Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 6727
June 4, 2020

To our shareholders:

Nobutaka Ide
President and Representative Director
**Wacom Co., Ltd.**
2-510-1 Toyonodai, Kazo-shi, Saitama

# Notice of the 37th Ordinary Shareholders' Meeting

We are pleased to announce the 37th Ordinary Shareholders' Meeting of Wacom Co., Ltd. (the "Company") to be held as described below.
If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the Ordinary Shareholders' Meeting and follow the instructions to exercise your voting rights by 6:00 p.m. on Thursday, June 25, 2020 (JST).

1. **Date and Time:** Friday, June 26, 2020, at 10:00 a.m. (JST)
2. **Venue:** Event Hall, first floor, Bellesalle Shinjuku Grand
   8-17-3 Nishishinjuku, Shinjuku-ku, Tokyo
3. **Purpose of the Meeting**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements, and the Audit Report on the Consolidated Financial Statements by the Financial Auditor and the Audit Committee for the 37th fiscal year (April 1, 2019 to March 31, 2020)
2. Non-consolidated Financial Statements for the 37th fiscal year (April 1, 2019 to March 31, 2020)

**Matters to be resolved:**

**Proposal No. 1** Election of Five Directors (Excluding Directors Who Are Audit Committee Members)
**Proposal No. 2** Election of One Director Who Is an Audit Committee Member
**Proposal No. 3** Election of One Substitute Director Who Is an Audit Committee Member
**Proposal No. 4** Determination of Restricted Stock Compensation for Directors

4. **Guide to Exercising Your Voting Rights**

(1) Voting in writing
Please indicate your approval or disapproval for each proposal in the enclosed voting form and send this form so that it arrives by 6:00 p.m., Thursday, June 25, 2020 (JST).

(2) Voting via the Internet, etc.
If you exercise your voting rights via the Internet, etc., please refer to the "Guide to Exercising Your Voting Rights via the Internet, etc." (in Japanese only) and exercise your voting rights by 6:00 p.m., Thursday, June 25, 2020 (JST).

- When you attend the meeting in person, please submit the enclosed voting form at the reception.
- In accordance with laws and regulations as well as the Articles of Incorporation, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website (https://www.wacom.com/) and are not included in the attached documents of this notice. Therefore, Consolidated Financial Statements or Non-consolidated Financial Statements which the Financial Auditor and the Audit Committee audited include Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements posted on the Company's website as well as the documents in this notice.
- In case there are any changes to the Reference Documents for Ordinary Shareholders' Meeting, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, revised versions of these documents will be posted on the Company's website (https://www.wacom.com/).
- The Company no longer provides souvenirs to attendees of the Ordinary Shareholders' Meeting.
- The business briefing session will follow the Ordinary Shareholders' Meeting at the same venue.

**Reference Documents for Ordinary Shareholders' Meeting**

**Proposal No. 1** Election of Five Directors (Excluding Directors Who Are Audit Committee Members)

At the conclusion of this meeting, the terms of office of all five Directors (excluding Directors who are Audit Committee Members) will expire. Therefore, the Company proposes the election of five Directors (excluding Directors who are Audit Committee Members).
The candidates for Director are as follows:

