Translation: Please note that the following purports to be an accurate and complete translation of the original Japanese version prepared for the convenience of investors. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

TSE Code: 9697 ISIN: JP3218900003 SEDOL: 6173694 JP

May 18, 2017

To: Shareholders

Notice of Convocation of the 38th Ordinary General Meeting of Shareholders

We are pleased to inform you that the 38th Ordinary General Meeting of Shareholders of the Company will be held as described below. Your presence at the Meeting is cordially requested.

If you are unable to attend the Meeting, it is still possible to exercise your voting rights either the methods stated below. To exercise voting rights, please review the Reference Document Concerning the General Meeting of Shareholders below and exercise your rights by 5:30 PM on June 8, 2017 (Thursday), JST.

[In case of exercising voting rights by mail]

Please indicate on the Voting Right Exercise Form enclosed herewith your approval or disapproval of each proposal listed thereon and return the form to the Company before the deadline stated above.

[In case of exercising voting rights via the Internet]

Note: Voting via the Internet other than ICJ platform is only available for registered shareholders in Japan with Japanese language only. The ICJ platform is an electronic voting platform for institutional investors via ProxyEdge® system of Broadridge. For further details, please consult with your custodian(s), nominee(s) and/or broker(s).

Exercising a voting right can only be made by accessing the website of Mitsubishi UFJ Trust and Banking Corporation, the administrator of shareholders' register (http://www.evote.jp/). Please use the log-in ID and temporary password which are shown on the Voting Right Exercise Form. After logging in, please indicate your approval or disapproval of each proposal by following the instructions on the display screen before the deadline stated above. Please see the Guidance for the Exercise of Voting Rights via the Internet attached below (p.*-p.* note: intentionally omitted).

The Company has participated in the electronic voting right execution platform for institutional investors operated by ICJ, Inc.

In case that a voting right is exercised both by the Voting Right Exercise Form and via the Internet, only the vote registered via the Internet will be recognized as valid.

(Note)

Your vote is important. We will appreciate your participation in the Meeting through providing instruction to your custodian(s), broker(s), nominee(s), voting agent(s) or other authorized intermediaries to process your vote as soon as possible. We look forward to receiving your vote.

Yours faithfully,

CAPCOM Co., Ltd. 1-3, Uchihirano-machi 3-chome, Chuo-ku, Osaka, Japan By: Kenzo Tsujimoto

Chairman and CEO Representative Director

Particulars

1. Date & Time: June 9, 2017 (Friday) at 10:00 a.m.

(Reception is scheduled to open at 9:00 a.m.)

2. Place: Osaka Castle Hotel, 6F Hall

1-1, Tenmabashikyomachi Chuo-ku, Osaka

3. Agenda:

Matters to be reported:

1 Report on the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2016 to March 31, 2017); and

2 Report on the Results of Audit for Consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2016 to March 31, 2017) by Accounting Auditor and the Audit and Supervisory Committee.

Matters to be resolved:

First proposal: Proposed Appropriation of Retained Earnings

Second proposal: Election of Seven (7) Directors (excluding Directors who are

members of the Audit and Supervisory Committee)

When you attend the Meeting in person, please submit the Voting Right Exercise Form enclosed herewith to the receptionist at the place of the Meeting.

O For saving natural resources, please take this notice of convocation with you to the Meeting.

Reference Document Concerning the General Meeting of Shareholders

Proposals and reference matters:

First proposal: Proposed Appropriation of Retained Earnings

The Company considers returning profits to the shareholders to be one of the most important management issues. The Company, taking into account the future business development and changes in operating circumstances, makes best efforts to pay stable dividends on the basis of fundamental policy under which consolidated payout ratio is 30%.

Also the Company concentrated to expand and enforce returning profits to shareholders such as acquiring own shares in the fiscal year under review.

