

[Abridged Translation for Reference and Convenience Purposes Only]

This document is an abridged translation of the Japanese original of “Notice of Convocation of the 39th Annual Shareholders’ Meeting” and “Reference Documents for the Shareholders’ Meeting” of SQUARE ENIX HOLDINGS CO., LTD. This translation is intended for reference and convenience purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities Code: 9684

May 31, 2019

To Our Shareholders:

Yosuke Matsuda
President and Representative Director
SQUARE ENIX HOLDINGS CO., LTD.
6-27-30, Shinjuku, Shinjuku-ku, Tokyo

NOTICE OF CONVOCATION OF THE 39TH ANNUAL SHAREHOLDERS’ MEETING

You are cordially invited to attend the 39th Annual Shareholders’ Meeting of SQUARE ENIX HOLDINGS CO., LTD. (the “Company”), which will be held as described below.

In the event that you are unable to attend the Meeting, please examine the “Reference Documents for the Shareholders’ Meeting” provided below, and you may exercise your voting rights via either of the following two methods no later than 6:00 p.m., Thursday, June 20, 2019 (Japan Standard Time).

[Exercise of voting rights via the Internet]

Please exercise your voting rights via the Company’s designated electronic voting website (<https://evote.tr.mufig.jp/>). You need a log-in ID and a temporary password, which are indicated on the Voting Form.

[Exercise of voting rights in writing (via post)]

Please indicate your approval or rejection of the agenda on the Voting Form, and return the same to be delivered to us by the above deadline.

If you exercise your voting rights both in writing and via the Internet, only the latter will be valid, and if you exercise your voting rights via the Internet more than once, only the last vote will be counted.

(Note: Voting via the Internet is not available to non-resident shareholders.)

(Note: Nominal shareholders such as trust banks [including custodians] who apply in advance to use the Electronic Voting Platform for Foreign and Institutional Investors operated by ICJ, Inc. may use the platform to exercise their voting rights via electronic method, as provided in the Companies Act.)

1. **Time:** 10 a.m., Friday, June 21, 2019 (Doors open at 9 a.m.)
2. **Place:** Century Room, B1 floor, Hyatt Regency Tokyo
2-7-2 Nishi Shinjuku, Shinjuku-ku, Tokyo
3. **Meeting Agenda:**
Reports
 1. Business Report, Consolidated Financial Statements and Audit Reports on the Consolidated Financial Statements by Accounting Auditors and by the Audit & Supervisory Committee for the 39th Term (April 1, 2018 through March 31, 2019)
 2. Non-Consolidated Financial Statements for the 39th Term (April 1, 2018 through March 31, 2019)

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Items for Resolution

Item: Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

- END -

Notes:

Excerpts from the Business Report and Consolidated Financial Statements are to be attached to this NOTICE OF CONVOCATION and are described from page 3 onward.

Should revisions to this document for the Shareholders' Meeting become necessary, such changes will be posted on the Company's website (Japanese: <https://www.hd.square-enix.com/jpn/ir/stock/shareholdersmeeting.html>; summarized translations in English: <https://www.hd.square-enix.com/eng/ir/stock/shareholdersmeeting.html>).

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Reference Documents for the Shareholders' Meeting

Item: Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The term of office of all the incumbent Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter in this item) will expire at the close of this Annual Shareholders' Meeting.

Therefore, the Company proposes to elect five (5) Directors.

The Audit & Supervisory Committee has expressed the opinion that this proposal has been properly submitted in accordance with the predetermined criteria and procedures for nominating Director candidates.

The proposed candidates are as follows:

