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(Securities Code: 8057)

September 25, 2018

To our shareholders:

Noboru Okubo,
President and Chief Executive Officer
UCHIDA YOKO CO., LTD.
4-7, Shinkawa 2-chome, Chuo-ku,
Tokyo

Notice of the 80th Annual General Meeting of Shareholders

You are cordially invited to attend the 80th Annual General Meeting of Shareholders (the “Meeting”) of UCHIDA YOKO CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you can exercise your voting rights by mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:15 p.m. on Friday, October 12, 2018 (JST), following the “Instructions on Exercise of Voting Rights” (available in Japanese only). For your reference, the summary of the instructions on exercise of voting rights by mail or via the Internet are as follows.

[Voting by mail]

You can vote by mail by indicating your approval or disapproval of each proposal on the enclosed voting form and returning the form by postal mail.

[Voting via the Internet]

You can vote via the Internet by accessing the website for exercising voting rights specified by the Company (<https://www.web54.net>) and exercising your voting rights using the “Code for the exercise of voting rights” and the “Password” provided on the enclosed voting form in accordance with the directions on the screen.

- 1. Date and Time:** Saturday, October 13, 2018, at 10:00 a.m. (JST)
- 2. Venue:** Room number 801, 8F, Tekko Kaikan
2-10 Nihonbashi-kayabacho 3-chome, Chuo-ku, Tokyo

3. Objectives of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 80th fiscal year (from July 21, 2017 to July 20, 2018), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 80th fiscal year (from July 21, 2017 to July 20, 2018)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Eight (8) Directors

Proposal No. 3: Election of One (1) Audit & Supervisory Board Member

4. Arrangements in Convening the Meeting

- (1) If you exercise your voting rights both by mail and via the Internet, the one exercised via the Internet will be deemed valid.
 - (2) If you exercise your voting rights more than once via the Internet, the last vote will be deemed valid.
- When you attend the Meeting, you are kindly requested to present the enclosed voting form at the reception. Please also bring this Notice with you.
 - Of the documents attached to the Notice, the items below are provided on the Company's website (<https://www.uchida.co.jp/>) based on laws and regulations and in accordance with the provisions of Article 15 of the Company's Articles of Incorporation, and are therefore not included in the attachments to this Notice of the General Meeting of Shareholders.
 - (i) Notes to Consolidated Financial Statements
 - (ii) Notes to Non-consolidated Financial StatementsThe Consolidated Financial Statements or the Non-consolidated Financial Statements stated in the attached documents are a part of the Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board Member in preparing their respective audit reports.
 - If any changes are made to items in the Reference Documents for the General Meeting of Shareholders, the Business Report, or to Consolidated Financial Statements and Non-consolidated Financial Statements, such changes will be posted on the Company's website (<https://www.uchida.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Matters related to year-end dividend:

The Company aims for sound and sustainable growth to increase comprehensive shareholders' value over the long term. The Company's basic policy on returns of profits to shareholders is, on an assumption of steady dividends, to strike a balance with "strengthening the financial base" and "investment for realizing the Company's management strategies for the medium and long term," and to strive to further enhance returns to shareholders.

In line with the aforementioned basic policy, the Company proposes to allocate a year-end dividend for the 80th fiscal year of ¥75 per share.

(1) Type of dividend property

Cash

(2) Dividend property allotment to shareholders and total amount thereof

Dividends per common share of the Company: ¥75 (of which, an ordinary dividend is ¥75)

Total amount of dividends: ¥733,779,600

(3) Effective date of the dividend of surplus

October 16, 2018

Proposal No. 2: Election of Eight (8) Directors

At the conclusion of the Meeting, the terms of office of all eight (8) current Directors will expire. Accordingly, the Company proposes to elect eight (8) Directors. The proposed candidates are as follows.

Candidate No.	Name	Current position and responsibility in the Company	
1	Noboru Okubo	President and Chief Executive Officer	<u>Reelection</u>
2	Shingo Akiyama	Director, Senior Executive Managing Officer, and Executive Manager of Corporate Planning & Administrative Management Group	<u>Reelection</u>
3	Masao Kikuchi	Director, Executive Officer, General Manager of Educational Facilities Division, and General Manager of Northern-Japan Regional Sales Division	<u>Reelection</u>
4	Toshiji Hayashi	Director, Executive Officer, Vice Executive Manager of Corporate Planning & Administrative Management Group, and General Manager of Group Management Department	<u>Reelection</u>
5	Toyotsugu Miyamura	Senior Executive Officer, and General Manager of Educational ICT Division	<u>New election</u>
6	Satoshi Koyanagi	Senior Executive Officer, Vice Executive Manager of Sales Management Group, and General Manager of Corporate Strategy & Planning Division	<u>New election</u>
7	Hidenori Hirose	Outside Director	<u>Reelection</u> <u>Outside Director</u> <u>Independent Officer</u>
8	Kuniharu Takemata	Outside Director	<u>Reelection</u> <u>Outside Director</u> <u>Independent Officer</u>

