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(Stock Exchange Code 9003)  
June 6, 2018

**To Shareholders with Voting Rights:**

Hidekazu Hayashi  
Representative Director, President  
Sotetsu Holdings, Inc.  
3-23, Kitasaiwai 1-chome, Nishi-ku,  
Yokohama-shi, Kanagawa

**NOTICE OF THE 150TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 150th Annual General Meeting of Shareholders of Sotetsu Holdings, Inc. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights via either of the methods below. Please review the Reference Documents for the General Meeting of Shareholders herein and exercise your voting rights by Wednesday, June 27, 2018 at 5:30 p.m. (Japan Time).

[If exercising voting rights in writing (mail)]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it such that it arrives by the above exercise deadline.

[If exercising voting rights via the Internet, etc.]

Please review the “Guide to exercising voting rights via the Internet, etc.” on page 4 and input your vote for or against the proposals by the above exercise deadline.

- 1. Date and Time:** Thursday, June 28, 2018 at 10:00 a.m. (Japan Time)  
(The venue will open at 9:00 a.m. Congestion is expected immediately before opening; your early arrival is requested.)
- 2. Place:** NICHIRIN, 5F, Yokohama Bay Sheraton Hotel & Towers,  
3-23, Kitasaiwai 1-chome, Nishi-ku, Yokohama-shi, Kanagawa
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 150th Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 150th Fiscal Year (April 1, 2017 - March 31, 2018)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Partial Amendments to the Articles of Incorporation
    - Proposal 3:** Election of 7 Directors
    - Proposal 4:** Election of 1 Audit & Supervisory Board Member

1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, to preserve resources, please bring this document with you.
2. Aside from each document in this Notice of Convocation, the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board include the Consolidated Statements of Changes in Net Assets, Notes to the Consolidated Financial Statements, Non-consolidated Statements of Changes in Net Assets and Notes to the Non-consolidated Financial Statements that are posted on the Company's website (<http://www.sotetsu.co.jp/ir/index.html>). Furthermore, the Consolidated Statements of Changes in Net Assets, Notes to the Consolidated Financial Statements, Non-consolidated Statements of Changes in Net Assets and Notes to the Non-consolidated Financial Statements are not included in this Notice of Convocation pursuant to laws and regulations and Article 17 of the Articles of Incorporation of the Company.
3. Should revisions be required to the attached documents or the Reference Documents for the General Meeting of Shareholders, revised versions will be posted on the Company's website (<http://www.sotetsu.co.jp/ir/index.html>).

Guide to exercising voting rights via the Internet, etc.

If exercising voting rights from a personal computer:

1. Access the voting rights exercise website  
<https://www.web54.net>  
Click the “Next” button.
2. Enter the “voting rights exercise code”  
Enter the “voting rights exercise code” indicated on the bottom left of the enclosed Voting Rights Exercise Form and click the “Login” button.
3. Enter the “password”  
Enter the “password” indicated on the bottom left of the enclosed Voting Rights Exercise Form and click the “Next” button.  
\* Create a new password on the next screen.  
Please keep your password safe.

Input your vote for or against the proposals by following the on-screen instructions.

The “voting rights exercise code” and the “password” are indicated on the enclosed Voting Rights Exercise Form.

If exercising voting rights from a smartphone:

Use a smartphone or a tablet and read the “Voting Rights Exercise Website Login QR Code for Smartphone” indicated on the bottom right of the enclosed Voting Rights Exercise Form.

The “voting rights exercise code” and “password” are not required.

Input your vote for or against the proposals by following the on-screen instructions.

- \* If changing your vote after exercising your voting rights once, you need to read the QR code again and enter the “voting rights exercise code” and the “password” indicated on the enclosed Voting Rights Exercise Form.

- \* QR Code is a registered trademark of DENSO WAVE CORPORATION

### **About the Electronic Voting Platform**

Institutional investors may utilize the Electronic Voting Platform operated by ICJ, Inc., if registration was made in advance.

#### **Inquiries:**

Sumitomo Mitsui Trust Bank Limited, Stock Transfer Agency Department “Web Support” (dedicated line)  
Telephone: 0120-652-031 (Hours of operation: 9:00 a.m. to 9:00 p.m.)

# Guide to Exercise of Voting Rights

If attending the General Meeting of Shareholders:

Please submit the Voting Rights Exercise Form at the reception.

Date and time: Thursday, June 28, 2018 at 10:00 a.m. Japan time

Place: NICHIRIN, 5F, Yokohama Bay Sheraton Hotel & Towers

\*Please bring this “Notice of Convocation” with you.

If not attending the General Meeting:

- Via mail

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return by mail.

- If there is no indication of your vote for or against the proposals, it shall be deemed as an indication of approval.

