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(Stock Exchange Code 2533)
March 5, 2018

To Shareholders with Voting Rights:

Yuji Nishinaga
President & CEO
Oenon Holdings, Inc.
Headquarters: 6-2-10 Ginza, Chuo-ku,
Tokyo 104-0061, Japan

**NOTICE OF
THE 111TH 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 111th Annual General Meeting of Shareholders of Oenon Holdings, Inc. (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 via postal mail or the Internet. Please review the Reference Documents for the General Meeting of Shareholders that follow this notice, and exercise your voting rights by no later than 5:00 p.m. on Thursday, March 22, 2018, Japan time.

- 1. Date and Time:** Friday, March 23, 2018 at 10:00 a.m. Japan time
- 2. Place:** 2nd Floor, Main Building, Peacock West at Imperial Hotel
located at 1-1-1 Uchisaiwai-cho, Chiyoda-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:** Business Report, Consolidated and Non-consolidated Financial Statements for the 111th fiscal year (January 1, 2017 - December 31, 2017), and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of one (1) Director
 - Proposal 3:** Election of one (1) Substitute Corporate Auditor
- 4. Decisions Concerning Convocation:**

Please refer to “Guide to Exercising Voting Rights” on the following page.

<Regarding Internet disclosure>

- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<http://www.oenon.jp/ir/>).
- Regarding the documents which are required to be included in this “Notice of Convocation,” as “Notes to the Consolidated Financial Statements” and “Notes to the Non-consolidated Financial Statements” are available on the Company’s website (<http://www.oenon.jp/ir/>) in accordance with laws and regulations and Articles 15 of the Articles of Incorporation, they are not included in the Appendix hereof.
- Concerning the results of the resolution of this General Meeting of Shareholders, notification will be available on the Company’s website (<http://www.oenon.jp/ir/>) and not be mailed as written documents.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Appropriation of Surplus for the fiscal year under review is as follows.

1. Matters regarding year-end dividends

The Company's fundamental policy for dividends is to carry out continuous and stable payout of dividends, comprehensively taking into consideration its business performance, status of consolidated financial results, medium to long term revenue, capital investment plans, amount of internal reserves, and dividend payout ratio, etc.

Concerning year-end dividends for the fiscal year under review, the Company takes into consideration the Company's consolidated and non-consolidated financial results for the fiscal year under review and return of profits to shareholders. The arrangement is as follows.

- (1) Matters regarding distribution of dividend property for shareholders and total amount
¥7 per share of common stock of the Company
Total amount: ¥426,484,121
- (2) Effective date of appropriation of surplus
March 26, 2018

2. Other matters regarding appropriation of surplus

Not applicable.

Proposal 2: Election of one (1) Director

The term of office of Director Tadao Saito will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of one (1) Director is proposed.

The candidate for Director is as follows:

Name (Date of birth)	Past experience, positions and assignment at the Company		Number of shares of the Company held
<p>Tadao Saito (August 12, 1952)</p> <p>[Reappointment] [Independent Outside Director]</p> <p>Number of years in office: 2 (at the end of this General Meeting of Shareholders)</p> <p>Attendance to the Board of Directors meetings: 14/15 (93%)</p>	April 1975	Joined Kyodo Milk Industry Co., Ltd.	2,400
	April 1980	Part-time Assistant, Tohoku Fukushi University; Part-time Lecturer, Fukushima College	
	March 1982	Graduated from Doctoral Programme of Graduate School of Agricultural Science, Tohoku University (Ph.D. in Agriculture)	
	April 1982	Assistant, Department of Industrial Welfare, Faculty of Social Welfare, Tohoku Fukushi University	
	January 1988	Postdoctoral Researcher, Division of Biochemistry and Biophysics, Brandeis University	
	April 1989	Senior Lecturer, Department of Industrial Welfare, Faculty of Social Welfare, Tohoku Fukushi University	
	November 1989	Assistant Professor, Faculty of Agriculture, Tohoku University	
	April 1996	Associate Professor, Graduate School of Agricultural Science, Tohoku University	
	April 2001	Professor, Bioscience and Biotechnology for Future Bioindustries, Graduate School of Agricultural Science, Tohoku University (to present)	
	January 2011	Chairperson, Japanese Dairy Science Association (to present)	
	April 2012	Special Assistant (Project Manager) to the President, Tohoku University	
	September 2013	Chairperson, Asian Federation of Societies For Lactic Acid Bacteria	
	March 2016	Director of the Company (to present)	
	September 2017	Japan Representative Director, Asian Federation of Societies For Lactic Acid Bacteria (to present)	

(Notes) 1. There is no special interest between Mr. Tadao Saito and the Company.

2. Mr. Tadao Saito is an Independent Officer prescribed by the provisions of the Tokyo Stock Exchange, Inc. He will continue his role as an Independent Officer, if he is reelected as Director.

