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Securities Code: 4973

June 4, 2020

To our shareholders:

Masao Watanabe
Representative Director, Chairman and President
JAPAN PURE CHEMICAL CO., LTD.
3-10-18 Kitamachi, Nerima-ku, Tokyo

Notice of the 49th Annual General Meeting of Shareholders

You are cordially invited to attend the 49th Annual General Meeting of Shareholders of JAPAN PURE CHEMICAL CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights by either of the following methods. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting right.

[Exercising your voting rights in writing (by postal mail)]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it by postal mail to reach us no later than 5:45 p.m. on Thursday, June 18, 2020 (Japan Standard Time).

[Exercising your voting rights via the Internet, etc.]

Please exercise your voting rights no later than 5:45 p.m. on Thursday, June 18, 2020 (Japan Standard Time).

[Disclosure on the internet website]

Among the documents to be attached to this Notice, following documents are posted on the Company’s website in accordance with laws and regulations and the provisions of Article 14 of the Company’s Articles of Incorporation. As a consequence, the relevant documents are not included in the attached documents to the Notice.

1. “Share acquisition rights, etc. of the Company” included in the Business Report
2. “Notes to the Non-consolidated Financial Statements” included in the Non-consolidated Financial Statements

The Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor and the Business Report audited by the Audit & Supervisory Board Members consist of each document mentioned in this Notice, and the “Share acquisition rights, etc. of the Company” and “Notes to the Non-consolidated Financial Statements” posted on the Company website.

The Company’s website <https://www.netjpc.com/english/>

1. **Date and Time:** Friday, June 19, 2020 at 10:00 a.m. (JST) (The reception will start at 9:20 a.m.)
2. **Venue:** Banquet Room Akebono, 2nd floor, Hotel Metropolitan
6-1 Nishi-ikebukuro 1-chome, Toshima-ku, Tokyo

3. **Purpose of the Meeting**

Matters to be reported:

The Business Report and the Non-consolidated Financial Statements for the 49th fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal No. 1 Election of Seven Directors

Proposal No. 2 Election of One Audit & Supervisory Board Member

Proposal No. 3 Authorization for the Board of Directors of the Company to Determine Offering Terms for Share Acquisition Rights Issued as Stock Options to Directors and Employees of the Company with Particularly Favorable Conditions

- When you attend the meeting, you are kindly requested to present the enclosed Voting Right Exercise Form at the reception.
- When attending by proxy, please submit a document authorizing the proxy with the Voting Right Exercise Form at the reception. As per Article 16 of the Company's Articles of Incorporation, the proxy shall be limited to one other shareholder who has the voting right at this General Meeting of Shareholders.
- If there are any amendments to the Reference Documents for General Meeting of Shareholders, the Business Report and/or the Non-consolidated Financial Statements, these amendments will be posted on the Company's website (<https://www.netjpc.com/english/>).
- Organizing staff members will wear masks and gloves on the day of the meeting in order to prevent the spread of the novel coronavirus disease (COVID-19).