- If indicating your vote for or against some of the candidates of the Proposal 3:

⇒ Mark a circle on the “approval” or “disapproval” field and indicate the candidate numbers.

Exercise deadline: Arrival by Wednesday, June 27, 2018 at 5:30 p.m.

- Via the Internet, etc.

Please review the “Guide to exercising voting rights via the Internet, etc.” on page 3, and input your vote for or against the proposals.

Exercise deadline: Until Wednesday, June 27, 2018 at 5:30 p.m.

About handling of multiple exercise of voting rights

If voting rights are exercised multiple times, the last voting rights exercised shall be deemed the valid exercise of voting rights. If voting rights are exercised both via the Voting Rights Exercise Form and the Internet, the final voting rights to arrive shall be deemed the valid exercise of voting rights. If the Voting Rights Exercise Form and the exercise via the Internet arrive on the same date, the voting rights exercised via the Internet shall be deemed the valid exercise of voting rights.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

The Sotetsu Group is in a highly public industry with the railway business as its core business, and as healthy management over an extended period is desirable, the Company holds as a basic policy to consider the management environment and capital investment plans, etc., and work to enrich internal reserves while making distribution of profits corresponding to business results.

Regarding year-end dividends for the fiscal year under review, the Company proposes the following based on the above policy.

1. Matters concerning the allotment of dividend property to shareholders and the total amount  
27.50 yen per share of common stock of the Company

Total amount: 2,694,612,003 yen

Additionally, the Company implemented a consolidation of shares at a rate of one share for every five shares of common stock on October 1, 2017. With a record date of September 30, 2017, 4.50 yen per share was paid as an interim dividend, and annual dividends for the fiscal year under review calculated on a basis before the consolidation of shares is equivalent to 10 yen per share, the total of interim dividends of 4.50 yen and year-end dividends of 5.50 yen. Calculated on a basis after the consolidation of shares, annual dividends are equivalent to 50 yen per share, the total of interim dividends of 22.50 yen and year-end dividends of 27.50 yen.

2. Effective date of distribution of surplus  
June 29, 2018

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the amendment

At a Board of Directors meeting held on March 22, 2007, the Company determined its basic policy regarding the desirable state of parties controlling the determination of the Company's financial and business policies (matters stipulated by Article 118, Clause 3 of the Ordinance for Enforcement of the Companies Act; hereinafter the "Basic Policy"), and as one of the measures to prevent the control of determination of the Company's financial and business policies by unsuitable parties under the above Basic Policy (matters stipulated in Article 118, Item 3-b-2 of the Ordinance for Enforcement of the Companies Act), the Company introduced the "Countermeasures Regarding Large-scale Purchases of the Company's Stock (Anti-takeover Defenses)" (hereinafter the "Plan").

Regarding the desirable state of the Plan, as a result of careful deliberation from the viewpoint of securing the Company's corporate value, the shared interests of shareholders, and taking into consideration the opinions of shareholders such as institutional investors, as the recent external environment regarding the Anti-takeover Defenses has changed since the introduction of the Plan, the regulations regarding the large-scale acquisitions based on the Financial Instruments and Exchange Act have permeated, and the purpose of implementation of the Plan which is to secure information and time required to enable shareholders to make appropriate judgements has been guaranteed to a certain extent, etc., the Company has determined that necessity for the Plan has comparatively declined, and resolved at the Board of Directors held on May 24, 2018 to abolish the Plan as a result.

Furthermore, the Company will work to continuously improve the Company's corporate value and the shared interests of shareholders through persistently promoting "brand improvement by creation of attractive wayside areas" and "expansion of business areas utilizing brand strength" set as the most significant issues in "Vision 100," a roadmap for growth defined in 2010. Toward parties attempting large-scale purchases, in order to secure the Company's corporate value and the shared interests of shareholders, provision of required and adequate information to enable shareholders to make appropriate judgements will be sought, the opinions, etc., of the Board of Directors will be disclosed, and the Company will work to secure time and information for shareholders to deliberate, etc., implementing appropriate measures within the scope of the Financial Instruments and Exchange Act, the Companies Act, and other related laws and regulations.

As stated above, the Plan will be abolished, and the Company proposes the removal of Article 6 of the Articles of Incorporation regarding the Plan. Additionally, the Company proposes revising upward the Article numbers due to the removal.

2. Description of the amendment

Description of the amendment is as follows.