| No. | Name (Date of Birth) | Brief Personal History, Positions, and Assignments in the Company and Significant Positions Concurrently Held | Number of the Company's Shares Held |
|-----|--|---|-------------------------------------|
| 1 | Yosuke Matsuda (April 27, 1963) | <p>Oct. 2001 <i>Senior Vice President, SQUARE CO., LTD. (currently SQUARE ENIX HOLDINGS CO., LTD.)</i></p> <p>Apr. 2003 <i>Senior Vice President and General Manager, Accounting and Finance Division, SQUARE ENIX CO., LTD. (currently SQUARE ENIX HOLDINGS CO., LTD.)</i></p> <p>Jun. 2004 <i>Director, Accounting and Finance, SQUARE ENIX CO., LTD.</i></p> <p>Mar. 2013 <i>Senior Executive Managing Director and Representative Director, SQUARE ENIX HOLDINGS CO., LTD.</i></p> <p>Jun. 2013 <i>President and Representative Director, SQUARE ENIX HOLDINGS CO., LTD. (incumbent)</i></p> <p>(Significant positions concurrently held) <i>President and Representative Director, SQUARE ENIX CO., LTD.</i> <i>Director, Taito Corporation</i> <i>President and Director, SQUARE ENIX OF AMERICA HOLDINGS, INC. (the Group's intermediate holding company in the Americas)</i> <i>Director, SQUARE ENIX LTD. (the Group's operating and intermediate holding company in Europe and other regions)</i> <i>Chairman of the Board, SQUARE ENIX (China) CO., LTD. (the Group's operating company in China)</i></p> | 200 shares |
| 2 | Yukinobu Chida (September 29, 1950) | <p>Apr. 1989 <i>Managing Director and General Manager, Product Planning Division, ENIX CORPORATION (currently SQUARE ENIX HOLDINGS CO., LTD.)</i></p> <p>Apr. 1993 <i>Executive Director and General Manager, Product Planning Division, ENIX CORPORATION</i></p> <p>Oct. 2000 <i>Vice Chairman and Director, ENIX CORPORATION</i></p> <p>Oct. 2002 <i>Director, ENIX CORPORATION</i></p> <p>Apr. 2003 <i>Director, SQUARE ENIX CO., LTD. (currently SQUARE ENIX HOLDINGS CO., LTD.) (incumbent)</i></p> <p>Jun. 2014 <i>Director, SQUARE ENIX CO., LTD.</i></p> | 186,688 shares |

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| No. | Name (Date of Birth) | Brief Personal History, Positions, and Assignments in the Company and Significant Positions Concurrently Held | Number of the Company's Shares Held |
|-----|---|---|---|
| 3 | Yukihiro Yamamura (October 30, 1963) | <p>Apr. 1997 <i>Director, Deputy General Manager, Business Planning & Development Division, Transcosmos Inc.</i></p> <p>Oct. 1997 <i>President and Representative Director, DoubleClick Japan Inc. (currently Transcosmos Inc.)</i></p> <p>Jun. 2000 <i>Representative Director, Excite Japan Co., Ltd.</i></p> <p>Aug. 2008 <i>Representative Director and CEO, Glam Media Japan Corp. (currently Mode Media Japan Corporation)</i></p> <p>Jun. 2013 <i>Outside Director, SQUARE ENIX HOLDINGS CO., LTD. (incumbent)</i></p> <p>Sep. 2014 <i>Representative Director, Puzzle Ring Inc. (incumbent)</i></p> <p>May. 2015 <i>Director, Project8 Inc. (incumbent)</i></p> <p>Aug. 2015 <i>Director, Visionary Works Co., Ltd. (incumbent)</i></p> <p>(Significant positions concurrently held) <i>Representative Director, Puzzle Ring Inc.</i> <i>Director, Project8 Inc.</i> <i>Director, Visionary Works Co., Ltd.</i></p> | None |
| 4 | Yuji Nishiura (January 3, 1953) | <p>Apr. 1993 <i>Director, Executive Vice President and Partner, Booz Allen Hamilton Inc. (currently PwC Consulting LLC)</i></p> <p>Feb. 2000 <i>Representative Director, President and Partner, Booz Allen Hamilton Inc.</i></p> <p>Oct. 2002 <i>Representative Director, CEO and Managing Partner, Roland Berger and Partner Japan Ltd. (currently Roland Berger Ltd.)</i></p> <p>Jan. 2006 <i>Japan Representative and Managing Director, AlixPartners Asia, LLC</i></p> <p>Jan. 2011 <i>Vice Chairman and Managing Director, AlixPartners, LLP</i></p> <p>Dec. 2012 <i>Director, AXA Japan Holding Co., Ltd. (currently AXA Life Insurance Co., Ltd.)</i> <i>Chairman and Director, AXA Life Insurance Co., Ltd.</i></p> <p>Mar. 2013 <i>Chairman and Director, AXA General Insurance Co., Ltd.</i></p> <p>Jun. 2014 <i>Outside Director, SQUARE ENIX HOLDINGS CO., LTD. (incumbent)</i></p> <p>Oct. 2014 <i>Chairman and Director, AXA Life Insurance Co., Ltd.</i></p> <p>Dec. 2015 <i>Chairman and Representative Director, Sumitomo Mitsui Trust Club Co., Ltd.</i></p> | None |