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<div> <div>Reelection</div> <div> Noboru Okubo (July 1, 1954) </div> </div> <p>Attendance at Board of Directors Meetings during the 80th fiscal year 16/16 (100%)</p>	<div> <div>Mar. 1979</div> <div>Joined the Company</div> </div> <div> <div>Oct. 2003</div> <div>Director, General Manager of Educational Systems Division</div> </div> <div> <div>July 2005</div> <div>Managing Director, Vice General Manager of Marketing Headquarters, and General Manager of Educational Systems Division</div> </div> <div> <div>July 2006</div> <div>Director, Executive Managing Officer, and General Manager of Educational Systems Division</div> </div> <div> <div>July 2008</div> <div>Director, Senior Executive Managing Officer, General Manager of Marketing Headquarters, and General Manager of Educational Systems Division of Sales Headquarters</div> </div> <div> <div>July 2010</div> <div>Director, Senior Executive Managing Officer, and General Manager of Public Sector Headquarters</div> </div> <div> <div>July 2013</div> <div>Director, Senior Executive Managing Officer, and General Manager of General Sales Headquarters</div> </div> <div> <div>July 2014</div> <div>President and Chief Executive Officer (current position)</div> </div>	14,100
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Noboru Okubo, having had success in recovering and improving performances of the Company while serving as the Company's President and Chief Executive Officer, is fulfilling his duties as President and Chief Executive Officer by making the most of his strong leadership while working toward accomplishing the goals set in the Company's group management. He is well versed in the overall operations of the Company and possesses the initiative, judgment, insight, etc., which are expected of management. As such, the Company believes he is qualified to serve as a Director.</p>			
2	<div> <div>Reelection</div> <div> Shingo Akiyama (September 14, 1955) </div> </div> <p>Attendance at Board of Directors Meetings during the 80th fiscal year 16/16 (100%)</p>	<div> <div>Mar. 1979</div> <div>Joined the Company</div> </div> <div> <div>July 2011</div> <div>Executive Officer, and General Manager of General Affairs Department</div> </div> <div> <div>July 2012</div> <div>Executive Officer, and General Manager of Administrative Headquarters</div> </div> <div> <div>Oct. 2012</div> <div>Director, Executive Officer, and General Manager of Administrative Headquarters</div> </div> <div> <div>Oct. 2013</div> <div>Director, Executive Managing Officer, and General Manager of Administrative Headquarters</div> </div> <div> <div>Oct. 2016</div> <div>Director, Senior Executive Managing Officer, and General Manager of Corporate Planning & Administrative Headquarters</div> </div> <div> <div>July 2018</div> <div>Director, Senior Executive Managing Officer, and Executive Manager of Corporate Planning & Administrative Management Group (current position)</div> </div>	3,200
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Shingo Akiyama has been mainly engaged in accounting and general affairs. Currently, he is successfully improving financial standing and internal control toward optimizing group management as Director, Senior Executive Managing Officer, and Executive Manager of Corporate Planning & Administrative Management Group, and fulfilling the duties of said stations. He is well versed in the overall operations of the Company and possesses the initiative, judgment, insight, etc., which are expected of management. As such, the Company believes he is qualified to serve as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<div>Reelection</div> <p>Masao Kikuchi (August 11, 1957)</p> <p>Attendance at Board of Directors Meetings during the 80th fiscal year 16/16 (100%)</p>	<p>Apr. 1981 Joined the Company</p> <p>July 2007 Executive Officer, and General Manager of Eastern-Japan Equipment Sales Department of Educational Systems Division</p> <p>July 2008 Executive Officer, and General Manager of Facilities Sales Department of Educational Systems Division</p> <p>July 2010 Executive Officer, and General Manager of Eastern-Japan Facilities Sales Department of Educational Systems Division</p> <p>July 2013 Executive Officer, and General Manager of Educational Facilities Division of Public Headquarters of General Sales Headquarters</p> <p>July 2015 Senior Executive Officer, and General Manager of Educational Facilities Division of Sales Headquarters</p> <p>Oct. 2016 Director, Executive Officer, and General Manager of Educational Facilities Division of Sales Headquarters</p> <p>July 2018 Director, Executive Officer, General Manager of Educational Facilities Division, and General Manager of Northern-Japan Regional Sales Division (current position)</p>	2,800
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Masao Kikuchi has been mainly engaged in sales business. Currently, he is successfully increasing orders accepted for school facilities business as Director, Executive Officer, General Manager of Educational Facilities Division, and General Manager of Northern-Japan Regional Sales Division, and fulfilling the duties of said stations. He is well versed in the overall operations of the Company and possesses the initiative, judgment, insight, etc., which are expected of management. As such, the Company believes he is qualified to serve as a Director.</p>			
4	<div>Reelection</div> <p>Toshiji Hayashi (June 5, 1959)</p> <p>Attendance at Board of Directors Meetings during the 80th fiscal year 16/16 (100%)</p>	<p>Apr. 1983 Joined the Company</p> <p>July 2013 Executive Officer, and General Manager of Corporate Planning Department</p> <p>July 2014 Executive Officer, General Manager of Corporate Planning Control Department</p> <p>July 2015 Executive Officer, Vice General Manager of Corporate Planning & Administrative Headquarters, and General Manager of Group Management Department</p> <p>July 2016 Senior Executive Officer, Vice General Manager of Corporate Planning & Administrative Headquarters, and General Manager of Group Management Department</p> <p>Oct. 2016 Director, Executive Officer, Vice General Manager of Corporate Planning & Administrative Headquarters, and General Manager of Group Management Department</p> <p>July 2018 Director, Executive Officer, Vice Executive Manager of Corporate Planning & Administrative Management Group, and General Manager of Group Management Department (current position)</p>	2,500
