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(Stock Exchange Code 6670)
June 12, 2018

To Shareholders with Voting Rights:

Yuji Takashima
Chairman
MCJ Co., Ltd.
6-14-53, Midori-cho, Kasukabe-shi,
Saitama

**NOTICE OF CONVOCATION OF
THE 20TH 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 20th Annual General Meeting of Shareholders of MCJ Co., Ltd. (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 in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, then either indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to us, or enter your vote on the website for the exercise of voting rights designated by the Company (<https://evote.tr.mufg.jp/>). In either case, please exercise your voting rights such that they are received no later than 6:00 p.m. Japan time on Tuesday, June 26, 2018.

The Company also participates in the platform for exercising voting rights for institutional investors operated by ICJ, Inc.

1. Date and Time: Wednesday, June 27, 2018 at 11:00 a.m. Japan time
(Venue opens at 10:00 a.m.)

2. Place: KFC Hall at the Kokusai Fashion Center 3F located at
1-6-1, Yokoami, Sumida-ku, Tokyo, Japan

* The venue for the Ordinary General Meeting of Shareholders is different from the venue for the ordinary general meeting of shareholders for 19th fiscal year held in June 2017.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 20th Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits by the Accounting Auditor and the Board of Auditors on the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 20th 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

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue.

4. Matters to be Disclosed on the Internet

Of the matters to be included in this Notice, pursuant to laws and regulations and the provisions of Article 19 of the Company's Articles of Incorporation, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website on the Internet and therefore are not included in the Attached Documents to this Notice.

The attachments to the Annual General Meeting of Shareholders are a portion of the Business Report, Consolidated and Non-consolidated Financial Statements audited by Auditors in their preparation of the Auditors' Report, and the Consolidated and Non-consolidated Financial Statements audited by Accounting Auditors in their preparation of the Accounting Auditors' Report.

5. Information on Exercising Your Voting Rights

If you are attending the General Meeting of Shareholders:

If you are attending the meeting, please bring the enclosed Voting Rights Exercise Form with you and submit it at the reception desk of the venue.

Attendees are kindly advised to arrive early at the venue to avoid congestion.

Date and time of the General Meeting of Shareholders:

11:00 a.m. Japan time on Wednesday, June 27, 2018 (Venue opens at 10:00 a.m.)

If you are not attending the General Meeting of Shareholders:

Exercising your voting rights in writing:

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Administrator of Shareholder Registry of the Company so that it is received by the voting rights exercise deadline.

Voting rights exercise deadline:

Votes received by 6:00 p.m. Japan time on Tuesday, June 26, 2018

Exercising your voting rights via the Internet:

Please access the **voting rights exercise website** (<https://evote.tr.mufg.jp/>) from your computer, smartphone or mobile phone, enter the code and password for exercising your voting rights, which are indicated on the enclosed Voting Rights Exercise Form, and register your vote for or against the proposals by following the on-screen instructions.

Voting rights exercise deadline:

Votes exercised by 6:00 p.m. Japan time on Tuesday, June 26, 2018

Any revisions to the accompanying Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-consolidated Financial Statements will be posted on the Company's website.

■ The Company's website: <http://www.mcj.jp/>

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Matters regarding year-end dividend:

The Company considers the enhancement of shareholder returns as one of its important management issues, and upholds the policy of performance-based dividend payment in accordance with the Company's business performance, while aiming for a dividend payout ratio of 30% or above of profit attributable to owners of parent.

In light of the Company's business performance for the 20th fiscal year and the above policy, the Company proposes a year-end dividend of ¥36 per share, indicating an increase of ¥10 per share from the ¥26 per share of the previous fiscal year, as per the following.

- (1) Type of dividend property
Cash
- (2) Matters related to the allocation of dividend property and the total amount thereof
¥36 per share of the Company's common stock
Total amount: ¥ 1,751,018,256
- (3) Effective date of the dividends of surplus
Thursday, June 28, 2018

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

In order to expand the business of the Group and to clarify the description of the business, the purpose of the business will be amended.

2. Details of the Amendments

The details of the amendments are as follows:

(The underlined parts are the parts to be amended.)

Current Articles of Incorporation	Proposed Amendments
<p>(Purpose) Article 2. The purpose of the Company shall be to control and manage the business activities of domestic and overseas companies that engage in the following businesses, through the ownership of shares in such companies. 1 - 25 (Omitted) 26. Planning, design, production, processing, construction, supervision, procurement, import/export, renting, wholesale, and sale of the goods listed below, commissioned business of such activities, and providing information processing services for audio recording, video recording, etc. (1) Daily necessities and miscellaneous goods, stationery, clothing, and fashion goods (2) - (13) (Omitted) 27. (Omitted) 28. Planning, design, construction, systems development, and operation and management of the stores or facilities listed below, and franchising of such stores or facilities (1) - (7) (Omitted) (Newly added) 29 - 46 (Omitted) 47. <u>Foreign exchange transactions under the Foreign Exchange and Foreign Trade Act, and sale, commissioned sale/purchase, and brokerage of financial instruments</u> 48. <u>Foreign exchange margin transactions under the Financial Futures Trading Act, and sale/purchase, commissioned sale/purchase, and brokerage of financial futures instruments</u> 49. <u>Currency options transaction and sale/purchase and brokerage of currency options</u> 50. <u>Asset management advisory business</u> 51. All other businesses incidental or related to the above items 2. The Company may engage in the businesses referred to in the preceding items and all other businesses incidental or related thereto, and other business necessary for achieving the purposes referred to in the preceding paragraph.</p>	<p>(Purpose) Article 2. The purpose of the Company shall be to control and manage the business activities of domestic and overseas companies that engage in the following businesses, through the ownership of shares in such companies. 1 - 25 (Unchanged) 26. Planning, design, production, processing, construction, supervision, procurement, import/export, renting, wholesale, and sale of the goods listed below, commissioned business of such activities, and providing information processing services for audio recording, video recording, etc. (1) Daily necessities and miscellaneous goods, stationery, <u>sporting goods</u>, clothing, and fashion goods (2) - (13) (Unchanged) 27. (Unchanged) 28. Planning, design, construction, systems development, and operation and management of the stores or facilities listed below, and franchising of such stores or facilities (1) - (7) (Unchanged) <u>(8) Fitness clubs</u> 29 - 46 (Unchanged) 47. <u>Training of sports trainers and sports instructors</u> (Deleted) (Deleted) (Deleted) 48. All other businesses incidental or related to the above items 2. (Unchanged)</p>