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| No. | Name (Date of Birth) | Brief Personal History, Positions, and Assignments in the Company and Significant Positions Concurrently Held | Number of the Company's Shares Held |
|-----|------------------------------------|---|-------------------------------------|
| 5 | Masato Ogawa (December 7, 1954) | <p>Apr. 2009 <i>Corporate Executive Officer, Senior Vice President, Marketing & Planning, ALL Nippon Airways Co., LTD. (currently ANA HOLDINGS INC.)</i></p> <p>Jun. 2011 <i>Senior Vice President, General Manager, Nagoya Region, Chubu Sales Headquarters, ALL Nippon Airways Co., LTD.</i></p> <p>Apr. 2013 <i>Senior Vice President, General Manager, Nagoya Region, Chubu Sales Headquarters, ALL Nippon Airways Co., LTD.</i></p> <p>Apr. 2015 <i>Executive Vice President and COO, ANA Strategic Research Institute Co., Ltd.</i></p> <p>Apr. 2017 <i>Chairman of the Board, ANA Strategic Research Institute Co., Ltd. (incumbent)</i></p> <p>Jun. 2018 <i>Outside Director, SQUARE ENIX HOLDINGS CO., LTD. (incumbent)</i></p> <p>(Significant position concurrently held) <i>Chairman of the Board, ANA Strategic Research Institute Co., Ltd.</i></p> | None |

- Notes: 1. There is no special interest between any candidate and the Company.
2. The candidates Yukihiro Yamamura, Yuji Nishiura and Masato Ogawa are nominated as Outside Directors.
3. The reasons for the nomination of each candidate as Director are as listed below.
- (1) Since becoming President and Representative Director of the Company in June 2013, Yosuke Matsuda has produced a track record as full-time Director characterized by producing stable earnings through corporate strategy planning in line with the changes in the Company's business environment and steady implementation of the strategy.
- (2) Since becoming Director of the Company, Yukinobu Chida has produced a track record as a non-executive Director of the Company characterized by taking on the functions of supervising and serving as a check on executive Directors' execution of operations, leveraging his abundant experience and broad-ranging insights from years of management of the Company.
- (3) Since becoming Outside Directors of the Company, Yukihiro Yamamura, Yuji Nishiura and Masato Ogawa have produced track records characterized by taking on the functions of supervising and serving as a check on executive Directors' execution of operations, leveraging their abundant experience and broad-ranging insights as corporate executives.
4. The candidates Yukihiro Yamamura, Yuji Nishiura and Masato Ogawa are currently serving as Outside Directors of the Company, and their tenure will be six (6) years, five (5) years and one (1) year, respectively, at the close of this Annual Shareholders' Meeting.
5. The Company has entered into a respective liability limitation agreements with Yukihiro Yamamura, Yuji Nishiura and Masato Ogawa that limit their liability to a maximum of ¥10 million or the amount prescribed by law, whichever is greater. If they are re-elected, the Company will extend the term of the agreements.
6. The Company has notified the Tokyo Stock Exchange of Yukihiro Yamamura, Yuji Nishiura and Masato Ogawa's status as Independent Executives. If they are re-elected, the Company will continue to recognize them as Independent Executives.

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(Excerpts from Business Report for the 39th Term)

Operating Highlights of the Fiscal Year Ended March 31, 2019

The Square Enix group (the “Group”) is continuing determined efforts to strengthen the competitiveness and profitability of its business segments of Digital Entertainment, Amusement, Publication and Merchandising. Net sales for the fiscal year ended March 31, 2019 totaled ¥271,048 million (an increase of 8.2% from the prior fiscal year), operating income amounted to ¥24,531 million (a decrease of 35.7% from the prior fiscal year), ordinary income amounted to ¥28,312 million (a decrease of 21.6% from the prior fiscal year).