<table>
<tr><th>Candidate No.</th><th>Name<br>Date of birth</th><th colspan="2">Career summary, position and responsibility in the Company and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>[Reelection]<br><br>Nobutaka Ide<br>May 19, 1970<br><br>(Fiscal Year 2019)<br>[Attendance of Board of Directors meetings]<br>17/17 (100%)</td><td>Aug. 2013<br><br><br><br>Apr. 2015<br>July 2015<br>Apr. 2017<br><br><br>June 2017<br>Apr. 2018</td><td>Joined the Company<br>General Manager of Technology Marketing Department, Component Business Unit<br>VP, Technology Solution Business Unit<br>SVP, Technology Solution Business Unit<br>EVP in charge of Technology Solution Business Unit and Platform and Application Business Unit<br>Director<br>President and Representative Director and CEO (current position)</td><td>18,200 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]<br>Nobutaka Ide has contributed to business expansion as the head of marketing related to the technology solution business after joining in 2013 and as the manager in charge of the technology solution business since 2015. He has also led global management of the Group since he assumed the position of President and Representative Director and CEO of the Company in April 2018. The Company proposes his reelection as Director based on the judgment that he will be able to lead the entire Company and improve its corporate value by embodying the Company's vision.</td></tr>
<tr><td rowspan="2">2</td><td>[Reelection]<br><br>Yoichi Machida<br>September 8, 1962<br><br>(Fiscal Year 2019)<br>[Attendance of Board of Directors meetings]<br>17/17 (100%)</td><td>Apr. 1986<br>Jan. 2001<br>Dec. 2004<br><br>May 2013<br>Oct. 2015<br>Apr. 2016<br>Jan. 2018<br><br>Apr. 2018<br>June 2018</td><td>Joined Sony Corporation<br>General Manager, Sony Europe B.V.<br>Senior Manager, Corporate Planning, Sony Corporation<br>Diretor Financeiro, Sony Brasil Ltda.<br>Joined FUJICCO Co., Ltd.<br>Head of Corporate Planning<br>Joined the Company<br>SVP, Finance<br>EVP and CFO (current position)<br>Director of the Company (current position)</td><td>–</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]<br>Yoichi Machida possesses extensive experience from serving as the head of finance at a business corporation before joining the Company. Since joining the Company in January 2018, he has led the Company's business administration, fund management, and account settlement tasks as the head of finance. The Company proposes his continued election as Director based on the judgment that his extensive experience as the head of finance and knowledge of finance and economics can be utilized in the management of the Company.</td></tr>
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<table>
<tr><th>Candidate No.</th><th>Name<br>Date of birth</th><th colspan="2">Career summary, position and responsibility in the Company and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">3</td><td>[Reelection]<br><br>Sadao Yamamoto<br>April 13, 1961<br><br>(Fiscal Year 2019)<br>[Attendance of Board of Directors meetings]<br>16/17 (94.1%)</td><td>Mar. 1987<br>Apr. 1998<br>June 1999<br>June 2004<br><br>Apr. 2010<br><br>Apr. 2014<br><br><br>Apr. 2015</td><td>Joined the Company<br>General Manager of Basic Development, ESD<br>Director<br>Director and Operating Officer in charge of R&D<br>Director, Operating Officer and General Manager of R&D office<br>Director, Operating Officer and Division General Manager of Technology Development Division<br>Director and Chief Technology Officer (current position)</td><td>752,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]<br>Sadao Yamamoto has been engaged in managing the development of technologies that are fundamental to the Company's products since 1998. He is well versed in the Company's technologies and possesses abundant knowledge. The Company proposes his continued election as Director based on the judgment that his experience as the technology development manager and knowledge of the Company's fundamental technologies can be utilized in the technology development sector of the Company.</td></tr>
<tr><td rowspan="2">4</td><td>[Reelection]<br><br>Yukio Usuda<br>December 8, 1968<br><br>(Fiscal Year 2019)<br>[Attendance of Board of Directors meetings]<br>17/17 (100%)</td><td>Jan. 2005<br>Apr. 2009<br><br>Apr. 2015<br>Apr. 2017<br><br>June 2017</td><td>Joined the Company<br>General Manager of Global Marketing and Sales Division, Business Administration Office<br>VP, CEO Office<br>EVP in charge of Corporate Strategy (current position)<br>Director (current position)</td><td>12,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Director]<br>Yukio Usuda has been involved in the Company's strategy and business planning development as the head of the division managing the Company's core business since 2009 and as the head of the planning and strategy division for the entire Company since 2015. The Company proposes his reelection as Director based on the judgment that his previous experience can be utilized in the enhancement of the strategy development function, which will become increasingly important for the Company in the future.</td></tr>
<tr><td rowspan="2">5</td><td>[Reelection]<br><br>Ken Inazumi<br>January 22, 1974<br><br>(Fiscal Year 2019)<br>[Attendance of Board of Directors meetings]<br>17/17 (100%)</td><td>Jan. 2010<br>Jan. 2012<br><br><br>Apr. 2013<br><br>Feb. 2014<br>Oct. 2015<br><br>Mar. 2017<br>Dec. 2017<br>June 2018<br><br>June 2019</td><td>Director, AlixPartners Asia LLC<br>Operating Officer and Management Planning Manager, NHN JAPAN Corp. (currently LINE Corporation)<br>Director and COO, NHN PlayArt Corporation (current NHN JAPAN Corp.)<br>President and CEO<br>President and CEO, NHN Techorus Corporation<br>Corporate Executive Officer, transcosmos inc.<br>Senior Corporate Executive Officer<br>Outside Director of the Company (current position)<br>Director and Senior Corporate Executive Officer of transcosmos inc. (current position)</td><td>–</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for outside Director]<br>Ken Inazumi experienced directorship including representative director and president in business corporations, and is still leading operations in a business corporation as a director and senior corporate executive officer. The Company proposes his reelection as outside Director based on the judgment that he will appropriately fulfill his duties of outside Director because he has so far been providing advice and guidance for Managing Directors of the Company by fully utilizing his previous experience and extensive knowledge in the IT industry.</td></tr>
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Notes:
1. There is no special interest between any of the candidates and the Company.
2. Ken Inazumi is a candidate for outside Director.
3. At the conclusion of this meeting, Ken Inazumi's tenure as outside Director of the Company will have been two years.
4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Ken Inazumi to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the greater of ¥1.0 million or the amount provided for by Article 425, paragraph (1) of the same Act. If his reelection is approved, the Company plans to renew the aforementioned agreement with him.
5. The Company has submitted notification to the Tokyo Stock Exchange that Ken Inazumi has been designated as an independent officer as provided for by the aforementioned exchange.

