

[Translation]



May 31, 2019

Company Name: ARTERIA Networks Corporation  
Representative: Koji Kabumoto, Representative Director,  
President & CEO  
(Code No: 4423 TSE 1st section)  
Inquiries: Seiichi Tateishi, Director, CFO, and  
Managing Executive Officer  
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### **Notice of the Fourth Annual General Meeting of Shareholders and Adjourned Meeting**

We hereby announce that at the meeting of the Board of Directors held on May 31, 2019, we decided to hold the Fourth Annual General Meeting of Shareholders and the Adjourned Meeting as follows:

1. Regarding the Fourth Annual General Meeting of Shareholders to be held on June 27, 2019 (the “**AGM**”), we were scheduled to report to the shareholders at the AGM with respect to certain matters, including the following: 1) “Business report, report on the consolidated financial statements, and reports on the results of the audits of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the fourth term (from April 1, 2018 to March 31, 2019)”, and 2) “Report on the non-consolidated financial statements for the fourth term (from April 1, 2018 to March 31, 2019)” (the “**Financial Report for the Fourth Term**”), after the completion of the required procedures, including the settlement procedures and receipt of the results of audit of the financial statements by the accounting auditor (the “**Settlement-Related Procedures**”).

However, as announced by our company in its press release dated April 16, 2019 titled “Potential Violation of the Antimonopoly Act,” we have identified that our company and our subsidiary, TSUNAGU NETWORK COMMUNICATIONS INC. (“**TNC**”), may have engaged in certain conduct (the “**Conduct**”) with competitors of TNC that may potentially have been in violation of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (the “**Antimonopoly Act**”).

We were listed on the first section of the Tokyo Stock Exchange, Inc. (the “**TSE**”), on December 12, 2018 (the “**Listing**”). We take very seriously a series of incidents which form the reasons why the Conduct was not included in the documents that our company filed with the TSE at the time of the application for the Listing, and the Securities Registration Statement dated November 13, 2018. To clarify this matter, investigations were conducted by both our legal counsel, and outside counsel who do not have an advisory relationship with our company. However, in order to conduct more objective investigations, as announced by our company in its press release dated April 22, 2019 titled “Notice Regarding Establishment of Third-Party Committee”, we established a Third-Party Committee, comprised solely of fair and impartial outside counsel who do not have any interests in our company.

We believe that it is necessary to confirm if there is any impact on the settlement, based on the results of the investigation conducted by the Third-Party Committee as part of the Settlement-Related Procedures. However, at this moment, the Settlement-Related Procedures have not yet been completed, as the investigation by the Third-Party Committee is underway.

Based on the above, we decided to forego reporting on the Financial Report for the Fourth Term at the AGM.

Accordingly, as soon as the required procedures are completed, including receipt of the results of accounting audits of the financial statements, we will convene a meeting as a continuation of the AGM (the “**Adjourned Meeting**”) to report on the Financial Report for the Fourth Term, and we will ask the shareholders to delegate the determination of the time, date, and venue of the

Adjourned Meeting to the Board of Directors (the “**Proposal**”) at the AGM. If the Proposal is approved at the AGM, we would like to send our shareholders the notice of the Adjourned Meeting and hold the Adjourned Meeting.

In addition, the business report, the consolidated financial statements, the non-consolidated financial statements, the accounting audit report relating to consolidated financial statements, the accounting audit report relating to non-consolidated financial statements, and the audit report of the Board of Auditors (the “**Documents to be Provided**”) will be attached to the notice of the Adjourned Meeting and will be provided to shareholders. Therefore, please note that none of the Documents to be Provided will be attached to the notice of the AGM.

As the Adjourned Meeting will be a part of the AGM, the shareholders to be present at the Adjourned Meeting should be the same as those who can exercise their voting rights at the AGM.

2. The Fourth Annual General Meeting of Shareholders

(1) Date and Time Thursday, June 27, 2019, at 1:00 p.m.

(2) Venue Bellesalle Onarimon Tower 4 F  
1-1-1, Shibakoen, Minato-ku, Tokyo

(3) Purpose of the AGM

Matters to be reported

1. Business report, report on the consolidated financial statements, and reports on the results of the audits of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the fourth term (from April 1, 2018 to March 31, 2019)

2. Report on the non-consolidated financial statements for the fourth term (from April 1, 2018 to March 31, 2019)

Refer to 1. above for the handling of matters to be reported.

Matters to be resolved

Proposal 1 Election of four (4) Directors

Proposal 2 Election of one (1) Corporate Auditor

Proposal 3 Decrease in the amount of capital reserve

Proposal 4 Partial amendments to the Articles of Incorporation

Proposal 5 Dividends of surplus

3. Schedule of the Adjourned Meeting of the Fourth Annual General Meeting of Shareholders

We will announce the date, time, and venue of the Adjourned Meeting as soon as it is determined.

4. Purpose of the Adjourned Meeting of the Fourth Annual General Meeting of Shareholders

Matters to be reported

1. Business report, report on the consolidated financial statements, and reports on the results of the audits of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the fourth term (from April 1, 2018 to March 31, 2019)

2. Report on the non-consolidated financial statements for the fourth term (from April 1, 2018 to March 31, 2019)

We sincerely apologize for any inconvenience caused to our shareholders and other stakeholders.