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Securities Code: 3657

April 10, 2019

To our shareholders:

Teppei Tachibana, President & CEO
Poletowin Pitcrew Holdings, Inc.
2-4-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

Notice of the 10th Annual General Meeting of Shareholders

You are cordially invited to attend the 10th Annual General Meeting of Shareholders of Poletowin Pitcrew Holdings, Inc. (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 in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail so that your vote is received by 6:00 p.m. on Wednesday, April 24, 2019 (JST).

- 1. Date and Time** Thursday, April 25, 2019, at 10:00 a.m. (JST)
(Reception is scheduled to open at 9:00 a.m.)
- 2. Venue:** Fuji Room (former Yamato Room), 3rd Floor, Hilton Tokyo
6-6-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo
(Though the name of the room has been changed, the venue is the same as the previous year)
- 3. Purpose of the Meeting**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 10th fiscal year (from February 1, 2018 to January 31, 2019), and the results of audits of the Consolidated Financial Statements by the Independent Auditor and the Audit and Supervisory Committee
 2. The Non-consolidated Financial Statements for the 10th fiscal year (from February 1, 2018 to January 31, 2019)**Matters to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
 - Proposal No. 3:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member
 - Proposal No. 4:** Determination of Remuneration for Granting Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

Attendees are requested to submit the enclosed voting form at the reception on the day of the meeting.

If any modification is made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-consolidated Financial Statements, the Company will post such modification on the Company’s website (<https://www.poletowin-pitcrew-holdings.co.jp>).

* Please note that, from the standpoint of fairness between shareholders attending the General Meeting of Shareholders and shareholders unable to attend, the Company no longer distributes gifts to attending shareholders since the General Meeting of Shareholders two years ago. We appreciate your kind understanding.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as a key management issue. It has given consideration to a comprehensive range of matters, including the amount of internal reserves necessary for future business developments to maintain its growth, and the financial position of the Company group (the “Group”), and it proposes dividend payment as follows:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥11 per common share of the Company.
In this event, the total dividends will be ¥416,311,126.
- (3) Effective date of dividends of surplus
The effective date of dividends will be April 26, 2019.

Proposal No. 2: Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this Annual General Meeting of Shareholders, the terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. In addition, Director Naoto Konishi has resigned, effective January 31, 2019. Therefore, the Company proposes the election of seven Directors.

This proposal has been deliberated by the Audit and Supervisory Committee, but the committee did not find any matters requiring special mention.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tamiyoshi Tachibana (February 4, 1951) Gender: Male	Oct. 1997 Director of Pole To Win Co., Ltd. Mar. 1998 Representative Director and Chairman Feb. 2009 Representative Director and Chairman of the Company (current position) Apr. 2010 Director and Chairman of Pole To Win Co., Ltd. Apr. 2013 Representative Director and Chairman (current position) Jan. 2016 Director of Pole To Win International Limited (current position)	1,898,000 shares
(Reasons for nomination as candidate for Director) Tamiyoshi Tachibana has been the driver of the Group's business since its founding. He recognized the potentials of outsourced debugging services and exerted a strong leadership in directing the management and contributed to the expansion of business. Looking ahead, he is expected to contribute to the development of the Group in the decision-making and appropriate supervision of management of the entire Group, and therefore the Company proposes that he be reelected as Director.			
2	Teppei Tachibana (September 22, 1974) Gender: Male	Mar. 2004 Joined Pole To Win Co., Ltd. Aug. 2007 Executive Officer Aug. 2008 Director (current position) Apr. 2010 Director of the Company Jan. 2016 CEO of Pole To Win International Limited Feb. 2018 President & CEO of the Company (current position) Jan. 2019 Chairman of Pole To Win International Limited (current position)	1,206,400 shares
(Reasons for nomination as candidate for Director) Teppei Tachibana has a proven record of playing a key role in setting up the business operation network of the Group's overseas subsidiaries. He also serves as Chairman of Pole To Win International Limited that operates Testing/Verification & Evaluation business overseas. On February 1, 2018, he was appointed President & CEO of the Company, and looking ahead, he is expected to propel the entire Group forward, and therefore the Company proposes that he be reelected as Director.			