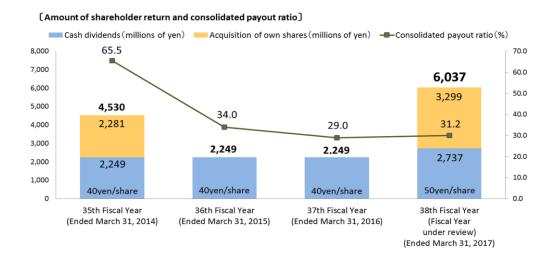
The Company proposes to make the distribution as the year-end dividend for the fiscal year under review as follows:

- 1. Type of dividend property: Cash
- 2. Matters concerning the allotment of dividend property and the total amount paid to shareholders:

\$425\$ per share of common stock of the Company; the total amount to be \$1,368,655,875\$

For interim dividend the Company paid ¥25 per share, an increase of ¥10 per share, intending further expanding and enforcing returning profits to shareholders and enhancing the shareholder value of the Company. Accordingly, the annual dividend for the fiscal year under review is ¥50 per share and the consolidated payout ratio is 31.2 %.

3. Date when dividends of retained earnings take effect: June 12, 2017(Monday)



Second proposal: Election of Seven (7) Directors (excluding Directors who are members of the Audit and Supervisory Committee)

The term of office for all seven (7) Directors (excluding Directors who are members of the Audit and Supervisory Committee) shall expire at the closing of this Ordinary General Meeting of Shareholders.

For the purpose of selecting Candidate for Directors, the Nominating Committee, majority of which consists of External Directors and of which the Chairman is an External Director so as to enhance transparency and objectivity, was referred to and the Board of Directors decided Candidates for Directors upon receipt of the recommendation of the Nominating Committee.

Furthermore, it was reported that the Audit and Supervisory Committee expressed its opinion that this Second proposal is appropriate upon deliberation.

Therefore, the Company proposes to elect seven (7) Directors.

Candidates for Directors are as follows:

Candidate No.	Name	Career position and assignment in the Company	Notes
1	Kenzo Tsujimoto	Chairman and Representative Director Chief Executive Officer (CEO)	Internal Re-election
2	Haruhiro Tsujimoto	Representative Director President and Chief Operating Officer (COO), in charge of Global Marketing Business and Arcade Operations Business	Internal Re-election
3	Yoichi Egawa	Director Executive Corporate Officer, in charge of Consumer Games Development and Pachinko & Pachislo • Amusement Equipment Business Division	Internal Re-election
4	Kenkichi Nomura	Director Executive Corporate Officer, Chief Financial Officer (CFO) in charge of Corporate Management	Internal Re-election
5	Hiroshi Yasuda	Director	External Re-election Independent Director
6	Masao Sato	Director	External Re-election Independent Director
7	Toru Muranaka	Director	External Re-election Independent Director

Candi -date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
1	Internal Re-election Date of birth: December 15, 1940 Term of office: 34 years Attendance of the Board of Directors meetings: 15/15 times (100%) Number of shares of the Company held: 2,009,290 shares	July 1985: President and Representative Director of the Company Apr. 1997: Head of The Association of Copyright for Computer Software (Currently The General Incorporated Association of Copyright for Computer Software) (to present) Apr. 2001: Chief Executive Officer (CEO) of the Company (to present) July 2007: Chairman and Representative Director of the Company (to present) Feb. 2010: Representative Director of Kenzo Estate Winery Japan Co., Ltd. (to present) [Important concurrent office of other organizations] Representative Director of Kenzo Estate Winery Japan Co., Ltd. Head of The General Incorporated Association of Copyright for Computer Software

Mr. Kenzo Tsujimoto has promoted the Company with his strong leadership as a top of management, in addition to exceeded ability to grasp future development and abundant experience, by virtue of his power for swift determination and execution. His existence as a charismatic founder of the Company is mental pole as well as centripetal force of the Company's people, officers, and employees.

Taking into consideration results of the Company until today, the Company continues to ask shareholders to elect him since the Company could expect him to contribute to the enhancement of the corporate value of the Company hereafter.

[Special Interests between the candidate and the Company]

He is concurrently the representative director of Kenzo Estate Winery Japan Co., Ltd., with which the Company has a trading relationship including purchase of its products, etc.

