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Stock Exchange Code: 9438
December 5, 2019

To Shareholders with Voting Rights:

Toshihiro Maeta
President and Chief Executive Officer
MTI Ltd.
3-20-2 Nishi-Shinjuku, Shinjuku-ku,
Tokyo, Japan

**NOTICE OF
THE 24TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 24th Annual General Meeting of Shareholders of MTI Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Friday, December 20, 2019, Japan time.

- 1. Date and Time:** December 21, 2019 (Saturday) at 10:00 a.m. Japan time
- 2. Place:** Hall of Bellesalle Nishi-Shinjuku on the first floor of Sumitomo Fudosan Nishi-Shinjuku Building No. 3, located at 15-3, Nishi-Shinjuku 4-chome, Shinjuku-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:** The Business Report, Consolidated Financial Statements for the Company's 24th Fiscal Year (October 1, 2018 – September 30, 2019), results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 24th Fiscal Year
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of surplus
 - Proposal 2:** Election of seven (7) directors
 - Proposal 3:** Election of two (2) statutory auditors

© Notes

(1) Exercise of voting rights by proxy

If you are unable to attend the meeting, you can delegate another shareholder as a proxy, who also owns voting rights of the Company, to attend the General Meeting of Shareholders. In such a case, please have your proxy submit a written power of attorney, as well as the Voting Rights Exercise Form at the reception desk.

(2) Documents provided on the Internet

Based on the provisions stipulated in relevant laws and regulations and Article 15 of the Company's articles of incorporation, the following materials are posted on the Company's website (<https://www.mti.co.jp/eng>) and are therefore not included in the Appendix to this convocation notice.

- 1) "Consolidated statement of changes in equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
- 2) "Statement of changes in equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the statutory auditors are each item on the Appendix to this Convocation Notice of the General Meeting of Shareholders, Consolidated statement of changes in equity, Notes to the Consolidated Financial Statements, Statement of changes in equity, and Notes to the Non-consolidated Financial Statements in the above 1) and 2).

(3) Method to announce the revisions in the Reference Documents for the General Meeting of Shareholders and Business Report, as well as in Non-consolidated Financial Statements and Consolidated Financial Statements

Should the Reference Documents for the General Meeting of Shareholders and Business Report, as well as Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.mti.co.jp/eng>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

The Company positions the increase of its market capitalization through the creation and enhancement of corporate value and continuous distribution of profits to shareholders as priority management issues.

Dividends are proposed as follows from the standpoint of maintaining stable dividend payment.

As a result, the annual dividend per share for the current fiscal year is 16 yen.

Matters concerning the year-end dividend:

- (1) Matters concerning the allotment of dividend property to shareholders and total amount thereof:
8 yen per share of the Company's common stock, in a total amount of 438,446,928 yen
- (2) The effective date of the dividend of surplus
December 23, 2019

Proposal 2: Election of seven (7) directors

One (1) director resigned on September 30, 2019, and six (6) directors will resign at the conclusion of this Annual General Meeting of Shareholders due to the expiration of their terms of office. Accordingly, the election of seven (7) directors is proposed.

The candidates for director are as follows:

No.	Name	
1	Reelected	Toshihiro Maeta
2	Reelected	Hiroshi Izumi
3	Newly elected	Minoru Takei
4	Reelected	Hiroshi Matsumoto
5	Reelected	Muzhi Zhou External director Independent director
6	Reelected	Hikaru Yamamoto External director Independent director
7	Reelected	Ryosuke Tsuchiya External director Independent director

