Tuesday, June 26, 2018 (Japan Standard Time)**.

* Of the documents to be attached to this Notice of Ordinary General Meeting of Shareholders, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, and the Statement of Changes in Equity and the Notes to the Financial Statements have been posted on the Company's website (http://www.pronexus.co.jp/) in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation, and accordingly are not included in this Notice of Ordinary General Meeting of Shareholders. The Consolidated Financial Statements and the Financial Statements that were audited by Accounting Auditors and Audit & Supervisory Board Members are the documents attached to this Notice of Ordinary General Meeting of Shareholders as well as the aforementioned documents that have been posted on the Company's website.

* If there are any amendments to reference materials for the general meeting of shareholders, Business Report, Consolidated Financial Statements or Financial Statements, please note that amended items will be posted on our website (http://www.pronexus.co.jp/).

Reference Materials for the General Meeting of Shareholders

Proposal 1: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Attribute of Candidate	Current Positions and Responsibilities in the Company	Attendance at Board of Directors meetings (FY2017)
1	Morio Ueno	Reelection	Chairman and Director	17 out of 17 100%
2	Takeshi Ueno	Reelection	President and Representative Director	17 out of 17 100%
3	Yatsuo Watanabe	Reelection	Director and Senior Managing Executive Officer, General Manager, Sales Headquarters	17 out of 17 100%
4	Makoto Kawaguchi	Reelection	Director and Managing Executive Officer, General Manager, Manufacturing Headquarters, in charge of Quality Management Division and NAPS Promotional Office	17 out of 17 100%
5	Masahide Taki	Reelection	Director and Managing Executive Officer, General Manager, Business Reform and Information Systems Headquarters	17 out of 17 100%
6	Kenji Fujisawa	Reelection	Director and Managing Executive Officer, General Manager, Administration Headquarters and Legal & Compliance Office	17 out of 17 100%
7	Masahiro Owada	Reelection	Director and Executive Officer, General Manager, President's Office, in charge of Group companies	17 out of 17 100%
8	Takatsugu Nagatsuma	Reelection Outside Director Independent Officer	Outside Director	15 out of 17 88%
9	Ken Shimizu	New Election Outside Director Independent Officer	–	–

Reelection: Candidate for reelection as Director
New Election: Candidate for new Director
Outside Director: Candidate for Outside Director
Independent Officer: Independent Officer stipulated by the Tokyo Stock Exchange

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held Attendance at Board of Directors meetings (FY2017)
1	Reelection **Morio Ueno** (November 5, 1939)	January 1966 Joined the Company Managing Director of the Company January 1976 President and Representative Director of the Company June 2008 President, Representative Director and CEO of the Company June 2010 Chairman and Representative Director of the Company May 2011 Outside Auditor of Ringer Hut Co., Ltd (incumbent) (scheduled to retire in May 2018) April 2013 Chairman and Representative Director of Zaihon, Inc. (incumbent) June 2015 Chairman and Director of the Company (incumbent)	7,262,680 17 out of 17 (100%)
	[Reason for nomination as candidate for Director] Mr. Morio Ueno served as the former President of the Company for over 30 years and has adequate management experience and accomplishments. He currently serves as Chairman and Director of the Company, giving accurate advice from experience on overall management and fulfilling appropriate roles such as determination of important matters and supervision of business operations. Accordingly, the Company nominated him as a candidate for Director.		
2	Reelection **Takeshi Ueno** (January 30, 1970)	June 1997 Joined the Company October 1999 General Manager, Electronic Disclosure Promotion Office, Sales Headquarters of the Company June 2000 Director of the Company April 2004 Managing Director of the Company June 2005 Senior Managing Director of the Company June 2007 Executive Vice President and Director of the Company June 2008 Executive Vice President, Representative Director and COO of the Company May 2010 President and Representative Director of ASP Communications Co., Ltd. (incumbent) June 2010 President and Representative Director of the Company (incumbent) July 2014 President of PRONEXUS TAIWAN Co., Ltd. (incumbent)	730,620 17 out of 17 (100%)
	[Reason for nomination as candidate for Director] For over 10 years after joining the Company, Mr. Takeshi Ueno has played an active role in establishing new businesses that today have become mainstay businesses of the Company such as the digitization of legal disclosure documents and the database business. Then, since becoming the Company's President, he has steadily striven to deal with various management issues such as the preparation of the New Medium-Term Management Plan 2018 in progress and the launch of overseas businesses, helping to enhance the corporate value. In addition, he is expected to continuously show strong leadership. Accordingly, the Company nominated him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held Attendance at Board of Directors meetings (FY2017)
3	Reelection **Yatsuo Watanabe** (January 21, 1953)	March 1973 Joined the Company April 1999 General Manager, Customer Service Division, Sales Headquarters of the Company June 2000 Director of the Company June 2003 Managing Director of the Company April 2008 Managing Director, General Manager, Disclosure Business Headquarters of the Company June 2008 Director and Senior Managing Executive Officer, General Manager, Sales Headquarters of the Company (incumbent)	104,000 17 out of 17 (100%)
	[Reason for nomination as candidate for Director] Mr. Yatsuo Watanabe has engaged in sales, production and other operations since joining the Company, and has extensive business experience and knowledge. He currently heads the Company's entire sales operations as General Manager of the Sales Headquarters and plays central roles in expanding the core business and in new business promotion. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.		
4	Reelection **Makoto Kawaguchi** (March 2, 1956)	April 1976 Joined the Company June 2006 Director, General Manager, Desktop Publishing (DTP) Production Division, Disclosure Business Headquarters of the Company June 2008 Director and Managing Executive Officer, General Manager, Customer Service Headquarters of the Company April 2011 Director and Managing Executive Officer, General Manager, Production Headquarters and General Manager, Production Division of the Company June 2013 Director and Managing Executive Officer, General Manager, Manufacturing Headquarters, in charge of Quality Management Division and NAPS Promotional Office of the Company (incumbent)	63,500 17 out of 17 (100%)
	[Reason for nomination as candidate for Director] Mr. Makoto Kawaguchi has engaged in production and manufacturing since joining the Company, and has adequate experience and knowledge in managing a series of manufacturing processes. As General Manager of the Manufacturing Headquarters, he is currently striving to improve production efficiency and establish a quality management system at the Company's Toda Factory. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="4">Career summary, positions and areas of responsibility in the Company, and important concurrent positions</th><th>Number of the Company's shares held