**Proposal No. 2** Election of One Director Who Is an Audit Committee Member

At the conclusion of this meeting, the term of office of Director Shigeki Higashiyama who is an Audit Committee Member will expire. Therefore, the Company proposes the election of one Director who is an Audit Committee Member.
In addition, the consent of the Audit Committee has been obtained for this proposal.
The candidate for Director who is an Audit Committee Member is as follows.

| Name<br>Date of birth | Career summary, position and responsibility in the Company and significant concurrent positions outside the Company | | Number of the Company's shares owned |
|---|---|---|---|
| [Reelection]<br><br>Shigeki Higashiyama<br>February 15, 1958<br><br>(Fiscal Year 2019)<br>[Attendance of Board of Directors meetings]<br>17/17 (100%)<br>(Fiscal Year 2019)<br>[Attendance of Audit Committee meetings]<br>12/12 (100%) | Apr. 2005<br><br>Apr. 2006<br>Apr. 2008<br><br><br>Apr. 2012<br><br>Apr. 2015<br><br><br>Apr. 2016<br>June 2018 | Head of Corporate Planning Division, Nomura Research Institute, Ltd.<br>Senior Managing Director and Head of Personnel Division<br>Senior Managing Director and Division Manager of Asia Region<br>Director, iVision Shanghai Co., Ltd.<br>Senior Managing Director and Division Manager of China & Asia Region<br>Senior Corporate Managing Director<br>President of Nomura Research Institute Asia Pacific Private Limited<br>Counselor<br>Outside Director (Audit Committee Member) of the Company (current position) | 10,000 shares |
| [Reasons for nomination as candidate for outside Director who is an Audit Committee Member]<br>Shigeki Higashiyama joined Nomura Research Institute, Ltd. in 1982 and served as a manager in charge of corporate planning and personnel. He has extensive experience in overseas branches of the same company and in global business operation. Since his appointment as the Company's outside Director who is an Audit Committee Member, he has been serving as the chairman of the Audit Committee and the Remuneration Committee by fully utilizing his experience and abundant knowledge on management. The Company proposes his reelection as outside Director who is an Audit Committee Member based on the judgment that he will appropriately fulfill duties of outside Director who is an Audit Committee Member. | | | |

Notes:
1. There is no special interest between the candidate and the Company.
2. Shigeki Higashiyama is a candidate for outside Director.
3. At the conclusion of this meeting, Shigeki Higashiyama's tenure as an outside Director who is also an Audit Committee Member will have been two years.
4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Shigeki Higashiyama to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the greater of ¥1.0 million or the amount provided for by Article 425, paragraph (1) of the same Act. If his reelection is approved, the Company plans to renew the aforementioned agreement with him.
5. The Company has submitted notification to the Tokyo Stock Exchange that Shigeki Higashiyama has been designated as an independent officer as provided for by the aforementioned exchange.