Candi -date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
2	Internal Re-election Date of birth: October 19, 1964 Term of office: 20 years Attendance of the Board of Directors meetings: 15/15 times (100%) Number of shares of the Company held: 2,018,150 shares	Apr. 1987: Entered into the Company June 1997: Director of the Company Feb. 1999: Managing Director of the Company Apr. 2001: Senior Managing Director of the Company July 2004: Director and Executive Corporate Officer of the Company Apr. 2006: Director and Executive Vice President of the Company July 2007: Representative Director, President and Chief Operating Officer (COO) of the Company (to present) Feb. 2015: Representative Director, in charge of Consumer Games Business of the Company July 2016: Representative Director, in charge of Global Marketing Business of the Company Aug. 2016: Representative Director, in charge of Global Marketing Business and Arcade Operations Business of the Company (to present)

Mr. Haruhiro Tsujimoto has, since assumption of the office of President, been engaged in deep plowing of the existing business and diversifying business fields such as strengthening soft ware development, the core business of the Company and promoting one contents multi-use development. He contributed to strengthening steadily management base by agile management suited for environment changes and steady management method.

The Company continues to ask shareholders to elect him since the Company could expect him to contribute to the development of the Company hereafter.

[Special Interests between the candidate and the Company]

There is no special interest relationship between Mr. Tsujimoto and the Company.

Candi-date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, po	sition, responsibility, important concurrent office of other organizations
3	Internal Re-election Date of birth: November 15, 1963 Term of office: 4 years Attendance of the Board of Directors meetings: 15/15 times (100%) Number of shares of the Company held: 1,700 shares	Apr. 1999: Aug. 1999: Apr. 2005 Apr. 2006: Apr. 2011: Apr. 2013: June 2013: Apr. 2015: July 2016: Aug. 2016:	Entered into the Company General Manager of Creative Division 5 of the Company Corporate Officer, General Manager of Creative Division 5 of the Company Corporate Officer, Head of Contents Expansion Business Division of the Company Corporate Officer, Head of Pachinko & Pachislo Business Division of the Company Managing Corporate Officer of the Company Executive Corporate Officer of the Company (to present) Director, in charge of Arcade Business and Pachinko & Pachislo Business of the Company Director, in charge of Amusement Equipment Business and Arcade Operations Business of the Company Director, in charge of Amusement Equipment Business, Arcade Operations Business and Consumer Games Development of the Company Director, in charge of Consumer Games Development and Amusement Equipment Business of the Company Director, in charge of Consumer Games Development and Pachinko & Pachislo • Amusement Equipment Business Division of the Company (to present)

Mr. Youichi Egawa has, since the entrance into the Company, been engaged in development, manufacture, sales and operation of amusement facilities for many years so that he owns high profession, abundant experience and know-how. He is fully acquainted with a wide range of knowledge and practice with respect to overall games and it is expected for him to contribute to expansion of the Company's overall business so that the Company asks shareholders to continue to elect him Director.

[Special interests between the candidate and the Company]
There is no special interested relationship between Mr. Egawa and the Company.

Candi -date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, po	osition, responsibility, important concurrent office of other organizations
	Internal Re-election Date of birth: May 18, 1955 Term of office: 1 year Attendance of the Board of Directors meetings: 11/11 times (100%) Number of shares of the Company held: 1,500 shares	Apr. 2007: Apr. 2009: July 2010: Jun. 2015: Apr. 2016:	Entered into Fuji Bank Ltd. (Currently Mizuho Bank Ltd.) Corporate Officer and Division Manager of Finance and Foreign Exchange Administration Service Division of Mizuho Bank Ltd. Corporate Officer in charge of Internal Control of the Company Managing Corporate Officer in charge of Financial and Accounting Division of the Company Managing Corporate Officer in charge of Financial and Accounting Division and Secretarial Affairs, PR and IR Division of the Company Executive Corporate Officer and Head of Finance, Accounting and Public Relations Division (to present) Director, Chief Financial Officer (CFO) and in charge of Corporate Management of the Company (to present)

Mr. Kenkichi Nomura has expertise on a wide range of business fields including finance, accounting, IR and public relations and the like so that Mr. Nomura oversees overall management and duly discharges his duties. The Company asks shareholders to continue to elect him Director since he is expected to contribute to development of the Company.

