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Securities Code: 3657

April 8, 2020

To our shareholders:

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

## Notice of the 11th Annual General Meeting of Shareholders

You are cordially invited to attend the 11th 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 22, 2020 (JST).**

- 1. Date and Time:** Thursday, April 23, 2020, at 10:00 a.m. (JST)  
(Reception is scheduled to open at 9:00 a.m.)
- 2. Venue:** NS Sky-Conference Room 1&2, SHINJUKU NS Building, 30th floor  
2-4-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo  
(The venue changes from this year)

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 11th fiscal year (from February 1, 2019 to January 31, 2020), 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 11th fiscal year (from February 1, 2019 to January 31, 2020)

#### 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 Four Directors Who Are Audit and Supervisory Committee Members

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. 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 ¥12 per common share of the Company.  
In this event, the total dividends will be ¥454,174,392.
- (3) Effective date of dividends of surplus  
The effective date of dividends will be April 24, 2020.

**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 seven Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. 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 [Reelection]	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 Jan. 2016 Director of PTW International Holdings Limited (current position)	1,898,000 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>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.</p> <p>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.</p>			
2	Teppei Tachibana (September 22, 1974) Gender: Male [Reelection]	Mar. 2004 Joined Pole To Win Co., Ltd. Aug. 2007 Executive Officer Aug. 2008 Director Apr. 2010 Director of the Company Jan. 2016 CEO of PTW International Holdings Limited Feb. 2018 President & CEO of the Company (current position) Jan. 2019 Chairman of PTW International Holdings Limited (current position)	1,206,400 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>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 PTW International Holdings Limited that operates Testing/Verification &amp; Evaluation business overseas.</p> <p>On February 1, 2018, he was appointed President &amp; 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.</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
3	Tetsuji Tsuda (June 22, 1973) Gender: Male [Reelection]	<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</p> <p>Apr. 2010      Director of the Company (current position)</p> <p>Jan. 2016      Director of PTW International Holdings Limited</p> <p>Feb. 2020      Director and Chairman of Pole To Win Co., Ltd. (current position)</p>	689,600 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Tetsuji Tsuda concurrently serves as Director and Chairman of Pole To Win Co., Ltd., the main operating company of the Group's Testing/Verification &amp; 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.</p> <p>Looking ahead, he is expected to propel the Company's Testing/Verification &amp; 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 [Reelection]	<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 &amp; Supervisory Board Member of Pacer Co., Ltd. (current position)</p> <p>Sept. 2016      Representative Director and President of PITCREW CO., LTD.</p> <p>Feb. 2020      Representative Director and Chairman (current position)</p>	16,520 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.</p> <p>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 [Reelection]	<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> <p>Sept. 2018 Representative Director and President of POLE TO WIN VIET NAM JOINT STOCK COMPANY (current position)</p>	2,372,480 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 &amp; 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.</p> <p>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 [Reelection]	<p>Sept. 1984 Joined Hudson Soft Company, Limited</p> <p>Mar. 1992 Director</p> <p>June 1998 Seconded to Manegi Co., Ltd. as Representative &amp; 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>	3,812,800 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 &amp; Evaluation business and Internet Supporting business as the Group's core services.</p> <p>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>			

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
7	Deborah Kirkham (March 2, 1971) Gender: Female [Reelection]	Feb. 2008      Joined LucasArts Entertainment Company, Inc. May 2009      Joined Bandai Namco Games America, Inc. July 2010      President of Interactive Entertainment, e4e, Inc. Oct. 2012      COO of PTW America, Inc. Jan. 2016      COO of PTW International Holdings Limited Jan. 2019      CEO (current position) Apr. 2019      Director of the Company (current position)	0 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Deborah Kirkham has extensive management experience in the international game industry, and played a key role in setting up operational frameworks for the Group's overseas subsidiaries. She also serves as CEO of PTW International Holdings Limited that operates Testing/Verification &amp; Evaluation business overseas.</p> <p>Looking ahead, she is expected to propel the Group's overseas subsidiaries forward as the officer in charge, and therefore the Company proposes that she be reelected as Director.</p>			

(Note) There is no special interest between any of the candidates and the Company.

**Proposal No. 3: Election of Four Directors Who Are Audit and Supervisory Committee Members**

At the conclusion of this Annual General Meeting of Shareholders, the terms of office of all three Directors who are Audit and Supervisory Committee Members will expire. Therefore, the Company proposes the election of four Directors who are Audit and Supervisory Committee Members, increasing the number of outside Directors by one to enhance the auditing and the management supervisory function by the Audit and Supervisory Committee.