Candidate No.	Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Tetsuji Tsuda (June 22, 1973) Gender: Male	<p>Apr. 1996 Joined Kinbasha Co., Ltd. (currently, Undertree Tokyo Corporation)</p> <p>Mar. 1999 Joined NIC Autotec, Inc.</p> <p>Oct. 2001 Joined Pole To Win Co., Ltd.</p> <p>Oct. 2002 General Manager</p> <p>Oct. 2003 Executive Officer</p> <p>Dec. 2005 Representative Director and President (current position)</p> <p>Apr. 2010 Director of the Company (current position)</p> <p>Jan. 2016 Director of Pole To Win International Limited (current position)</p>	689,600 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Tetsuji Tsuda concurrently serves as Representative Director of Pole To Win Co., Ltd., the main operating company of the Group's Testing/Verification & Evaluation business, where he has a proven record of playing a key role in setting up the services and reinforcing the management base as Japan's first debugging outsourcing provider. Looking ahead, he is expected to propel the Company's Testing/Verification & Evaluation business forward as the officer in charge, and therefore the Company proposes that he be reelected as Director.</p>			
4	Joji Yamauchi (May 26, 1973) Gender: Male	<p>Apr. 1996 Joined Sapporo Shinkin Bank (currently, Hokkaido Shinkin Bank)</p> <p>July 1999 Joined K.K. Kyoiku Soken (currently, WAO Corporation)</p> <p>Mar. 2001 Joined Hudson Soft Company, Limited</p> <p>Jan. 2004 Joined @NetHome. Co., Ltd. (currently, Jupiter Telecommunications Co., Ltd.)</p> <p>Feb. 2005 Joined Honda Commtec Inc.</p> <p>Aug. 2005 Joined PITCREW CO., LTD.</p> <p>Dec. 2008 Director</p> <p>Dec. 2009 General Manager of Administration Department of the Company (current position)</p> <p>Apr. 2010 Director (current position)</p> <p>Feb. 2013 Audit & Supervisory Board Member of Pacer Co., Ltd. (current position)</p> <p>Sept. 2016 Representative Director and President of PITCREW CO., LTD. (current position)</p>	16,320 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Joji Yamauchi is engaged in the finance and IR operations as the officer in charge of the Administration Department, where he plays a key role in maintaining and strengthening the business management framework. He concurrently serves as Representative Director of PITCREW CO., LTD., the main operating company of the Group's Internet Supporting business, and works to reinforce its management base. Looking ahead, he is expected to manage the administrative functions of the Company and to propel the Internet Supporting business forward, and therefore the Company proposes that he be reelected as Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Kozo Matsumoto (August 4, 1965) Gender: Male	<p>Jan. 1994 Director of Pole To Win Limited (currently, Pole To Win Co., Ltd.)</p> <p>Oct. 1997 Representative Director of Pole To Win Co., Ltd.</p> <p>Jan. 2000 Director of PITCREW Limited (currently, PITCREW CO., LTD.)</p> <p>Jan. 2001 Representative Director of PITCREW CO., LTD.</p> <p>Sept. 2008 Director and Chairman</p> <p>Sept. 2009 Director of Pole To Win Co., Ltd.</p> <p>Feb. 2010 Director and Vice President of PITCREW CO., LTD.</p> <p>Jan. 2013 Representative Director and President of PITCREW COREOPS CO., LTD.</p> <p>Apr. 2013 Director of the Company (current position)</p> <p>Sept. 2016 Director of PITCREW CO., LTD. (current position)</p>	2,432,480 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Kozo Matsumoto has been the driver of the Group's business since its founding. He was engaged in the launch of Testing/Verification & Evaluation service and Internet Supporting service that constitute the main services of the Group, and contributed to the establishment and expansion of the Group's business foundation. Looking ahead, he is expected to contribute to the enhancement of synergy among the Group companies and the development of new businesses, and therefore the Company proposes that he be reelected as Director.</p>			
6	Mitsutaka Motoshige (January 10, 1951) Gender: Male	<p>Sept. 1984 Joined Hudson Soft Company, Limited</p> <p>Mar. 1992 Director</p> <p>June 1998 Seconded to Manegi Co., Ltd. as Representative & Senior Managing Director</p> <p>Apr. 1999 Executive Officer of Hudson Soft Company, Limited</p> <p>Dec. 2004 Director of Pole To Win Co., Ltd.</p> <p>Dec. 2004 Representative Director of PITCREW CO., LTD.</p> <p>Dec. 2005 Director</p> <p>Aug. 2008 Representative Director and Vice Chairman of Pole To Win Co., Ltd.</p> <p>Feb. 2009 Director of the Company (current position)</p> <p>Feb. 2013 Representative Director and President of Pacer Co., Ltd. (current position)</p>	3,814,800 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Mitsutaka Motoshige has been the driver of the Group's business since its founding. With his experience as corporate manager in the game industry, he recognized the potentials of outsourcing services and contributed to establishing Testing/Verification & Evaluation business and Internet Supporting business as the Group's core services. His well-established wisdom and human network will continue to be beneficial for the development of the Group's business, and therefore the Company proposes that he be reelected as Director.</p>			

Proposal No. 3: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The Company requests approval for the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill any vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The validity of the election can be nullified by resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is prior to his/her assuming office.

The candidate for the substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of Birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Masaharu Tsutsumi (May 26, 1952) Gender: Male	Apr. 1975 Joined Mitsubishi Corporation May 1978 Seconded to Mitsubishi Nederland B.V. May 1985 Seconded to Mitsubishi Venezolana C.A. May 1985 General Manager May 1989 Seconded to Mitsubishi Colombia Ltda. May 1989 General Manager Oct. 1999 Seconded to JR Tokai Corporation Oct. 1999 Division Director June 2007 Director of MC Foods Limited May 2013 Advisor of Civil International Corporation (current position) Apr. 2016 Joined the Tokyo Office of Miyagi Prefectural Government	0 shares
(Reasons for nomination as candidate for a substitute outside Director) Masaharu Tsutsumi has experience in corporate management as well as extensive experience working abroad. He is expected to provide appropriate suggestions on the Group's management as it goes global, and therefore the Company nominates him as candidate for substitute outside Director.		