(Reason for nomination as a candidate for Outside Director)

Being the Professor of the Graduate School of Agricultural Science, Tohoku University, Mr. Tadao Saito has expertise and broad knowledge about the core business of the Group. The Company nominates Mr. Tadao Saito again as a candidate for Outside Director because it believes that he is capable of further strengthening the management framework as well as enriching compliance and corporate governance, with his independent viewpoint for supervision over the Company's management.

Although he has no prior involvement in corporate management other than serving as an outside director or outside auditor, the Company believes that he is capable of fulfilling his duties as Outside Director due to the aforementioned reasons.

Policy on Nominating Candidates for Directors

The Company shall nominate as Candidates for Directors those who have insight, capabilities, high ethics, fairness and honesty that are necessary for Directors.

In addition, the Company shall nominate those with knowledge and experience of its business as Candidates for Inside Directors, while it shall nominate those with knowledge to provide advice on management as well as with a wealth of knowledge and experience in fields such as legal, accounting and taxation who satisfy the “Standards for Independence of Independent Officers,” stipulated by the Company, as Candidates for Outside Directors.

Standards for Independence of Outside Officers

The Company shall establish the following independence requirements between Candidates for Outside Officers themselves and the corporations/organizations to which they belong, and the Company and its subsidiaries (the “Group”). Outside Officers shall continue to fulfill the independence requirements specified below after they assume office. On an appointment of a key position, the candidate’s independence shall be verified based on the independence requirements at a Board of Directors meeting.

1. A person who does not currently serve nor has served in the past as a Director (excluding Outside Director; but in the case of Candidates for Outside Corporate Auditors, including Outside Director), Corporate Auditor (excluding Outside Corporate Auditor), Executive Officer or employee of the Group
2. A person who has not been a major shareholder of the Company or has not been a director, corporate auditor, executive officer or employee of an entity of which the Company is a major shareholder, in the past five years
* “Major shareholder” means a corporation or other entity that holds the total voting rights of the shares of 10% or more.
3. A person who is not a director, corporate auditor, executive, executive officer or employee of a major business partner of the Group
* “Major business partner” means a corporation whose transaction amount with the Group accounts for 2% or more of the consolidated annual net sales of the Group or the corporation (including its parent company and major subsidiaries, etc.) in the most recent business year or in any year of the most recent three business years.
4. A person who is not a director or other executive of corporations or organizations that receive a large amount of donation or contribution from the Group
* “Large amount of donations” means an amount that exceeds 10 million yen a year or 2% of total annual revenue of the recipient on an average of the past three business years, whichever amount is greater.
5. A person who is not a director, corporate auditor, accounting advisor, executive or executive officer of a corporation or its parent company or subsidiary, which accepts directors from the Group
6. A person who has not been representative partner, partner or employee of the Accounting Auditor of the Group in the past three years
7. An attorney-at-law, a certified public accountant, a consultant or other professional who does not fall under 6. above and does not receive a large amount of money and/or other property from the Group other than compensation as an officer (however, in the event that the recipient of the said property is an organization such as corporation or union, a person who belongs to the organization)
* “Large amount of money” means: an amount of 10 million yen or more of money and/or property benefits a year on an average of the past three years in the case of individuals; and an amount of 2% or more of total annual revenue of the organization on an average of the past three business years in the case of organizations.
8. A person who is not the spouse or a relative within the second degree of kinship, nor a relative living within the same household with those who fall under the following cases:
 - (1) A person who is Director, Corporate Auditor, Executive Officer or important employee of the Group
 - (2) A person who had been Director, Corporate Auditor, Executive Officer or important employee of the Group in the past
 - (3) A person whose assumption of office is restricted in 2. through 7. above* “Important employee” means an employee who holds the post of general manager of a division or higher.

Proposal 3: Election of one (1) Substitute Corporate Auditor

In preparation for the event where the number of Corporate Auditors falls below the number stipulated by laws and regulations, the advance election of one (1) Substitute Corporate Auditor is proposed.

This Proposal has already been approved by the Board of Corporate Auditors.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions and assignment at the Company		Number of shares of the Company held
Takayoshi Ono (March 23, 1956) [Newly appointed]	April 1978	Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)	0
	March 1981	Registered as Certified Public Accountant	
	July 1992	Partner, Ernst & Young ShinNihon LLC	
	July 2008	Senior Partner, Ernst & Young ShinNihon LLC	
	July 2017	Head, Ono CPA Office (to present)	

(Note) There is no special interest between Mr. Takayoshi Ono and the Company.

(Reason for nomination as a candidate for Substitute Corporate Auditor)

Mr. Takayoshi Ono has accumulated substantial knowledge as a certified public accountant in the fields of finance and accounting. The Company nominates Mr. Takayoshi Ono as a candidate for Substitute Corporate Auditor because it believes that he is capable of further strengthening the management framework as well as enriching compliance and corporate governance, utilizing his extensive experience, insight, and expertise with his independent viewpoint for supervision over the Company's management.

Although he has no prior involvement in corporate management, the Company believes that he is capable of fulfilling his duties due to the aforementioned reasons.