No.	Name (Date of birth)	Past experience, significant concurrent positions, positions and responsibilities at the Company	Number of shares of the Company held
1	<u>Reelected</u> Toshihiro Maeta (January 19, 1965)	<p>April 1987 Joined Japan IBM, Ltd. December 1988 Joined HIKARI TSUSHIN, INC. August 1989 Director of HIKARI TSUSHIN, INC. July 1994 Managing Director of HIKARI TSUSHIN, INC. August 1996 Established the Company President and Chief Executive Officer (current position)</p> <p>(Reason for election as a candidate for director) Since founding the Company in 1996, Mr. Maeta has played a leading role in expanding its business as Representative Director. The Company reelected him as a candidate for director, based on the judgment that he is capable of making decisions on the important management matters of the Company, and his leadership over all the officers and employees, drawing on his knowledge and experience in overall management he has gained to date.</p>	11,856,400
2	<u>Reelected</u> Hiroshi Izumi (February 26, 1965)	<p>April 1987 Joined Japan IBM, Ltd. June 1997 Joined Microsoft Japan Co., Ltd. February 1999 Joined the Company November 1999 Operating Officer and General Manager of IT Business Department of the Company November 2002 Operating Officer and General Manager of Mobile Service Division of the Company December 2002 Director and General Manager of Mobile Service Division of the Company December 2004 Director, Senior Managing Operating Officer and General Manager of Mobile Service Division of the Company January 2007 Director, Operating Vice President and General Manager of Mobile Service Division of the Company December 2009 Executive Vice President and General Manager of Mobile Service Division of the Company February 2010 Executive Vice President of the Company June 2012 Executive Vice President and General Manager of Healthcare Business Division of the Company February 2014 Executive Vice President, General Manager of Mobile Service Division, and General Manager of Healthcare Business Division of the Company July 2014 Executive Vice President and General Manager of Life and Healthcare Business Division of the Company April 2015 Executive Vice President and General Manager of Digital Content Division of the Company February 2016 Executive Vice President, General Manager of Lifestyle Business Division, and General Manager of Digital Content Division of the Company January 2017 Executive Vice President and General Manager of Life and Entertainment Business Division of the Company April 2018 Executive Vice President and General Manager of Life, Entertainment and Sports Business Division of the Company July 2019 Executive Vice President, General Manager of Life, Entertainment and Sports Business Division, and General Manager of Technology Division of the Company (current position, in charge of Solution Business Department and Compliance Promotion Office)</p> <p>(Reason for election as a candidate for director) Mr. Izumi assumed the office of director of the Company in 2002 and of Executive Vice President from 2009. Drawing on his business experience at a major IT vender, he has held key positions in IT development of the Company, in addition to service planning. The Company reelected him as a candidate for director, based on the judgment that he is capable of making decisions on the important management matters of the Company, due to his broad expertise in overall IT service from planning to development.</p>	326,400

No.	Name (Date of birth)	Past experience, significant concurrent positions, positions and responsibilities at the Company	Number of shares of the Company held
3	<u>Newly elected</u> Minoru Takei (February 15, 1952)	<p>April 1974 Joined Mitsubishi Corporation</p> <p>April 2000 General Manager, Finance Dept. of Mitsubishi Corporation</p> <p>April 2002 General Manager, Accounting Dept., Kansai Branch of Mitsubishi Corporation</p> <p>April 2004 President of Mitsubishi Corporation Financial & Management Services (Japan) Ltd.</p> <p>April 2006 Senior Vice President of Mitsubishi Corporation</p> <p>March 2010 Executive Vice President of KANRO CO., LTD.</p> <p>December 2017 Standing Statutory Auditor of the Company (current position)</p>	—
		<p>(Reason for election as a candidate for director)</p> <p>Mr. Takei assumed the office of standing statutory auditor of the Company in 2017. He held key positions mainly in finance and accounting departments at a major general trading company and has experienced corporate management. After assuming the office of standing statutory auditor of the Company, he has energetically executed his duties by drawing on those experiences. The Company elected him as a candidate for director, based on the judgment that he is capable of making decisions on the important management matters of the Company, due to his considerable insight into the Company's management, business, and organization.</p>	
4	<u>Reelected</u> Hiroshi Matsumoto (August 17, 1969)	<p>April 1992 Joined The Fuji Bank (current Mizuho Financial Group, Inc.)</p> <p>May 1999 Joined CAC Corporation</p> <p>October 2002 Joined USJ Co., Ltd.</p> <p>October 2004 Joined the Company</p> <p>February 2008 Operating Officer, General Manager of Corporate Planning Office and General Manager of Public Relations and IR Office of the Company</p> <p>January 2009 Operating Officer and General Manager of Corporate Planning Division of the Company</p> <p>January 2010 Senior Operating Officer and General Manager of Corporate Planning Division of the Company</p> <p>May 2010 Senior Operating Officer and General Manager of Corporate Support Division of the Company</p> <p>December 2010 Director and General Manager of Corporate Support Division of the Company</p> <p>February 2013 Director of the Company</p> <p>December 2016 Managing Director of the Company</p> <p>December 2018 Senior Managing Director of the Company (current position, in charge of IR Office and business alliance)</p>	113,300
		<p>(Reason for election as a candidate for director)</p> <p>Mr. Matsumoto assumed the office of director of the Company in 2010. After joining the Company, he has served as General Manager of Corporate Planning Office and General Manager of Corporate Support Division by drawing on his business experience at a bank. The Company reelected him as a candidate for director, based on the judgment that he is capable of making decisions on the important management matters of the Company by drawing on his expertise in the fields of finance and investor relations, in addition to his experience in overall administrative work.</p>	

