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Securities Code: 7955

June 6, 2017

Dear our shareholders:

Shigeru Sato  
President  
**Cleanup Corporation**  
6-22-22 Nishi-nippori, Arakawa-ku, Tokyo

## Notice of the 64th Annual General Meeting of Shareholders

We are pleased to invite you to attend the 64th Annual General Meeting of Shareholders of Cleanup Corporation (the “Company”) to be held as outlined below.

**If you are unable to attend the meeting, you may exercise your voting rights in writing or via electromagnetic means (via the internet, etc.). Please review the Reference Documents for General Meeting of Shareholders, which are provided on the following pages, and exercise your voting rights by Tuesday, June 27, 2017, at 5:30 p.m. (JST) by following the information in “Voting Instructions.”**

### Voting Instructions

If you are attending the meeting

- Submit the voting form to the event reception

Please submit the enclosed voting form to the event reception on the day of the meeting.

If you are unable to attend the meeting

- Via mail

Please indicate your vote of approval or disapproval for each proposal on the enclosed voting form and return the form no later than Tuesday, June 27, 2017, at 5:30 p.m. (JST).

- Via internet

Please access the voting website (<http://www.evotep.jp/>) from a computer or mobile phone, log in with the login ID and tentative password that is included with the enclosed voting form, and submit your vote of approval or disapproval for each proposal by following the instructions on the screen no later than Tuesday, June 27, 2017, at 5:30 p.m. (JST).

### To institutional investors

An electronic voting platform operated by ICJ, Inc. is available in addition to the internet voting above if you apply to use the electronic voting platform in advance.

**1. Date and Time:** Wednesday, June 28, 2017, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m. (JST))

**2. Venue:** “Hishou-no-Ma,” 2nd Floor, Hotel Lungwood  
5-50-5 Higashi-nippori, Arakawa-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Report on Audit Results of Consolidated Financial Statements by the Financial Auditor and Audit & Supervisory Board for the 64th fiscal term (April 1, 2016 to March 31, 2017)
2. Non-Consolidated Financial Statements for the 64th fiscal term (April 1, 2016 to March 31, 2017)

#### Matters to be resolved:

- Proposal No. 1**      Appropriation of Surplus  
**Proposal No. 2**      Partial Amendments to the Articles of Incorporation

#### **4. Matters Related to the Exercise of Voting Rights**

##### **Handling of duplicate voting in both writing and via the internet, etc.**

If you exercise your voting rights both in writing and via the internet, etc., the content of the vote you made via the internet, etc. shall be handled as the valid vote.

Moreover, if you exercise your voting rights via the internet, etc. multiple times, the content of the final vote that you made shall be the valid vote.

##### **Voting by proxy**

A shareholder may exercise his or her voting rights through a proxy, who shall be a shareholder of the Company having voting rights in accordance with the Articles of Incorporation of the Company. However, please note that the proxy is requested to submit a written document certifying the authority of proxy.

- If you attend the meeting in person, please submit the enclosed voting form at the reception desk.
- As the following items are posted on our website on the internet (<http://cleanup.jp/>), based on laws and regulations and the provisions of Article 14 of the Company's Articles of Incorporation, they are not described in this notice. Consequently, the documents attached to this notice are part of the documents that were audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing the audit reports.
  1. Notes to Consolidated Financial Statements
  2. Notes to Non-Consolidated Financial Statements
- Note that if there are any modifications in the Reference Documents for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements, or Consolidated Financial Statements, they will be posted on the Company's website (<http://cleanup.jp/>).

## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

The Company strives to improve its profitability and capital efficiency through efficient management of the entire Group, and to provide appropriate return of profit to all of its shareholders on a continual and stable basis.

#### 1. Year-end dividends

The company has given overall consideration to the business performance of the Group for the current fiscal year and future business development, and as a result, it proposes to pay year-end dividends for the current fiscal year as follows:

- (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 ¥10 per common share of the Company.

In this event, the total dividends will be ¥368,919,670.

Accordingly, the annual dividend for the current fiscal year, including the interim dividend, will be ¥20 per share.

- (3) Effective date of dividends of surplus

The effective date of dividends will be June 29, 2017.

#### 2. Other appropriation of surplus

- (1) Item of surplus to be decreased and amount of decrease

General reserve: ¥2,000,000,000

- (2) Item of surplus to be increased and amount of increase

Retained earnings brought forward: ¥2,000,000,000

**Proposal No. 2** Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

The Company proposes the change of the convener and chairperson of the General Meeting of Shareholders and the meeting of the Board of Directors, in order to provide flexibility in conducting the General Meeting of Shareholders and the meeting of the Board of Directors (Article 13 and Article 22).

2. Details of the amendments

The details of the amendments are as follows:

(Underlined sections indicate amendments)

Current Articles of Incorporation	Proposed amendments
<p>(Convener and Chairmanship of General Meeting of Shareholders) Article 13.</p> <p>1. Unless otherwise provided for by laws and regulations, <u>Director and President</u> shall convene general meetings of shareholders and chair the meetings <u>by the resolution of the Board of Directors</u>.</p> <p>2. In cases where the <u>Director and President</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall act as such instead.</p>	<p>(Convener and Chairmanship of General Meeting of Shareholders) Article 13.</p> <p>1. Unless otherwise provided for by laws and regulations, <u>Director designated in advance by the Board of Directors</u> shall convene general meetings of shareholders and chair the meetings.</p> <p>2. In cases where <u>Director stated in the preceding paragraph</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall act as such instead.</p>
<p>(Convocation of Meeting of the Board of Directors) Article 22.</p> <p>1. Unless otherwise provided for by laws and regulations, <u>Director and President</u> shall convene meetings of the Board of Directors. In cases where the <u>Director and President</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall act as such instead.</p> <p>2. (Omitted)</p>	<p>(Convocation of Meeting of the Board of Directors) Article 22.</p> <p>1. Unless otherwise provided for by laws and regulations, <u>Director designated in advance by the Board of Directors</u> shall convene meetings of the Board of Directors. In cases where <u>said Director</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall act as such instead.</p> <p>2. (Unchanged)</p>