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

Candidates for the role of Director who is an Audit and Supervisory Committee Member 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	Kiyooki Imai (May 8, 1944) Gender: Male [Reelection]	Nov. 1967    Joined Itochu Fuel Corporation (currently, Itochu Enex Co., Ltd.) Nov. 1980    Joined Micro Seiki Co., Ltd. Sept. 1987    Joined First Color K.K. Apr. 2002    Joined Pole To Win Co., Ltd. Sept. 2008    Executive Officer Dec. 2009    Joined the Company Feb. 2013    Audit & Supervisory Board Member of Daiichi Shorin Co., Ltd. (current position) Feb. 2013    Audit & Supervisory Board Member of Palabra Inc. (current position) Apr. 2013    Audit & Supervisory Board Member of IMAid Inc. (current position) Jan. 2015    Audit & Supervisory Board Member of QBIST Inc. Apr. 2016    Audit & Supervisory Board Member of Pole To Win Co., Ltd. (current position) Apr. 2016    Director (Standing Audit and Supervisory Committee Member) of the Company (current position) Apr. 2017    Audit & Supervisory Board Member of PITCREW COREOPS CO., LTD. (current position) Apr. 2017    Audit & Supervisory Board Member of PITCREW CO., LTD. (current position)	18,400 shares
(Reasons for nomination as candidate for Director) Kiyooki Imai has the experience of working as general manager of the accounting division of a Group company at the time of its global expansion. We believe that he is capable of providing appropriate auditing of the Group's management from a standpoint having extensive knowledge on accounting operations, and therefore the Company proposes that he be reelected as Director who is an Audit and Supervisory Committee Member.			

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
2	Hajime Saito (January 4, 1947) Gender: Male [Reelection] [Outside] [Independent]	Apr. 1970      Joined General Foods, Inc. Sept. 1973    Joined Nippon Mini Computer K.K. Oct. 1991     Director of Omron Data General K.K. Apr. 1999     Representative Director and President of Japan Rational Software K.K. Apr. 2003     Executive of Rational Software, IBM Japan, Ltd. Apr. 2004     Representative Director of China Portal K.K. (currently, CIOS Technology Co., Ltd.) Apr. 2013     Audit & Supervisory Board Member of Pole To Win Co., Ltd. Apr. 2013     Outside Audit & Supervisory Board Member of the Company Apr. 2014     Outside Director Apr. 2014     Director of China Portal K.K. (currently, CIOS Technology Co., Ltd.) Dec. 2015     Outside Director of QaaS Co., Ltd. (current position) Apr. 2016     Outside Director (Audit and Supervisory Committee Member) of the Company (current position)	4,000 shares
(Reasons for nomination as candidate for outside Director) Hajime Saito has the experience of corporate management within and outside Japan. He is expected to provide appropriate suggestions on the Group's management as it goes global, and therefore the Company proposes that he be reelected as outside Director who is an Audit and Supervisory Committee Member.			
3	Hisaaki Shirai (July 10, 1948) Gender: Male [Reelection] [Outside] [Independent]	Apr. 1975      Registered as an attorney at law July 1996      Established Shirai Law Firm July 2007      Established Kyobashi Law Firm (current position) Apr. 2014      Outside Audit & Supervisory Board Member of the Company Apr. 2016      Outside Director (Audit and Supervisory Committee Member) (current position)	0 shares
(Reasons for nomination as candidate for outside Director) Hisaaki Shirai has experience in corporate management as well as extensive knowledge on corporate legal affairs as an attorney at law. We believe that he is capable of providing appropriate oversight of the Group's management from an objective standpoint, and therefore the Company proposes that he be reelected as outside Director who is an Audit and Supervisory Committee Member.			
4	Masaharu Tsutsumi (May 26, 1952) Gender: Male [New election] [Outside] [Independent]	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 Apr. 2016      Joined the Tokyo Office of Miyagi Prefectural Government	0 shares
(Reasons for nomination as candidate for 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 proposes that he be elected as outside Director who is an Audit and Supervisory Committee Member.			



- (Notes)
1. There is no special interest between any of the candidates and the Company.
  2. Hajime Saito, Hisaaki Shirai and Masaharu Tsutsumi are candidates for outside Directors.
  3. Hajime Saito is currently an outside Director of the Company, and at the conclusion of this Meeting, his tenure as outside Director will have been six years.
  4. Hisaaki Shirai is currently an outside Director of the Company, and at the conclusion of this Meeting, his tenure as outside Director will have been four years.
  5. The Company has entered into agreements with Kiyooki Imai, Hajime Saito and Hisaaki Shirai pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, to limit their liability for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount provided for by laws and regulations. If their reelection is approved, the Company plans to renew the aforementioned limited liability agreements. If the election of Masaharu Tsutsumi is approved, the Company plans to enter into a limited liability agreement of the same content with him.
  6. The Company has submitted notification to the Tokyo Stock Exchange that Hajime Saito and Hisaaki Shirai have been designated as independent officers as provided for by the aforementioned Exchange, and if their reelection is approved, the Company plans to resubmit such notification concerning their appointment as independent officers. If the election of Masaharu Tsutsumi is approved, the Company also plans to submit notification concerning his appointment as an independent officer.