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Toshiji Hayashi has been mainly engaged in accounting. Currently, he is successfully promoting administration of group management as Director, Executive Officer, Vice Executive Manager of Corporate Planning & Administrative Management Group, and General Manager of Group Management Department, and fulfilling the duties of said stations. He is well versed in the overall operations of the Company and possesses the initiative, judgment, insight, etc., which are expected of management. As such, the Company believes he is qualified to serve as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<div>New election</div> <p>Toyotsugu Miyamura (August 27, 1957)</p> <p>Attendance at Board of Directors Meetings during the 80th fiscal year - / -</p>	<p>Apr. 1981 Joined the Company</p> <p>July 2006 General Manager of ICT Systems Eastern-Japan Sales Department 2 of Educational Systems Division</p> <p>July 2010 General Manager of ICT Systems Eastern-Japan Sales Department of Educational Systems Division of Public Sector Headquarters</p> <p>July 2011 Executive Officer, and General Manager of ICT Systems Eastern-Japan Sales Department of Educational ICT & Environment Solutions Division of Public Headquarters</p> <p>July 2013 Executive Officer, and General Manager of Educational ICT Division of Public Headquarters of General Sales Headquarters</p> <p>July 2015 Senior Executive Officer, and General Manager of Educational ICT Division of Sales Headquarters</p> <p>July 2018 Senior Executive Officer, and General Manager of Educational ICT Division (current position)</p>	1,100
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Toyotsugu Miyamura has been mainly engaged in sales business. Currently, he is successfully increasing orders accepted for school ICT business as Senior Executive Officer, and General Manager of Educational ICT Division, and fulfilling the duties of said stations. He is well versed in the overall operations of the Company and possesses the initiative, judgment, insight, etc., which are expected of management. As such, the Company believes he is qualified to serve as a Director.</p>			
6	<div>New election</div> <p>Satoshi Koyanagi (April 27, 1960)</p> <p>Attendance at Board of Directors Meetings during the 80th fiscal year - / -</p>	<p>Apr. 1983 Joined the Company</p> <p>Jan. 2008 General Manager of Design Center of Marketing Headquarters</p> <p>July 2012 President and Chief Executive Officer of CBN Inc. (Secondment)</p> <p>July 2013 General Manager with Special Assignment of Public Headquarters of General Sales Headquarters</p> <p>July 2014 General Manager with Special Assignment of Corporate Planning Department of Corporate Planning Control Department</p> <p>July 2015 Executive Officer, Vice Executive Manager of Sales Management Group of Sales Headquarters, and General Manager of Corporate Planning Department of Corporate Planning & Administrative Headquarters</p> <p>Oct. 2017 Senior Executive Officer, Vice Executive Manager of Sales Management Group of Sales Headquarters, and General Manager of Corporate Strategy & Planning Division</p> <p>July 2018 Senior Executive Officer, Vice Executive Manager of Sales Management Group, and General Manager of Corporate Strategy & Planning Division (current position)</p>	400
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Satoshi Koyanagi has been mainly engaged in sales and sales planning. Currently, he is successfully improving the overall performances of the entire group and increasing business efficiency as Senior Executive Officer, Vice Executive Manager of Sales Management Group, and General Manager of Corporate Strategy & Planning Division, and fulfilling the duties of said stations. He is well versed in the overall operations of the Company and possesses the initiative, judgment, insight, etc., which are expected of management. As such, the Company believes he is qualified to serve as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<div> <div>Reelection</div> <div>Outside Director</div> <div>Independent Officer</div> </div> <p>Hidenori Hirose (June 11, 1945)</p> <p>Attendance at Board of Directors Meetings during the 80th fiscal year 16/16 (100%)</p>	<p>Mar. 1968 Joined The SEIYU, LTD. ("SEIYU")</p> <p>May 1989 Director of SEIYU</p> <p>May 1999 Director of FamilyMart Co., Ltd.</p> <p>June 2003 President and Representative Director of Warehouse TERRADA</p> <p>Oct. 2012 Outside Director of the Company (current position)</p>	600
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Mr. Hidenori Hirose has held positions such as President and Representative Director of Warehouse TERRADA and possesses the judgment and insight which are expected of management. As such, the Company believes he is qualified to supervise the Company's management and provide advice as an Outside Director.</p>			
8	<div> <div>Reelection</div> <div>Outside Director</div> <div>Independent Officer</div> </div> <p>Kuniharu Takemata (September 29, 1954)</p> <p>Attendance at Board of Directors Meetings during the 80th fiscal year 16/16 (100%)</p>	<p>Apr. 1978 Joined Electric Power Development Co., Ltd. ("J-Power")</p> <p>June 2006 Executive Officer, and Department Director of Business Planning Department, J-Power</p> <p>July 2006 Executive Officer, and Department Director of Corporate Planning Department, J-Power</p> <p>June 2007 Executive Managing Officer, and Department Director of Corporate Planning Department, J-Power</p> <p>June 2009 Director, J-Power</p> <p>June 2012 Director, and Executive Managing Officer, J-Power</p> <p>June 2015 Senior Fellow, J-Power</p> <p>Oct. 2016 Outside Director of the Company (current position)</p> <p>June 2017 Outside Director of eREX Co., Ltd.</p> <p>June 2018 Managing Director of eREX Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Managing Director of eREX Co., Ltd.</p>	300
<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Mr. Kuniharu Takemata has held positions such as Director, and Executive Managing Officer of Electric Power Development Co., Ltd. and currently serves as Managing Director of eREX Co., Ltd. He possesses the judgment and insight which are expected of management. As such, the Company believes he is qualified to supervise the Company's management and provide advice as an Outside Director.</p>			