**Proposal No. 3** Election of One Substitute Director Who Is an Audit Committee Member

The Company requests approval for the election of one substitute Director who is an Audit Committee Member to be ready to fill a vacant position should the number of Directors who are Audit Committee Members fall below the number required by laws and regulations.
In addition, the consent of the Audit Committee has been obtained for this proposal.
The candidate for the role of substitute Director who is an Audit Committee Member is as follows.

| Name<br>Date of birth | Career summary, position and responsibility in the Company and significant concurrent positions outside the Company | | Number of the Company's shares owned |
|---|---|---|---|
| Ken Inazumi<br>January 22, 1974 | Jan. 2010<br>Jan. 2012<br><br>Apr. 2013<br><br>Feb. 2014<br>Oct. 2015<br>Mar. 2017<br>Dec. 2017<br>June 2018<br>June 2019 | Director, AlixPartners Asia LLC<br>Operating Officer and Management Planning Manager, NHN JAPAN Corporation (currently LINE Corporation)<br>Director and COO, NHN PlayArt Corporation (current NHN JAPAN Corporation)<br>President and CEO<br>President and CEO, NHN Techorus Corporation<br>Corporate Executive Officer, transcosmos inc.<br>Senior Corporate Executive Officer<br>Outside Director of the Company (current position)<br>Director and Senior Corporate Executive Officer of transcosmos inc. (current position) | – |
| [Reasons for nomination as candidate for substitute outside Director who is an Audit Committee Member]<br>Ken Inazumi experienced directorship including representative director and president in business corporations, and is still leading operations in a business corporation as a director and senior corporate executive officer. The Company proposes his election as a substitute outside Director who is an Audit Committee Member based on the judgment that he will appropriately fulfill his duties of outside Director who is an Audit Committee Member by fully utilizing his previous experience and extensive knowledge in the IT industry. | | | |

Notes:
1. There is no special interest between the candidate and the Company.
2. Ken Inazumi is a candidate for substitute outside Director who is an Audit Committee Member.
3. At the conclusion of this meeting, Ken Inazumi's tenure as outside Director of the Company will have been two years.
4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Ken Inazumi to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the greater of ¥1.0 million or the amount provided for by Article 425, paragraph (1) of the same Act. If he assumes the position of outside Director who is an Audit Committee Member, the Company plans to renew the aforementioned agreement with him.
5. The Company has submitted notification to the Tokyo Stock Exchange that Ken Inazumi has been designated as an independent officer as provided for by the aforementioned exchange.

[Reference] Criteria for the independence of outside Directors

The Company establishes the following criteria for the independence of outside Directors and elects candidates as outside Directors who are independent from the Company in the event that they are judged to not fall under any of the items.

(i) During the ten years preceding their appointment, the candidate has served as a Director (excluding outside Directors), Auditor (excluding outside Auditors), Operating Officer or employee of the Company or a Company subsidiary

(ii) The candidate is a shareholder who currently holds or has held 10% or more of the Company voting rights within the past five years, or if the relevant shareholder is a corporation, the candidate was a major shareholder or a director, auditor, accounting advisor, corporate officer, operating officer, manager, or other employee of the relevant shareholder or its parent company or subsidiary

(iii) The candidate was a customer, or a director, auditor, accounting advisor, corporate officer, operating officer, manager, or other employee of the relevant customer, which made a payment equivalent to 2% or more of the Company's annual consolidated sales during the Company's most recent fiscal year or within the past three fiscal years

(iv) The candidate was a supplier, or a director, auditor, accounting advisor, corporate officer, operating officer, manager, or other employee of the relevant supplier, which received a payment from the Company that was equivalent to 2% or more of the supplier's annual consolidated sales during the fiscal year concerned or within the past three fiscal years

(v) The candidate was a member or an employee of the auditing firm, which was the Company's accounting auditor within the past three years

(vi) The candidate is an attorney-at-law, certified public accountant, certified public tax accountant, or other consultant who has received money and other economic benefits amounting to ¥10 million or more per year on average over the past three years in addition to the Director's remuneration from the Company

(vii) The candidate was affiliated with a corporation or an organization such as a union in the past three years which received donations of ¥10 million or more from the Company within the past three years

(viii) The candidate is a spouse, relative within the second degree of kinship, or a cohabiting relative of a person who falls under items (i) through (vii) above

**Proposal No. 4** Determination of Restricted Stock Compensation for Directors

With respect to the amounts of compensation and other benefits for Directors of the Company, at the 32nd Ordinary Shareholders' Meeting held on June 26, 2015, the amount to be paid to Directors, excluding Audit Committee Members, was approved to be up to ¥300,000 thousand per year (of which up to ¥50,000 thousand is for outside Directors; not including the employee portion of salaries to be paid to Directors who concurrently serve as employees), and the amount to be paid to Directors who are Audit Committee Members was approved to be up to ¥50,000 thousand per year. The Company proposes introduction of compensation for allotting restricted stock to Directors excluding outside Directors and Directors who are Audit Committee Members (the "Eligible Directors") separate from the above compensation and other benefits for the purpose of providing them with an incentive to commit to sustainable improvement of the Company's corporate value as well as to promote further value sharing between the Eligible Directors and shareholders.