[Special Interests between the candidate and the Company]
There is no special interested relationship between Mr. Nomura and the Company.

Candi -date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
5	External Re-election Independent Director Date of birth: May 14, 1932 Term of office: 10 years Attendance of the Board of Directors meetings: 14/15 times (93.3%) Number of shares of the Company held: 3,000 shares	Apr. 1957: Entered into the Ministry of Finance Nov. 1973: Personal Secretary to the Minister of Finance Jan. 1977: Executive Secretary to the Prime Minister June 1988: Deputy Vice Minister of Finance June 1990: Director-General of the Budget Bureau of the Ministry of Finance June 1991: Administrative Vice Minister of Finance May 1994: Governor of the Export-Import Bank of Japan Oct. 1999: Governor of Japan Bank for International Cooperation Sept. 2001: Advisor of the Kansai Electric Power Co., Inc. Jan. 2002: Chairman of Yomiuri International Economic Society (to present) July 2002: President of Japan Investor Protection Fund June 2004: External Corporate Auditor of Shiseido Co., Ltd. Aug. 2004: President of Capital Market Promotion Foundation (Currently Capital Market Promotion Public Interest Incorporated Foundation) June 2007: External Director of the Company (to present) Jan. 2014: Advisor of Capital Market Promotion Public Interest Incorporated Foundation (to present)

Mr. Hiroshi Yasuda has a career as numerous important positions such as Vice Minister of Finance and exceeded knowledge and affluent experience so that he delivers objective proposals over the wide range of management from standpoints of wide and long-term views. He has no direct management experiences for the private companies other than acting as External Director or an External Member of Corporate Auditors.

Since it is expected to strengthen supervisory function of the Board of Directors from his fair and independent position, the Company asks shareholders to continue to elect him External Director.

[Special interests between the candidate and the Company]

There is no special interested relationship between Mr. Yasuda and the Company.

[Independence]

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

Liability limit agreement

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

Candi -date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
6	External Re-election Independent Director Date of birth: Feb 25, 1951 Term of office: 1 year Attendance of the Board of Directors meetings: 11/11 times (100%) Number of shares of the Company held: 100 shares	Apr. 1975: Entered into the National Police Agency Nov. 1995: Chief of Ehime Prefectural Police Headquarters Jan. 2001: Chief of Miyagi Prefectural Police Headquarters Aug. 2005: Chief of Chiba Prefectural Police Headquarters Jan. 2007: Director General of Kanto Regional Police Bureau Mar. 2008: Resigned from the National Police Agency Jun. 2008: External Corporate Auditor of the Chugoku Electric Power Co., Inc. June 2016: External Director of the Company (to present)

Mr. Masao Sato has no direct management experiences for private companies other than acting as an External Director or an External member of Corporate Auditors, but he had been engaged in administration of the National Police Agency for many years so that he is acquainted with a wide range of professional knowledge and abundant experience on overall laws, and he makes presentations from the standpoint of neutral and objective views.

Since it is expected that he will contribute to strengthen audit and supervision of the Board of Directors from the viewpoint of risk management and securing legitimacy, the Company asks shareholders to continue to elect him External Director.

[Special interests between the candidate and the Company]

There is no special interested relationship between Mr. Sato and the Company.