Attendance at Board of Directors meetings (FY2017)</th></tr>
<tr><td rowspan="2">5</td><td>Reelection

Masahide Taki
(May 9, 1959)</td><td>December</td><td>1997</td><td>Joined the Company
General Manager, Information Systems Division, Sales Headquarters of the Company</td><td></td><td>36,000

17 out of 17 (100%)</td></tr>
<tr><td colspan="5">June 2006 Director, General Manager, Information Systems Office of the Company
June 2008 Director and Managing Executive Officer, General Manager, Information Systems Headquarters, in charge of ISO Promotional Office (ISMS) of the Company
April 2012 Director and Managing Executive Officer, General Manager, Information Systems Headquarters, in charge of Quality Management Division of the Company
June 2014 Director and Managing Executive Officer, General Manager, Information Systems Headquarters of the Company
April 2017 Director and Managing Executive Officer, General Manager, Business Reform and Information Systems Headquarters of the Company (incumbent)</td></tr>
<tr><td></td><td colspan="6">[Reason for nomination as candidate for Director]
Mr. Masahide Taki has engaged in information-system-related operations for many years, and has advanced knowledge and experience in IT. As General Manager of the Business Reform and Information Systems Headquarters, he is currently strengthening information security and pushing ahead with the company-wide business reform using IT. As he is considered to be able to use his experience and accomplishments for the Company's management, the Company nominated him as a candidate for Director.</td></tr>
<tr><td rowspan="2">6</td><td>Reelection

Kenji Fujisawa
(July 18, 1958)</td><td>April</td><td>2011</td><td>General Manager, General Affairs and Personnel Division of Taito Corporation</td><td></td><td>7,200