SQUARE ENIX HOLDINGS CO., LTD, (“the Company”), had decided to undertake an in-depth review of the business strategy for a wholly-owned subsidiary Luminous Productions Co., Ltd. This decision has resulted in the booking of an extraordinary loss amounting to ¥3,638 million, primarily reflecting the disposition of the portion of the content production account related to the aforementioned subsidiary.

As a result, profit attributable to owners of parent amounted to ¥18,463 million (a decrease of 28.5% from the prior fiscal year).

A discussion of results by segment for the fiscal year ended March 31, 2019 follows.

Operating Results by Business Segment

1. Digital Entertainment

The Digital Entertainment segment consists of planning, development, distribution, and operation of digital entertainment content primarily in the form of game. Digital entertainment content is offered to meet customer lifestyles across a variety of usage environments such as consumer game consoles (including handheld game machines), personal computers and smart devices.

Net sales and operating income in the Digital Entertainment segment totaled ¥204,590 million (an increase of 6.9% from the prior fiscal year), and ¥29,062 million (a decrease of 33.1% from the prior fiscal year), respectively.

The release of such new consumer console titles as “KINGDOM HEARTS III,” “SHADOW OF THE TOMB RAIDER,” and “JUST CAUSE 4” drove a rise in net sales compared to the prior fiscal year. Operating income meanwhile fell versus the prior fiscal year due to higher costs associated with the release of the new titles.

In the smart devices and PC browser area, many of the titles newly launched in the prior fiscal year and first half of this fiscal year performed below expectations and failed to generate additional revenue on top of that from existing games. A decrease in licensing income also resulted in a year-on-year decline in net sales and operating income.

In the area of massively multiplayer online role-playing games, net sales and operating income decreased compared to the prior fiscal year, which had seen the launch of expansion packages for “FINAL FANTASY XIV” and “DRAGON QUEST X,” but recurring subscription revenue remained brisk.

2. Amusement

The Amusement segment consists of the operation of amusement facilities and planning, development, and distribution of arcade game machines and related products for amusement facilities.

Net sales and operating income in the Amusement segment totaled ¥46,243 million (an increase of 10.8% from the prior fiscal year), and ¥1,958 million (a decrease of 18.5% from the prior fiscal year), respectively.

Net sales rose compared to the prior fiscal year thanks to the release of new amusement machines and solid amusement facility operations. Operating income meanwhile fell versus the prior fiscal year due to higher depreciation charges associated with the installation of new machines at amusement facilities.

3. Publication

The Publication segment consists of publication and licensing of comic magazines, comic books, and game-related books.

Net sales and operating income in the Publication segment totaled ¥14,031 million (an increase of 27.0% from the prior fiscal year) and ¥3,970 million (an increase of 60.7% from the prior fiscal year), respectively.

Sales in digital formats grew sharply while comics in print format were on par with the prior fiscal year. In addition, the

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MANGA UP! comic app posted an increase in sales, resulting in this segment's higher net sales and operating income year-on-year.

4. Merchandising

The Merchandising segment consists of planning, production, distribution, and licensing of derivative products of IPs owned by the Group.

Net sales and operating income in the Merchandising segment totaled ¥7,397 million (a decrease of 2.3% from the prior fiscal year), and ¥932 million (a decrease of 50.6% from the prior fiscal year), respectively.

Net sales and operating income fell versus the prior fiscal year due to a high hurdle set by the release of new merchandise based on key IP a year earlier and to strategic investments aimed at developing new businesses.

Capital Expenditures

During this Fiscal Year, capital expenditures totaled ¥9,581 million, consisting mainly of investments in arcade game machines in the Amusement segment, as well as game development tools and networking equipment for data centers in the Digital Entertainment segment.

Issues Facing Management

Management's key task is to create advanced, high-quality contents that allow the Group to grow in the medium and long term while maintaining profitability. Due to advancements in the development and popularization of information technology and network environments, the digital entertainment industry is currently experiencing a major structural transformation. This has been driven by factors such as increased consumer needs for contents and services accessible over multi-function devices and networks, and the diversification of content delivery methods as well as the accompanying business models. Our business area is also expanding to new markets such as Central and South America, the Middle East and South Asia, in addition to major existing markets including Japan, Europe, the United States, and East Asia. The Group strives to respond to these changes and become a pioneer in a new era in digital entertainment.