No.	Name (Date of birth)	Past experience, significant concurrent positions, positions and responsibilities at the Company	Number of shares of the Company held
5	<p>Reelected</p> <p>Muzhi Zhou (July 2, 1963)</p> <p>External director Independent director</p>	<p>July 1985 Ministry of Machinery, People's Republic of China</p> <p>June 1995 Principal Researcher of International Development Center of Japan</p> <p>April 2002 Associate Professor, Faculty of Economics, Tokyo Keizai University</p> <p>January 2005 Guest Researcher of Policy Research Institute, Ministry of Finance</p> <p>April 2007 Professor, Faculty of Economics, Tokyo Keizai University (current position)</p> <p>April 2007 Visiting Professor of Massachusetts Institute of Technology</p> <p>May 2008 Guest Researcher of Harvard University</p> <p>April 2010 Visiting Professor of University of International Business and Economics (current position)</p> <p>April 2012 Specially-appointed Professor of The Chinese Academy of Sciences</p> <p>December 2015 External Director of the Company (current position)</p> <p>(Significant concurrent positions) Professor, Faculty of Economics, Tokyo Keizai University Visiting Professor of University of International Business and Economics</p> <p>(Reason for election as a candidate for external director) Mr. Zhou is engaged in the research on economies of East Asia and market economy at universities. The Company reelected him as a candidate for external director, based on the judgment that he is capable of giving advice on the Company's management policies based on his insight, and is also capable of supervising the execution of operation from an independent standpoint.</p>	—
6	<p>Reelected</p> <p>Hikaru Yamamoto (October 2, 1973)</p> <p>External director Independent director</p>	<p>April 2004 Assistant at Graduate School of Economics, Faculty of Economics, The University of Tokyo</p> <p>April 2005 Lecturer, Faculty of Economics, Seikei University</p> <p>April 2008 Associate Professor, Faculty of Economics, Seikei University</p> <p>April 2014 Associate Professor, Graduate School of Business Administration, Keio University (current position)</p> <p>December 2015 External Director of the Company (current position)</p> <p>April 2019 Vice President, Japan Marketing Academy (current position)</p> <p>(Significant concurrent position) Associate Professor, Graduate School of Business Administration, Keio University Vice President, Japan Marketing Academy</p> <p>(Reason for election as a candidate for external director) Ms. Yamamoto is engaged in the research on marketing and consumer behavior at universities. The Company reelected her as a candidate for external director, based on the judgment that she is capable of giving advice on the Company's management policies based on her insight, and is also capable of supervising the execution of operation from an independent standpoint.</p>	—

No.	Name (Date of birth)	Past experience, significant concurrent positions, positions and responsibilities at the Company	Number of shares of the Company held
7	Ryosuke Tsuchiya (January 16, 1946)	<p>April 2006 Head of the Central Hospital of the National Cancer Center (current National Cancer Center Hospital)</p> <p>February 2011 Director of the Japan Research Promotion Society for Cardiovascular Diseases (current position)</p> <p>April 2011 Director of the Japanese Foundation for Cancer Research</p> <p>April 2014 Chief Director of Kanagawa Prefectural Hospital Organization</p> <p>June 2014 Director of the Japan Health Sciences Foundation (current position)</p> <p>December 2018 External Director of the Company (current position)</p> <p>(Significant concurrent positions)</p> <p>Director of the Japan Research Promotion Society for Cardiovascular Diseases</p> <p>Director of the Japan Health Sciences Foundation</p> <p>(Reason for election as a candidate for external director)</p> <p>Mr. Tsuchiya is engaged in medical research at various institutions, and also has experience in organizational management. The Company reelected him as a candidate for external director, based on the judgment that he is capable of giving advice on the Company's management policies based on his insight, and is also capable of supervising the execution of operation from an independent standpoint.</p>	—

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Muzhi Zhou, Ms. Hikaru Yamamoto and Mr. Ryosuke Tsuchiya are candidates for external director. The reasons for election as candidates for external director are described in the columns below the past experiences of each candidate for external director. In addition, concerning Mr. Muzhi Zhou, Ms. Hikaru Yamamoto and Mr. Ryosuke Tsuchiya, although they have never been involved in corporate management other than as external director or external auditor, the Company believes that they are capable of adequately executing their duties as external director as mentioned in the "Reason for election as a candidate for external director."
3. The candidates Mr. Muzhi Zhou and Ms. Hikaru Yamamoto will have held the position of external director of the Company for four (4) years as at the conclusion of this Annual General Meeting of Shareholders. The candidate Mr. Ryosuke Tsuchiya will have held the position of external director of the Company for one (1) year as at the conclusion of this Annual General Meeting of Shareholders. In addition, the Company has filed a notice to the Tokyo Stock Exchange for appointing all of the candidates for external director as independent directors. If their election is approved as originally proposed, they will continue to serve as independent directors.
4. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements Mr. Muzhi Zhou, Ms. Hikaru Yamamoto, and Mr. Ryosuke Tsuchiya to limit their liabilities for compensation of damages due to the failure to perform their duties, to the sum of the amounts stipulated in each item of Article 425, Paragraph 1 of the said Act. If their election is approved as originally proposed, the Company intends to continue the agreements with them.