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Masaharu Tsutsumi is a candidate for substitute outside Director.
 3. If Masaharu Tsutsumi assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to enter into an agreement with him pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by laws and regulations.
 4. If Masaharu Tsutsumi assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to Tokyo Stock Exchange, Inc. concerning his appointment as an independent officer.

Proposal No. 4: Determination of Remuneration for Granting Restricted Shares to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

With regard to the amount of remuneration for Directors other than the Audit and Supervisory Committee Members of the Company, it was approved at the 7th Annual General Meeting of Shareholders held on April 21, 2016, that the monthly remuneration shall be not more than ¥50,000 thousand (the salary portion of a Director's remuneration for Directors that also serve as employees is not included). Now, in order to give Directors other than the Audit and Supervisory Committee Members (excluding outside Directors; hereinafter, the "Eligible Directors") an incentive to sustainably enhance the corporate value of the Company, as well as to promote further shared value with our shareholders, the Company proposes to pay new remuneration for granting restricted shares (meaning shares with Transfer Restrictions as defined below) to Eligible Directors, separately from the aforementioned amounts of remuneration.

The total amount of monetary remuneration to be paid to Eligible Directors for the purpose of granting them restricted shares based on this proposal shall be not more than ¥100,000 thousand per year, as deemed reasonable in light of the aforementioned purposes. In addition, the specific allocation to each Eligible Director shall be determined by the Board of Directors.

The number of Directors other than the Audit and Supervisory Committee Members is currently six (including zero outside Directors). Subject to the approval and adoption of Proposal No. 2 as originally proposed, the number of Directors other than the Audit and Supervisory Committee Members will be seven (including zero outside Directors). Additionally, based on a resolution of the Board of Directors of the Company, Eligible Directors shall contribute all monetary remuneration claims to be provided under this proposal as property contributed in kind, and shall have common share of the Company be issued or disposed of, and the total number of common share of the Company to be issued or disposed of in this way shall be not more than 200 thousand shares per year (however, if a share split (including allotment of its common share without contribution) or a share consolidation of the Company's common share is conducted on or after the date this proposal is approved and adopted, or if other circumstances arise whereby an adjustment is necessary to the total number of common share of the Company to be issued or disposed of as restricted shares, then the total number shall be adjusted within a reasonable range), and the amount to be paid in per share shall be determined by the Board of Directors within a range that is not particularly advantageous for Eligible Directors, based on the closing price of the Company's common share on the Tokyo Stock Exchange on the business day immediately preceding the relevant date of resolution by the Board of Directors (if there are no trades on that day, the closing price on the most recent preceding day with trades). In addition, with regard to the issuance or disposition of common share of the Company, an agreement mainly containing the following provisions shall be concluded between the Company and each of the Eligible Directors for the allotment of restricted shares (the "Allotment Agreement"):

- (1) An Eligible Director must not transfer, create a security interest on, or otherwise dispose of common share of the Company allotted under the Allotment Agreement (the "Allotted Shares") for a period of minimum three years designated by the Board of Directors of the Company (the "Restriction Period" and such restrictions above as the "Transfer Restrictions").
- (2) If an Eligible Director loses his or her position as Director of the Company or the Company's subsidiaries or any other position designated by the Board of Directors of the Company before Restriction Period expires, the Company shall by rights acquire the Allotted Shares without contribution, unless there are reasons recognized as justifiable by the Board of Directors of the Company.
- (3) Notwithstanding the provision of (1) above, the Company shall lift the Transfer Restrictions on all Allotted Shares when the Restriction Period expires, provided an Eligible Director has been in his or her position as Director of the Company or the Company's subsidiaries or any other position designated by the Board of Directors of the Company continuously for the Restriction Period. However, if an Eligible Director loses his or her position defined in (2) above prior to the expiration of the Restriction Period due to reasons the Board of Directors of the Company deems justifiable, as provided for in (2) above, the Company shall rationally adjust the number of the Allotted Shares on which the Transfer Restrictions are to be lifted, and the timing of lifting as needed.
- (4) When the Restriction Period expires, the Company shall by rights acquire without contribution Allotted Shares on which the Transfer Restrictions have not been lifted based on the provision of (3) above.
- (5) Notwithstanding the provision of (1) above, if, during the 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 General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders 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 considering the period from the start date of the Restriction Period to the date of approval of the reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company.

- (6) In cases specified in (5) above, the Company shall by rights 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 based on the provision of (5) above.
- (7) Procedures for conveying intentions and notifications concerning the Allotment Agreement, procedures for amending the Allotment Agreement, and other matters to be determined by the Board of Directors shall be included in the terms and conditions of the Allotment Agreement.