In order to achieve the Group's medium- and long-term strategy, it is imperative to expand its global business and meet customers' diverse needs for entertainment content/services. It is critically important that the Group recruits and develops human resources capable of supporting that goal.

Basic Policy for Profit Distribution and Dividends

The Group recognizes the return of profits to shareholders as one of its most important management tasks. The Group maintains internal reserves to place priority on investments that will enhance the value of the Group. Such investments will be made to increase the Group's value through the expansion of existing businesses, the development of new businesses, and reforms to the business structure. After having retained an appropriate level of internal reserves, the Group focuses on rewarding its shareholders, primarily by means of cash dividends, endeavoring to strike the optimal balance between a performance-based payout and the stability of returns. The amount of dividends is determined based upon the comprehensive consideration of the balance between investments and shareholder return, using a consolidated payout ratio of approximately 30% as a guide.

[Distribution of Surplus for the Fiscal Year Ended March 31, 2019]

The Company has decided to distribute dividends from surplus at a rate of 37 yen per share of common stock by the resolution of the Board of Directors' Meeting held on May 17, 2019.

The aggregate amount of annual dividends is 47 yen per share (including the interim dividend of 10 yen per share paid in December 2018).

The Company will begin paying dividends on June 3, 2019. Please receive the aforementioned dividends by using the dividends receipt during the payment period (from June 3, 2019 through July 31, 2019).

For shareholders who have designated a payment method, the Company has arranged payment accordingly.

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Consolidated Balance Sheets

As of March 31, 2019

(Millions of Yen)

| Items | Amount | Items | Amount |
|--------------------------------------|----------------|---|-----------------|
| (ASSETS) | | (LIABILITIES) | |
| Current assets | 229,888 | Current liabilities | 65,906 |
| Cash and deposits | 129,468 | Notes and accounts payable-trade | 22,050 |
| Notes and accounts receivable-trade | 35,382 | Short-term loans payable | 8,685 |
| Merchandise and finished goods | 4,484 | Income taxes payable | 1,694 |
| Work in progress | 5 | Provision for bonuses | 3,273 |
| Raw materials and supplies | 330 | Provision for sales returns | 9,178 |
| Content production account | 50,711 | Provision for game arcade closings | 49 |
| Other | 9,770 | Asset retirement obligations | 5 |
| Allowance for doubtful accounts | (265) | Other | 20,968 |
| Non-current assets | 47,968 | Non-current liabilities | 8,719 |
| Property, plant and equipment | 17,889 | Provision for directors' retirement benefits | 52 |
| Buildings and structures | 6,515 | Net defined benefit liability | 2,893 |
| Tools, furniture and fixtures | 4,693 | Deferred tax liabilities | 1,383 |
| Amusement equipment | 2,645 | Asset retirement obligations | 3,132 |
| Land | 3,782 | Other | 1,257 |
| Construction in progress | 183 | Total liabilities | 74,626 |
| Other | 68 | | |
| Intangible assets | 5,105 | (NET ASSETS) | |
| Investments and other assets | 24,974 | Shareholders' equity | 207,394 |
| Investment securities | 1,226 | Capital stock | 24,039 |
| Guarantee deposits | 10,373 | Capital surplus | 53,281 |
| Net defined benefit asset | 93 | Retained earnings | 140,235 |
| Deferred tax assets | 7,922 | Treasury stock | (10,162) |
| Other | 5,418 | Accumulated other comprehensive income | (4,820) |
| Allowance for doubtful accounts | (61) | Valuation difference on available-for-sale securities | 116 |
| | | Foreign currency translation adjustment | (4,651) |
| | | Remeasurements of defined benefit plans | (285) |
| | | Subscription rights to shares | 517 |
| | | Non-controlling interests | 139 |
| | | Total net assets | 203,230 |
| Total assets | 277,856 | Total liabilities and net assets | 277,856 |

(Note: Amounts are rounded down to the nearest million yen.)