- Notes:
1. All candidates do not have any special interest with the Company.
 2. Mr. Hidenori Hirose and Mr. Kuniharu Takemata are candidates for Outside Director.
 3. At the conclusion of the Meeting, Mr. Hirose's tenure as Outside Director of the Company will have been six years and Mr. Takemata's tenure as Outside Director of the Company will have been two years.
 4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Hirose and Mr. Takemata to limit their liability for damages as provided for in Article 423, paragraph 1 of the same Act. The limit of liability for damages pursuant to the limited liability agreement is the aggregate sum of the amounts provided for in each item in Article 425, paragraph 1 of the Companies Act. If their election is approved, the Company plans to renew the respective agreements with each one of them.
 5. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Hirose and Mr. Takemata have been appointed as an independent officer as provided for in the Securities Listing Regulations of the aforementioned exchange. If their election is approved, the Company plans for their appointment as an independent officer to continue.

At the conclusion of the Meeting, Audit & Supervisory Board Member, Mr. Koji Goto will resign. Accordingly, the Company proposes to elect one (1) Audit & Supervisory Board Member. The proposed candidate is as follows.

Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
<div> <div>New election</div> <div> Shoichiro Takai (March 6, 1955) </div> </div> <div> Attendance at Board of Directors Meetings during the 80th fiscal year 16/16 (100%) </div> <div> Attendance at Audit & Supervisory Board Meetings during the 80th fiscal year - / - </div>	Mar. 1978	Joined the Company	5,700
	July 2013	Executive Officer, Vice General Manager of Public Headquarters of General Sales Headquarters, and General Manager of Operations Control Department	
	Oct. 2013	Director, Executive Officer, Vice General Manager of Public Headquarters of General Sales Headquarters, and General Manager of Operations Control Department	
	July 2014	Director, Executive Officer, and General Manager of Public Headquarters	
	July 2015	Director, Executive Managing Officer, Vice General Manager of Sales Headquarters, and Executive Manager of Sales Management Group	
	July 2018	Director, Executive Managing Officer, and Executive Manager of Sales Management Group (current position)	
[Reasons for nomination as candidate for Audit & Supervisory Board Member]			
Mr. Shoichiro Takai has been mainly engaged in sales and sales planning. Currently, he is successfully creating an efficient system for promoting operations of the entire group as Director, Executive Managing Officer, and Executive Manager of Sales Management Group, and fulfilling the duties of said stations. As such, the Company believes he is qualified to make use of his abundant experience and in-depth knowledge in the audit of the Company.			

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