The total amount of compensation to be paid to Eligible Directors for the purpose of allotting them restricted stock based on this proposal shall be monetary compensation claims up to ¥50,000 thousand per year, as deemed reasonable in light of the aforementioned purposes.

Under this plan, upon a resolution by the Board of Directors, the Eligible Directors shall make contribution using all the monetary compensation claims as contributed assets, and in return receive common shares of the Company that shall be issued or disposed of by the Company. The total number of common shares to be issued or disposed of by the Company under the plan shall be up to 200,000 shares per year; provided, however, that the maximum total number of such shares may be adjusted in the event of a share split (including an allotment of common shares of the Company without contribution) or a share consolidation of common shares of the Company, or any other events similar thereto requiring an adjustment of the total number of shares to be allotted with a date of effect on or after the date of resolution of this proposal. The amount to be paid in per share shall be the closing price of the Company's common share on the Tokyo Stock Exchange on the business day prior to the date of each resolution by the Board of Directors (or the closing price on the immediately preceding trading day, if no trading occurred on that day). The specific timing of payments and allotment to each Eligible Director shall be determined by the Board of Directors. If Proposal No. 1 "Election of Five Directors (Excluding Directors Who Are Audit Committee Members)" is approved as originally proposed, the number of Eligible Directors will be four.

For such issuance or disposal of the common shares of the Company, an agreement on allotment of shares with transfer restrictions (the "Allotment Agreement") that includes the following shall be entered into between the Company and Eligible Directors.

(1) Transfer Restriction Period
The Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of (the "Transfer Restrictions") the Company's common shares allotted under the Allotment Agreement (the "Allotted Shares") during a period of time from the date of allotment under the Allotment Agreement to the date of retirement from the office of Director (the "Transfer Restriction Period").

(2) Lifting Transfer Restrictions
The Company shall lift the Transfer Restrictions of all of the Allotted Shares upon expiration of the Transfer Restriction Period, on the condition that the Eligible Director has remained in the position of Director of the Company from the start date of the Transfer Restriction Period until immediately before the conclusion of the first Ordinary Shareholders' Meeting (the "Service Period"). However, in cases where the Eligible Director loses the position of Director before expiration of the Service Period by the reason deemed justifiable by the Board of Directors, the number of Allotted Shares on which the Transfer Restrictions are to be lifted shall be defined in the Allotment Agreement and in the regulations on restricted stock compensation by the Company.

(3) Acquisition of Allotted Shares without Contribution
The Company shall automatically acquire without contribution the Allotted Shares if the Eligible Director is applicable to one of conditions defined in the Allotment Agreement such as leaving the position before the expiration of the Service Period without the reason deemed justifiable by the Board of Directors.
Also, the Company shall automatically acquire without contribution the Allotted Shares on which the Transfer Restrictions have not been lifted at the expiration of the Restriction Period in accordance with the above (2).

(4) Handling in the Event of Reorganization, etc.
Notwithstanding the provision of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's Shareholders' Meeting (or at a meeting of its Board of Directors in cases where approval at the Company's Shareholders' Meeting is not required in relation to the reorganization, etc.), the Company shall lift the Transfer Restrictions on the Allotted Shares with the number of shares that is reasonably determined by resolution of the Company's Board of Directors based on the period from the start date of the Transfer Restriction Period to the effective date of the reorganization, etc., prior to the effective date of the reorganization, etc. In such a case, the Company shall automatically acquire without contribution the Allotted Shares on which the Transfer Restrictions have not been lifted as of the time immediately after the Transfer Restrictions were lifted.

(5) Other Matters to Be Determined by the Board of Directors
In addition to the above, the method for expressing intentions and giving notifications in the Allotment Agreement, the method for amending the Allotment Agreement, and other matters to be determined by the Board of Directors shall be laid out in the Allotment Agreement.

Shares to be allotted to the Eligible Directors under this plan will be managed in a dedicated account to be opened by the Eligible Directors at a securities company specified by the Company during the Transfer Restriction Period in order to ensure that the Eligible Directors cannot transfer, create a security interest on, or otherwise dispose of such shares during the period.