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Election of Seven Directors

At the conclusion of this General Meeting of Shareholders, the terms of office of all currently serving Directors will expire. Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, or significant concurrent positions outside the Company		Number of the Company's shares owned by the candidate
1	<div style="background-color: #cccccc; padding: 2px; display: inline-block; margin-bottom: 5px;">Reelection</div> Masao Watanabe (January 26, 1940)	Apr. 1965 Oct. 1977 May 1986 May 1999 June 2009 Apr. 2020	Joined Nihon Trading Co., Ltd. Deputy General Manager of Machinery Construction Division Joined the Company; Director and President Representative Director and President Representative Director and Chairman Representative Director, Chairman and President (current position)	189,300
[Reasons for nomination as candidate for Director] Masao Watanabe has contributed to the development of the Company by making use of his abundant experience as a corporate manager. The Company expects that he will continue to contribute to further vitalization of the Company based on his abundant experience, track record, strong leadership and decisiveness. Therefore, the Company proposes his election as Director.				
2	<div style="background-color: #cccccc; padding: 2px; display: inline-block; margin-bottom: 5px;">Reelection</div> Shigeki Shimizu (October 2, 1943)	Apr. 1966 Apr. 1999 Dec. 1999 June 2002 June 2003 Apr. 2006 June 2008 June 2009 Apr. 2020	Joined Mitsubishi Chemical Corporation Fellow Joined the Company; General Manager of Technical Headquarters Director Managing Director Senior Managing Director supervising Technical Division and Manufacturing Division Representative Director and Executive Vice President supervising Technical Division and Manufacturing Division Representative Director and President Director and Executive Adviser (current position)	70,800
[Reasons for nomination as candidate for Director] Shigeki Shimizu has contributed to the development of the Company by making use of his abundant experience as supervisor of the technical and manufacturing divisions. The Company expects that he will continue to make use of his abundant experience and track record and contribute to further vitalization of the Company's Board of Directors. Therefore, the Company proposes his election as Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, or significant concurrent positions outside the Company	Number of the Company's shares owned by the candidate
3	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Satoru Kosaka (July 8, 1953)</p>	<p>Apr. 1978 Joined FUJITSU LIMITED</p> <p>Dec. 1998 General Manager in charge of Finance and Accounting Group, Accounting Division, and General Manager in charge of IR, Public Relations Office</p> <p>June 2000 General Manager of Accounting Division, Telecommunications Business Promotion Headquarters</p> <p>June 2002 General Manager of Audit Division and Senior Manager of Audit & Supervisory Board Member Office</p> <p>June 2006 Director, CFO and Managing Executive Officer of Fujitsu Access Limited</p> <p>Apr. 2012 Full-time Audit & Supervisory Board Member of Fujitsu Systems West Limited</p> <p>June 2014 Full-time Audit & Supervisory Board Member of the Company</p> <p>June 2016 Director and General Manager of Finance and Accounting Division (current position)</p>	7,200
<p>[Reasons for nomination as candidate for Director]</p> <p>Satoru Kosaka is expected to contribute to the sustainable improvement of the Company's corporate value by making use of the knowledge and experience in finance and accounting cultivated at other companies, as well as the knowledge of IR activities in the Company's management. Therefore, the Company proposes his election as Director.</p>			
4	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Yoshizo Kiyohara (February 23, 1971)</p>	<p>Apr. 2000 Joined the Company</p> <p>Oct. 2014 Deputy General Manager of Technical Division</p> <p>Apr. 2016 General Manager of Marketing Division</p> <p>June 2017 Director and General Manager of Marketing Division (current position)</p>	4,600
<p>[Reasons for nomination as candidate for Director]</p> <p>Yoshizo Kiyohara has a good understanding of customer needs and has been involved and contributed in a swift manner to product development and marketing activities. The Company expects that he can further vitalize the Board of Directors of the Company, by making use of his accumulated experience and knowledge. Therefore, the Company proposes his election as Director.</p>			
5	<p style="text-align: center;">New election</p> <p style="text-align: center;">Tomoyuki Kojima (August 9, 1972)</p>	<p>Apr. 1996 Joined the Company</p> <p>Oct. 2014 Deputy General Manager of Corporate Planning Division and Deputy General Manager of Business Planning Division</p> <p>Apr. 2016 General Manager of Corporate Planning Division</p> <p>Aug. 2016 General Manager of Manufacturing Division</p> <p>Apr. 2019 General Manager of Corporate Planning Division and General Manager of Quality Assurance Division (current position)</p>	15,900
<p>[Reasons for nomination as candidate for Director]</p> <p>Since joining the Company, Tomoyuki Kojima has been involved in the technical and quality assurance, corporate planning divisions, etc., and has contributed to the Company. The Company expects that he will contribute to the sustainable improvement of the Company's corporate value. Therefore, the Company proposes his election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, or significant concurrent positions outside the Company	Number of the Company's shares owned by the candidate
6	<div style="text-align: center;"> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Reelection</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Outside Director</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Independent Officer</div> </div> Kenjiro Hayashi (January 17, 1940)	Apr. 1962 Joined Nomura Securities Co., Ltd. Apr. 1965 Joined Nomura Research Institute, Ltd. June 1993 Representative Director and Executive Vice President June 2000 Adviser of NRI Data Services, Ltd. June 2003 Part-time Audit & Supervisory Board Member of the Company June 2019 Part-time Director (current position)	6,000
	[Reasons for nomination as candidate for outside Director] Kenjiro Hayashi has expert knowledge and experience in economics and finance in general. The Company proposes his election as outside Director in order to have him contribute to the management of the Company.		
7	<div style="text-align: center;"> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Reelection</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Outside Director</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Independent Officer</div> </div> Yasutoshi Ohata (August 28, 1951)	Sept. 2006 Representative Director of Mizuho Capital Partners Co., Ltd. Apr. 2011 Representative Director of Avergence Incorporated Nov. 2011 Representative Director and President of West Holdings Corporation Apr. 2012 Audit & Supervisory Board Member of Avergence Incorporated (current position) Sept. 2012 Director of Kawanishi Holdings Inc. Sept. 2015 Managing Director Jan. 2016 Representative Director and President of EXSOLA MEDICAL Inc. (current position) Sept. 2017 Senior Managing Director of Kawanishi Holdings Inc. (current position) June 2019 Part-time Director of the Company (current position)	1,000
	[Reasons for nomination as candidate for outside Director] The Company proposes Yasutoshi Ohata's election as outside Director in order to have him contribute to the management of the Company, by making use of his broad knowledge and abundant experience related to international business, financial business and corporate management.		