(Underlines indicate amended portions)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Anti-takeover Defenses)</u></p> <p><u>Article 6 Through a resolution of a General Meeting of Shareholders, the Company may introduce and modify countermeasures regarding large-scale purchases of the Company's stock (hereinafter the "Anti-takeover Defenses").</u></p> <p><u>2 Following procedures stipulated in the Anti-takeover Defenses, the Company may conduct gratis allotment of stock acquisition rights via resolution of the Board of Directors, resolution of a General Meeting of Shareholders, or a resolution of the Board of Directors based on an entrustment granted via a resolution of a General Meeting of Shareholders.</u></p> <p>Article <u>7</u> – Article <u>46</u> (Omitted)</p>	<p>(Deleted)</p> <p>Article <u>6</u> – Article <u>45</u> (Same as current)</p>

**Proposal 3:** Election of 7 Directors

The term of office of Directors Makoto Torii, Hidekazu Hayashi, Hiroshi Kojima, Takamasa Kato, Masamune Suzuki, Mitsuko Kagami, and Toshimitsu Yamaki will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 7 Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	Makoto Torii (January 31, 1949)  [Reelection]	April 1971      Joined the Company July 1994      General Manager, Planning Department, Real Estate Business Headquarters  June 1998      Director July 2000      Division Manager, Corporate Administration Division June 2001      Managing Director June 2003      Director, President, Sotetsu Building Management Co., Ltd.  June 2003      General Manager, Building Business Headquarters June 2007      Director (to the present) June 2007      Representative Director (to the present) June 2007      President June 2007      Executive President June 2013      Chairman (to the present)	96,766
		Reasons for selection as a candidate for Director Mr. Makoto Torii has been involved in the management of the Company as Representative Director, Chairman of the Board of Directors, while appropriately conducting supervision of management and determination of important matters, etc. at the Company and its subsidiaries for many years, and as he has important qualities as a Director of the Company, his continuous election is requested as a candidate for Director.	
2	Hidekazu Hayashi (January 15, 1949)  [Reelection]	April 1972      Joined the Company November 1996      General Manager, Corporate Planning Division (New Business Department)  July 1998      General Manager, Corporate Planning Division (Related Business Department)  June 2000      Director (to the present) April 2005      Managing Executive Officer April 2005      Deputy Division Manager, Group Strategy Division June 2007      Senior Managing Executive Officer June 2007      Division Manager, Group Strategy Division July 2010      Division Manager, Corporate Strategy Division June 2011      Executive Vice President June 2012      Representative Director (to the present) June 2013      President (to the present) June 2013      Executive President (to the present)	21,491
		Reasons for selection as a candidate for Director Mr. Hidekazu Hayashi has been involved in the management of the Company as Representative Director, President while belonging to the group strategy section of the Company for many years, and as he has a wealth of achievements regarding management and has important qualities as a Director of the Company, his continuous election is requested as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)		Number of shares of the Company held
3	Hiroshi Kojima (June 11, 1954)  [Reelection]	April 1979 July 2001 July 2001  July 2006 June 2007 June 2008  June 2012 June 2012 June 2012 June 2013	Joined the Company Transferred to SOTETSU KIGYO Co., Ltd. General and Personnel Affairs Department, SOTETSU KIGYO Co., Ltd. Joined the Company Director, SOTETSU KIGYO Co., Ltd. Standing Audit & Supervisory Board Member, the Company Director (to the present) Executive Officer General Manager, General Affairs Department Managing Executive Officer (to the present)	14,366
	<p>Significant concurrent positions Director, President (Representative Director), SOTETSU WISH Co., Ltd.</p> <p>Reasons for selection as a candidate for Director Mr. Hiroshi Kojima has been involved in business execution as General Manager, General Affairs Department and the Director in charge of the Labor Department of the Company, and subsequent to serving in the administrative division at the Company and subsidiaries, he has experience in the supervision of business execution as a Standing Audit &amp; Supervisory Board Member of the Company, and as he has important qualities as a Director of the Company, his continuous election is requested as a candidate for Director.</p>			
4	Takamasa Kato (January 30, 1963)  [Reelection]	April 1985 April 2009 June 2013 June 2014 June 2015	Joined the Company General Manager, Group Strategy Division (Department 3) Executive Officer (to the present) Director (to the present) Division Manager, Corporate Strategy Division (to the present)	6,429
	<p>Reasons for selection as a candidate for Director Mr. Takamasa Kato has been involved in business execution as Division Manager, Corporate Strategy Division of the Company, and aside from achievements regarding matters related to corporate strategy of the Company and subsidiaries and promoting the “<i>Vision 100</i>” group vision, he has important qualities as a Director of the Company, his continuous election is requested as a candidate for Director.</p>			
5	Mitsuko Kagami (May 18, 1958)  [Independent Director] [Reelection]	April 1985 January 1995  June 2015	Assistant judge, Tokyo District Court Registered as an Attorney-at-law (Dai-Ichi Tokyo Bar Association) (to the present) Director, the Company (to the present)	200
	<p>Significant concurrent positions Outside Director, MEDIPAL HOLDINGS CORPORATION</p> <p>Reasons for selection as a candidate for Outside Director Ms. Mitsuko Kagami has specialized knowledge and experience, etc., as an attorney, and to utilize these in the management of the Company, her election is requested as Outside Director. Additionally, although she has not been involved in corporate management aside from roles as Outside Director and Outside Audit &amp; Supervisory Board Member, due to the above reasons, the Company believes that she can appropriately execute the duties of Outside Director.</p>			