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Consolidated Income Statements

From April 1, 2018 to March 31, 2019

(Millions of Yen)

| Items | Amount | |
|--|--------|---------|
| Net sales | | 271,048 |
| Cost of sales | | 146,820 |
| Gross profit | | 124,228 |
| Reversal of provision for sales returns | | 4,152 |
| Provision for sales returns | | 9,185 |
| Gross profit-net | | 119,195 |
| Selling, general and administrative expenses | | 94,663 |
| Operating income | | 24,531 |
| Non-operating income | | |
| Interest income | 167 | |
| Dividend income | 0 | |
| Foreign exchange gains | 3,459 | |
| Rent income | 72 | |
| Reversal of allowance for doubtful accounts | 8 | |
| Subsidy income | 7 | |
| Gain on forgiveness of payable for group tax | 37 | |
| Miscellaneous income | 246 | 3,999 |
| Non-operating expenses | | |
| Interest expenses | 107 | |
| Commission fee | 5 | |
| Loss on investments in securities | 40 | |
| Office transfer related expenses | 65 | |
| Miscellaneous loss | 0 | 219 |
| Ordinary income | | 28,312 |
| Extraordinary income | | |
| Gain on sales of non-current assets | 15 | |
| Gain on sales of investment securities | 0 | |
| Gain on liquidation of subsidiaries | 8 | 23 |
| Extraordinary losses | | |
| Loss on retirement of non-current assets | 198 | |
| Impairment loss | 368 | |
| Loss on valuation of shares of subsidiaries and associates | 680 | |
| Loss on disposal of content | 3,638 | |
| Other | 422 | 5,307 |
| Profit before income taxes | | 23,028 |
| Income taxes-current | 2,968 | |
| Income taxes-deferred | 1,590 | 4,559 |
| Profit | | 18,468 |
| Profit attributable to non-controlling interests | | 4 |
| Profit attributable to owners of parent | | 18,463 |

(Note: Amounts are rounded down to the nearest million yen.)

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Consolidated Statements of Changes in Net Assets

From April 1, 2018 to March 31, 2019

(Millions of yen)

| | Shareholders' equity | | | | |
|--|----------------------|-----------------|-------------------|----------------|----------------------------|
| | Capital stock | Capital surplus | Retained earnings | Treasury stock | Total shareholders' equity |
| Balance at the beginning of current period | 23,868 | 53,107 | 129,513 | (10,159) | 196,330 |
| Changes during the period | | | | | |
| Issuance of new shares | 171 | 171 | | | 343 |
| Dividends from retained earnings | | | (7,741) | | (7,741) |
| Profit attributable to owners of parent | | | 18,463 | | 18,463 |
| Purchase of treasury stock | | | | (8) | (8) |
| Disposal of treasury stock | | 1 | | 5 | 7 |
| Net changes of items other than shareholders' equity | | | | | |
| Total changes during the period | 171 | 173 | 10,722 | (3) | 11,064 |
| Balance at the end of current period | 24,039 | 53,281 | 140,235 | (10,162) | 207,394 |

| | Accumulated other comprehensive income | | | | Subscription rights to shares | Non-controlling interests | Total net assets |
|--|---|---|---|--|-------------------------------|---------------------------|------------------|
| | Valuation difference on available-for-sale securities | Foreign currency translation adjustment | Remeasurements of defined benefit plans | Total accumulated other comprehensive income | | | |
| Balance at the beginning of current period | 89 | (3,674) | (132) | (3,718) | 603 | 144 | 193,359 |
| Changes during the period | | | | | | | |
| Issuance of new shares | | | | | | | 343 |
| Dividends from retained earnings | | | | | | | (7,741) |
| Profit attributable to owners of parent | | | | | | | 18,463 |
| Purchase of treasury stock | | | | | | | (8) |
| Disposal of treasury stock | | | | | | | 7 |
| Net changes of items other than shareholders' equity | 27 | (977) | (153) | (1,102) | (86) | (4) | (1,194) |
| Total changes during the period | 27 | (977) | (153) | (1,102) | (86) | (4) | 9,870 |
| Balance at the end of current period | 116 | (4,651) | (285) | (4,820) | 517 | 139 | 203,230 |

(Note: Amounts are rounded down to the nearest million yen.)