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Kenjiro Hayashi and Yasutoshi Ohata to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If their election is approved, the Company plans to renew the respective agreements with each one of them.
 3. Kenjiro Hayashi is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been one year.
 4. Yasutoshi Ohata is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure will have been one year.

Proposal No. 2 Election of One Audit & Supervisory Board Member

The current Audit & Supervisory Board Member Toshio Matsuoka will retire from office due to resignation at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of one Audit & Supervisory Board Member. The election of Katsumi Yokomatsu is proposed as the substitute for retiring Audit & Supervisory Board Member Toshio Matsuoka. Therefore, as provided for in the Company's Articles of Incorporation, his term of office will be until the expiration date of the retiring Audit & Supervisory Board Member's term of office. In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Name (Date of birth)	Career summary, position in the Company, or significant concurrent positions outside the Company	Number of the Company's shares owned by the candidate
<div style="text-align: center;"> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">New election</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Outside Audit & Supervisory Board Member</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Independent Officer</div> </div> <p style="text-align: center;">Katsumi Yokomatsu (September 19, 1958)</p>	<p>Apr. 1981 Joined FUJITSU LIMITED</p> <p>Apr. 2000 General Manager of Software Development Management Division, Telecommunications Business Promotion Headquarters</p> <p>July 2005 Deputy General Manager of Business Planning Division, Product Business Promotion Headquarters</p> <p>July 2008 General Manager of Corporate Planning Office of FUJITSU TELECOM NETWORKS LIMITED</p> <p>June 2009 Director and Executive Officer and General Manager of Corporate Planning Office Officer of Business Planning Division, Network Business Planning Headquarters of FUJITSU LIMITED</p> <p>June 2013 Director and Managing Executive Officer</p> <p>Apr. 2019 Corporate Executive Officer</p>	0
<p>[Reasons for nomination as candidate for outside Audit & Supervisory Board Member]</p> <p>Katsumi Yokomatsu has been involved in management at other companies for many years and has considerable knowledge of business, business planning and management. The Company proposes his election as outside Audit & Supervisory Board Member in order to have him contribute to the auditing of the Company.</p>		

- Notes:
1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
 2. If the election of Katsumi Yokomatsu as Audit & Supervisory Board Member is approved, the Company plans, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to enter into agreements with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

Proposal No. 3 Authorization for the Board of Directors of the Company to Determine Offering Terms for Share Acquisition Rights Issued as Stock Options to Directors and Employees of the Company with Particularly Favorable Conditions

The Company requests approval for share acquisition rights as share options to be issued at no consideration to the Directors of the Company and to employees, pursuant to the provisions of Articles 236, 238 and 239 of the Companies Act, and for the authority to determine the subscription requirements to be delegated to the Company’s Board of Directors.