17 out of 17 (100%)</td></tr>
<tr><td colspan="5">April 2014 Joined the Company
Assistant General Manager, Administration Headquarters of the Company
October 2014 Assistant General Manager, Administration Headquarters and General Manager, Legal & Compliance Office of the Company
June 2015 Director and Managing Executive Officer, General Manager, Administration Headquarters and Legal & Compliance Office of the Company (incumbent)</td></tr>
<tr><td></td><td colspan="6">[Reason for nomination as candidate for Director]
Mr. Kenji Fujisawa has been engaged in personnel system design, compliance system implementation, etc. since he was working for his previous employer, and has abundant experience and knowledge in administration and personnel operations. As General Manager of the Administration Headquarters, he is currently strengthening information management systems and promoting personnel development. As it is expected that he can promote and strengthen the Company's corporate governance, the Company nominated him as a candidate for Director.</td></tr>
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Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held Attendance at Board of Directors meetings (FY2017)
7	Reelection **Masahiro Owada** (September 22, 1952)	February 2001 Joined the Company April 2002 General Manager, General Planning Office, Sales Headquarters of the Company May 2003 General Manager, President's Office of the Company June 2006 Director, General Manager, President's Office of the Company July 2007 Director, General Manager, President's Office, in charge of Group companies and Legal & Compliance Office of the Company June 2008 Director and Executive Officer, General Manager, President's Office, in charge of Group companies, Legal & Compliance Office and Internal Control Promotion Office of the Company April 2010 Director and Executive Officer, General Manager, President's Office, in charge of Group companies of the Company (incumbent)	28,300 17 out of 17 (100%)
	[Reason for nomination as candidate for Director] Mr. Masahiro Owada has engaged in management planning, investor relations and other operations since joining the Company, and has abundant knowledge. As General Manager of the President's Office, he is currently formulating and promoting the Company's growth strategies and playing central roles in the management of Group companies. As it is expected that he can contribute to the management of Group companies, the Company nominated him as a candidate for Director.		
8	Reelection Outside Director Independent Officer **Takatsugu Nagatsuma** (May 21, 1965)	April 1992 Joined IBM Japan, Ltd. January 1994 Joined Sankyo Frontier Co., Ltd. June 1995 Director, General Manager, Management Planning Division and Regional Block Head, Sales Headquarters of Sankyo Frontier Co., Ltd. June 1996 Senior Managing Director and General Manager, Management Planning Division of Sankyo Frontier Co., Ltd. June 2001 Representative Senior Managing Director and General Manager, Sales Promotion Headquarters of Sankyo Frontier Co., Ltd. June 2002 President of Sankyo Frontier Co., Ltd. (incumbent) June 2016 Outside Director of the Company (incumbent)	– 15 out of 17 (88%)
	[Reason for nomination as candidate for Outside Director] Mr. Takatsugu Nagatsuma currently serves as President of a company. As he is considered to be able to use his abundant experience and insights of corporate management for the Company's management from an objective standpoint, and is also expected to promote enhanced corporate governance, the Company nominated him as a candidate for Outside Director.		

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
9	New Election Outside Director Independent Officer **Ken Shimizu** (June 23, 1968)	April 1992 Joined The Sakura Bank, Limited (current Sumitomo Mitsui Banking Corporation) May 1998 Joined WDI Holding, Inc. (current WDI Corporation) Director of WDI Holding, Inc. April 2003 President of WDI Corporation (incumbent)	–
	[Reason for nomination as candidate for Outside Director] Mr. Ken Shimizu currently serves as President of a company and has abundant experience of corporate management in a variety of regions including North America and Asian countries. As he is considered to be able to give appropriate advice for the Company's management based on his experience as a corporate executive and from a global perspective, and is also expected to further strengthen the group governance, the Company nominated him as a candidate for Outside Director.		

Notes:
1. There are no special interests between each candidate and the Company.
2. Mr. Takatsugu Nagatsuma and Mr. Ken Shimizu are candidates for Outside Directors.
3. Mr. Takatsugu Nagatsuma currently serves as Outside Director of the Company, and his term of office as Outside Director of the Company will be 2 years at the conclusion of this Ordinary General Meeting of Shareholders.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Takatsugu Nagatsuma to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on the agreement shall be the amount prescribed in laws and regulations. Such limitation of liability shall apply only when the Outside Director acted in good faith and without gross negligence in performing the duties giving rise to liabilities. If the proposal is approved, the Company will continue the said agreement with Mr. Takatsugu Nagatsuma. In addition, the Company plans to enter into the same agreement with Mr. Ken Shimizu.
5. The Company has notified the Tokyo Stock Exchange of the status of Mr. Takatsugu Nagatsuma as an Independent Officer stipulated by the Exchange. If Mr. Takatsugu Nagatsuma is reelected and Mr. Ken Shimizu is approved, the Company plans to register them as Independent Officers. Mr. Takatsugu Nagatsuma and Mr. Ken Shimizu fulfill the requirement for Independent Officers stipulated by the Exchange and the Company judged that there are no potential conflicts of interests between each of them and the general shareholders of the Company.

Proposal 2: Election of One (1) Audit & Supervisory Board Member

Mr. Kenichi Nakano, an Audit & Supervisory Board Member, will retire from office due to resignation at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member. The new Audit & Supervisory Board Member's term of office will continue until the expiration date of the predecessor's term of office as provided for in the Company's Articles of Incorporation.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions in the Company and important concurrent positions	Number of the Company's shares held
New Election **Hidemi Hayashida** (March 14, 1954)	January 2006 Joined the Company June 2006 General Manager, Finance and Accounting Division of the Company June 2008 Executive Officer, General Manager, Finance and Accounting Division, Administration Headquarters of the Company (incumbent)	10,400
[Reason for nomination as candidate for Audit & Supervisory Board Member] Mr. Hidemi Hayashida has engaged in accounting operations for the entire Group as General Manager of the Finance and Accounting Division since joining the Company, and has abundant experience and knowledge in accounting and finance. As he is considered to be able to use his experience and carry out the Company's audit operations from a neutral standpoint, the Company nominated him as a candidate for Audit & Supervisory Board Member.		

Note: There are no special interests between the candidate and the Company.