[Independence]

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

Liability limit agreement

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

Candi -date No.	Name (Date of birth, Term of office, Number of shares of the Company held)	Resume, position, responsibility, important concurrent office of other organizations
7	External Re-election Independent Director Date of birth: June 3, 1965 Term of office: 1 year Attendance of the Board of Directors meetings: 10/11imes (90.9%) Number of shares of the Company held: 100 shares	Apr. 1995: Registered Lawyer (Osaka Bar Association) Entered into Daiichi Law Office (Currently Daiichi Law Office, P.C.) Dec. 2007: Partner of Daiichi Law Office, P.C. (to present) May 2014: External Corporate Auditor of Furuno Electric Co., Ltd. (to present) Jun. 2015: External Corporate Auditor of Suzuken Co., Ltd. (to present) June 2016: External Director of the Company (to present) [Important concurrent office of other organizations] Partner of Daiichi Law Office, P.C. External Corporate Auditor of Furuno Electric Co., Ltd. External Corporate Auditor of Suzuken Co., Ltd.

Mr. Toru Muranaka has not participated in management of companies other than in the way as an External Director or an External Corporate Auditor. He is a lawyer specialized in the field of the Companies Act, Financial Instruments and Exchange Act and others, and holds a high level of professional knowledge and a wide range of insight, opinions and thoughts so that he makes presentations and advice to the Company on legitimacy and appropriateness from a view point of profession.

It is expected that he will contribute to strengthen audit and supervision of the Board of Directors from the legal viewpoint. Accordingly, the Company asks shareholders to elect him as External Director.

Furthermore, he is a member of Legal Professional Corporation (LPC) Daiichi Law Office, P.C. with which the Company has entered into legal counsel agreement. Since the total amount involved in transactions between the two parties on an annual basis accounts for less than one (1) % of consolidated net sales of the Company and less than ¥10 million, the Company made judgment that such agreement does not affect the independence of External Director as he meets the criteria laid down by the Company.

[Special interests between the candidate and the Company]

There is no special interested relationship between Mr. Muranaka and the Company.

[Independence]

The Company filed him to the Tokyo Stock Exchange, Inc., as an independent director so defined therein. In the event that he is re-elected, the Company plans to continue filing him to the Tokyo Stock Exchange, Inc., to be an independent director.

[Liability limit agreement]

The Company has entered into a liability limit agreement pursuant to Article 427, Paragraph 1 of the Companies Act, limiting compensation liability for damages provided for in Article 423, Paragraph 1 of the Companies Act. The limit of compensation liability for damages under the aforesaid agreement is the minimum amount provided for in the laws and ordinances. When he is re-elected, the Company is scheduled to continue the subject liability limit agreement.

[Criteria of Independence of External Director]

The Company established judgment criteria of independence of External Director by which the Company makes judgment that he/she should be independent External Director if he/she does not fall under any of the following events:

- (i) A business executer of the Company group ("the Company and its consolidated subsidiaries" and the same applicable hereinafter) currently or in the past ten (10) years;
- (ii) A main business partner or a business executer of such business partner (enterprise and the like), "main" meaning that consolidated net sales or trading value between the Company group and the business partner accounts for not less than one (1) % of the Company group and the business partner (as the case may be) on an annual basis;
- (iii) A person or enterprise having main business relationship with the Company group or a business executer of such enterprise, "main" meaning that consolidated net sales or trading value between the Company group and such enterprise accounts for not less than one (1) % of the Company group and such enterprise (as the case may be) on an annual basis:
- (iv) The principle shareholders of the Company (holding not less than 10% of the total voting rights) or a business executer of such shareholder or corporation of which the Company group is principle shareholder;
- (v) A business executer of organization or corporation to which the Company group donated, financed or guaranteed in a large amount;
- (vi) A business executer of corporation with which the Company group has cross directorship;
- (vii) Lawyer, certified public accountant, consultant and the like who received \(\)\forall 10 million or more in cash or assets per annum (in case of corporation or association who receives such assets, person belonging to such corporation or association that an amount involved in transactions between the Company group accounts for not less than one (1) % of the consolidated net sales or trading value of the Company group (as the case may be) on an annual basis) and \(\)\forall 10 million or more.
- (viii) In case of (ii) to (vii) above, person falling under any of business year in the past five (5) years; and
- (ix) Spouse or relative within the second degree of kinship of the person falling under any of (i) to (viii) above.

-End-