The issue of share acquisition rights to Directors of the Company at no consideration represents non-monetary remuneration, etc. for Directors, and as the amount of said remuneration has not been fixed, the Company also requests approval of the calculation method for the share acquisition rights to be allocated as remuneration. If Proposal No. 1 “Election of Seven Directors” is approved, seven Directors (of which two are outside Directors) will become subject to this proposal. The number of share subscription rights the Company issues to Directors will be up to 150 shares, and the remuneration for the Directors including the total fair value of the share acquisition rights will be “an annual amount of up to 300 million yen (of which that for outside Directors will be up to 30 million yen)” as approved at the 42nd Annual General Meeting of Shareholders on June 21, 2013.

1. Reason for the need to solicit subscribers for share acquisition rights on particularly favorable terms

The Company will issue share acquisition rights at no consideration to Directors and employees of the Company with the intent of further promoting shareholder-focused management and further enhancing motivation and morale to improve the operating results.

2. Outline of issuance of share acquisition rights

(1) Persons eligible for the allotment of share acquisition rights

Directors and employees of the Company

(2) Class and number of shares underlying the share acquisition rights

The upper limit of ordinary shares to be granted is 35,000 shares.

In the event the Company executes a split or consolidation of shares, the number of shares subject to the share acquisition rights shall be adjusted according to the following formula when the split or consolidation of shares becomes effective. However, adjustment shall be made with regard to the number of the shares subject to share acquisition rights that have not been exercised at such time and that if any fraction less than one share arises as a result of such adjustment, such fraction shall be discarded.

$$\frac{\text{Number of shares after adjustment}}{\text{Number of shares before adjustment}} = \frac{\text{Number of shares before adjustment}}{\text{Number of shares before adjustment}} \times \frac{\text{Share split or consolidation ratio}}{\text{Share split or consolidation ratio}}$$

(3) Total number of share acquisition rights issued

The upper limit is 350 share acquisition rights. (the number of ordinary shares per share acquisition right will be 100 shares. Provided, however, that if the Company has adjusted the shares set forth in (2) above, it will similarly adjust the number of shares per share acquisition right.)

(4) Cash payment in exchange for share acquisition rights

No cash payment required in exchange for share acquisition rights

(5) Amount of assets to be contributed upon exercise of the share acquisition rights (exercise amount)

Amount of assets to be paid when share acquisition rights are exercised shall be the paid amount per share that can be issued by exercising each of the share acquisition rights (hereinafter called “Exercise Amount”), multiplied by the anticipated number of shares concerning the said share acquisition rights.

The Exercise Amount will be the average closing price of the Company's ordinary shares on the Tokyo Stock Exchange on each day of the month (excluding any date when the transaction was not concluded) prior to the month, to which the date when the share acquisition rights are issued belongs, multiplied by 1.03. Any fraction less than one yen shall be rounded up to the nearest one yen. Provided, however, that if such calculated price is lower than the closing price on the date of issuance of share acquisition rights (if no transactions are conducted on this date, it shall be the closing price of the immediately preceding date), then the Exercise Amount shall be equal to the amount of the closing price on the date of issuance of share acquisition rights.

In addition, after the Company issues share acquisition rights, if the Company issues new shares at a price lower than the market price at the time (excluding the case where the issuance of new shares is made pursuant to the exercise of the share acquisition rights) or disposes of its treasury shares, the Exercise Amount shall be adjusted in accordance with the formula shown below, and any fraction less than one yen arising therefrom shall be rounded up to the nearest one yen.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{\text{Number of shares already issued} + \frac{\text{Number of newly issued shares} \times \text{Paid-in amount per share}}{\text{Fair value per share}}}{\text{Number of shares already issued} + \text{Number of newly issued shares}}$$

In the numbers of shares listed above, "Number of shares already issued" refers to the total number of the Company's outstanding shares minus the total number of shares of treasury shares held by the Company, and if the Company has disposed of treasury shares, "Number of newly issued shares" shall be read alternatively as "Number of shares of treasury shares disposed."