Proposal 3: Election of two (2) statutory auditors

Statutory Auditor Ms. Kazuko Ohya will resign at the conclusion of this Annual General Meeting of Shareholders due to the expiration of her term of office. In addition, Standing Statutory Auditor, Mr. Minoru Takei, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of two (2) statutory auditors is proposed.

This proposal is made to elect Mr. Yasuhiko Niwa, a candidate for statutory auditor, as a substitute for Standing Statutory Auditor Mr. Minoru Takei, and the term of office for Mr. Yasuhiko Niwa shall be the remaining term of office of Mr. Minoru Takei, as stipulated in the Company's articles of incorporation.

The Board of Statutory Auditors has previously given its approval to this proposal.

The candidates for statutory auditor are as follows:

No.	Name (Date of birth)	Past experience, significant concurrent positions and positions at the Company	Number of shares of the Company held
1	<p>Reelected</p> <p>Kazuko Ohya (September 5, 1950)</p> <p>External statutory auditor Independent statutory auditor</p>	<p>April 1973 Joined Shiseido Company, Limited</p> <p>June 2001 Corporate Officer of Shiseido Company, Limited</p> <p>April 2007 Full-time Advisor of Shiseido Company, Limited</p> <p>June 2007 Audit & Supervisory Board Member of Shiseido Company, Limited</p> <p>April 2011 President of Shiseido Social Welfare Foundation (current position)</p> <p>June 2011 Advisor of Shiseido Company, Limited</p> <p>December 2011 External Statutory Auditor of the Company (current position)</p> <p>May 2013 External Director of Aeon Fantasy Co., Ltd. (current position)</p> <p>July 2013 External Director of Asahi Mutual Life Insurance Corporation (current position)</p> <p>October 2015 General Auditor of The Japan Aerospace Exploration Agency</p> <p>(Significant concurrent positions)</p> <p>President of Shiseido Social Welfare Foundation</p> <p>External Director of Aeon Fantasy Co., Ltd</p> <p>External Director of Asahi Mutual Life Insurance Corporation</p> <p>(Reason for election as a candidate for external statutory auditor)</p> <p>Ms. Ohya has a wealth of experience and broad insight as a director and statutory auditor at other companies. The Company reelected her as a candidate for external statutory auditor, based on the judgment that she is he is capable of adequately providing audit on the execution of duties of the Company's directors with an independent perspective.</p>	—
2	<p>Newly elected</p> <p>Yasuhiko Niwa (October 17, 1958)</p> <p>External statutory auditor Independent statutory auditor</p>	<p>April 1982 Joined Mitsubishi Corporation</p> <p>December 2003 General Manager, Finance and Accounting Dept. of Mitsubishi Corporation (Shanghai) Ltd.</p> <p>February 2008 Vice President of Mitsubishi Corporation Financial & Management Services (Japan) Ltd.</p> <p>September 2010 Managing Executive Officer and General Manager, Administrative Division of Mitsubishi Shoji Sekiyu Co. Ltd.</p> <p>May 2012 President and General Manager, Administrative Division of Mitsubishi Corporation (Taiwan) Ltd.</p> <p>June 2015 Standing Corporate Auditor of Metal One Corporation</p> <p>August 2018 General Manager, Financial, Accounting, and Information System Dept. of IVYCS Co., Ltd.</p> <p>(Reason for election as a candidate for external statutory auditor)</p> <p>Mr. Niwa has insight and a wealth of experience in finance and accounting. The Company elected him as a candidate for external statutory auditor, based on the judgment that he is capable of adequately executing his duties in the audit of the Company.</p>	—

(Notes)

1. There are no special interests between the candidates for statutory auditor and the Company.
2. The candidates for statutory auditor, Ms. Kazuko Ohya and Mr. Yasuhiko Niwa, are candidates for external statutory auditor. The reasons for election as candidates for external statutory auditor are described in the columns below the past experiences of each candidate for external statutory auditor.
3. The candidate for statutory auditor, Ms. Kazuko Ohya, will have held the position of external statutory auditor of the Company for eight (8) years as at the conclusion of this Annual General Meeting of Shareholders. In addition, the Company has filed a notice to the

Tokyo Stock Exchange for appointing her as an independent statutory auditor. If her election is approved as originally proposed, she will continue to serve as an independent statutory auditor. Furthermore, Mr. Yasuhiko Niwa will newly serve as an independent statutory auditor, if his election is approved as originally proposed.

4. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kazuko Ohya to limit her liabilities for compensation of damages due to the failure to perform her duties, to the sum of the amounts stipulated in each item of Article 425, Paragraph 1 of the said Act. If her election is approved as originally proposed, the Company intends to continue the agreement with her. Furthermore, the Company intends to enter into a similar agreement with Mr. Yasuhiko Niwa, if his election is approved as originally proposed.