No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
6	Toshimitsu Yamaki (May 3, 1947)  [Independent Director] [Reelection]	June 1999 Director, Odakyu Electric Railway Co., Ltd. June 2001 Managing Director and Executive Officer, Odakyu Electric Railway Co., Ltd. June 2003 Executive Director and Executive Officer, Odakyu Electric Railway Co., Ltd. June 2005 Vice President and Executive Officer, Odakyu Electric Railway Co., Ltd. June 2011 President & CEO, Odakyu Electric Railway Co., Ltd. April 2017 Chairman and Executive Officer, Odakyu Electric Railway Co., Ltd. (to the present) June 2017 Director, the Company (to the present)	600
Significant concurrent positions Chairman (Representative Director) and Executive Officer, Odakyu Electric Railway Co., Ltd. Outside Director of Kanagawa Chuo Kotsu Co., Ltd.  Reasons for selection as a candidate for Outside Director Mr. Toshimitsu Yamaki has a wealth of experience and wide knowledge in the area of transportation business. The Company requests his election as Outside Director, since it believes that his experience and knowledge will be a valuable asset to its management.			
7	Masayuki Hirano (February 22, 1965)  [New election]	April 1987 Joined the Company July 2010 General Manager, Corporate Strategy Division (Brand Strategy) June 2012 Managing Director, Ist Co., Ltd. June 2017 Managing Director, SAGAMI RAILWAY Co., Ltd. (to the present)	4,218
Reasons for selection as a candidate for Director Mr. Masayuki Hirano has served as Director of SAGAMI RAILWAY Co., Ltd. which is a core Group subsidiary, and has a high degree of expertise in business execution of the sales division and the administrative division, as well as significant capabilities as Director of the Company. Thus the Company selected him as a candidate for Director and requests his election.			

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. Matters regarding candidates for Outside Director are as follows.
  - (1) Ms. Mitsuko Kagami and Mr. Toshimitsu Yamaki are candidates for Outside Director. Furthermore, the Company has designated Ms. Mitsuko Kagami and Mr. Toshimitsu Yamaki as Independent Director as defined by the Tokyo Stock Exchange, and submitted her to said Exchange.
  - (2) Number of years since candidates for Outside Director assumed office  
The term of office of Ms. Mitsuko Kagami as Outside Director is three years as of the conclusion of this General Meeting of Shareholders.  
The term of office of Mr. Toshimitsu Yamaki as Outside Director is one year as of the conclusion of this General Meeting of Shareholders.
  - (3) Liability limitation agreements with candidates for Outside Director  
The Company has concluded a liability limitation agreement with Ms. Mitsuko Kagami and Mr. Toshimitsu Yamaki to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act, and the limit of liability for damages under said agreement is the minimum amount of liability as stipulated by laws and regulations.

**Proposal 4:** Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Toshifumi Terada will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Past experience, positions (Significant concurrent positions)		Number of shares of the Company held
Shohei Miki (March 30, 1960)  [Independent] [New election]	July 2010	Director and Executive Officer, Nippon Life Insurance Company	0
	March 2015	Senior Managing Executive Officer, Nippon Life Insurance Company	
	April 2016	Vice President, Representative Director and Executive Officer, MITSUI LIFE INSURANCE COMPANY LIMITED	
	April 2018	Advisor, Nippon Life Saiseikai Foundation (to the present)	
Reasons for selection as a candidate for Outside Audit & Supervisory Board Member Mr. Shohei Miki has experience and wide knowledge as a management. The Company requests his election as Outside Audit & Supervisory Board Member, since it believes that his experience and knowledge will be a valuable asset in its auditing operations.			

(Notes)

1. There are no special interests between each candidate for Audit & Supervisory Board Member and the Company.
2. Matters regarding candidates for Outside Audit & Supervisory Board Member are as follows.
  - (1) Mr. Shohei Miki is candidates for Outside Audit & Supervisory Board Member. Furthermore, the Company intends to designate Mr. Shohei Miki as Independent Auditor as defined by the Tokyo Stock Exchange, and submits him to said Exchange.
  - (2) Liability limitation agreements with candidates for Outside Audit & Supervisory Board Member  
If the election of Mr. Shohei Miki is approved, the Company intends to conclude a liability limitation agreement with Mr. Shohei Miki to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act, and the limit of liability for damages under said agreement is the minimum amount of liability as stipulated by laws and regulations.