If the Company executes a split or consolidation of shares after the issuance of the share acquisition rights, the Exercise Amount will be adjusted according to the following formula when the split or consolidation of shares becomes effective, and any fraction of less than one yen resulting from the adjustment will be rounded up to the nearest one yen.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{1}{\text{Share split or consolidation ratio}}$$

(6) Exercise period for share acquisition rights

From July 1, 2022 to June 30, 2025

(7) Exercise conditions of share acquisition rights

(i) Individuals receiving an allotment of share acquisition rights (hereafter "allottees") must have standing as a Director, Audit & Supervisory Board Member, or employee of the Company at the time of exercise. However, in the event of retirement due to termination of term, mandatory retirement, or other reasonable grounds, this provision will not apply for a period of one year after the loss of that position.

(ii) Share acquisition rights may not be transferred by succession.

(iii) Share acquisition rights may not be offered for pledge or disposed of in any other way.

(8) Circumstances and conditions for acquisition of share acquisition rights

(i) If a merger agreement in which the Company will become the extinguished company has been approved, or in the event of a proposal for approval of a company split agreement by which the Company becomes a split company, or a proposal for share exchange agreement approval and a proposal for share transfer by which the Company will become a wholly owned subsidiary has been approved by a general meeting of shareholders, the Company may obtain the share acquisition rights at no consideration.

(ii) If the share acquisition rights could not be exercised because the conditions stipulated in (7) (i) are not applicable prior to the exercise of the subscription rights by the allottee, the

Company may acquire the said share acquisition rights held by the allottee at no consideration.

(9) Restrictions on the transfer of share acquisition rights

Any transfer of share acquisition rights shall be subject to the approval of the Board of Directors of the Company.

(10) Matters concerning increases in share capital and legal capital surplus when shares are issued upon exercise of share acquisition rights

(i) The amount of shareholders' share capital to be increased when shares are issued through exercise of the share acquisition rights shall be one half of the maximum amount of increases in share capital, etc. calculated according to Article 17, paragraph (1) of the Rules of Corporate Accounting, and when an amount less than one yen arises from such calculation, that amount shall be rounded up.

(ii) The amount of legal capital surplus to be increased when shares are issued through exercise of the share acquisition rights shall be the amount obtained by deducting the amount of share capital to be increased set forth in (i) above from the maximum amount of increases in share capital, etc. set forth in (i).

(11) Handling of share acquisition rights in the event that the Company conducts organizational restructuring

In the event that a contract or plan document prepared at the time of organizational restructuring stipulates that share acquisition rights of the reorganized public company as specified below are delivered, the share acquisition rights of the reorganized public company as specified below are delivered in accordance with the ratio of the said organizational restructuring.

(i) Merger (limited to cases in which the Company is to become extinct)

Public company which survives the merger or the public company incorporated as a result of the merger

(ii) Absorption-type company split

Public company which succeeds to all or part of the rights and obligations related to the absorbed business of a company which conducts absorption-type company split

(iii) Incorporation-type company split

Newly established public company through the incorporation-type company split

(iv) Share exchange

Public company which acquires all of the issued shares of a company with which the public company exchanges shares

(v) Share transfer

Public company which is established through the share transfer

(12) Handling of fractions

Fractions less than one share shall be rounded down if the number of shares to be granted to share acquisition rights holder who has exercised the share acquisition rights includes such fractions.

(13) Method of calculating the fair value of share acquisition rights

The Black-Scholes model shall be used to calculate the fair value of the share acquisition rights based on the various conditions on the allotment date.

(14) Other conditions shall be established by means of a resolution at a Board of Directors' meeting scheduled to be held after this General Meeting of Shareholders.