

Securities code: 8244

May 7, 2019

To our shareholders:

Keiji Takamatsu

President

Kintetsu Department Store Co., Ltd.

1-1-43, Abenosuji, Abeno-ku, Osaka-shi, Osaka, Japan

NOTICE OF THE 125TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 125th Ordinary General Meeting of Shareholders of Kintetsu Department Store Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing. Please review the attached Reference Documents for General Meeting of Shareholders, indicate your approval or disapproval in the enclosed voting form and return the form to the Company by postal mail so that your vote is received by 6:45 p.m. on Wednesday, May 22, 2019 (Japan Standard Time).

1. Date and Time: Thursday, May 23, 2019 at 10:00 a.m. (Japan Standard Time)

**2. Venue: 8-2-6, Uehommachi, Tennoji-ku, Osaka-shi, Osaka, Japan
Main Hall, Osaka International House**

3. Purpose of the Meeting

Items to be reported:

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 125th Term (from March 1, 2018 to February 28, 2019), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Items to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eleven Directors

4. Others

Of the documents that are required to be provided with this notice of convocation, in accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, below are posted on the Company’s website (<https://www.d-kintetsu.co.jp/corporate/ir/soukai.php>) and are therefore not included in this notice of convocation: “Systems to ensure that Directors perform their duties in compliance with relevant laws and regulations and the Articles of Incorporation, other systems to ensure properness of operations of the Company, and the overview of the operation status of these systems,” “Consolidated Statements of Changes in Shareholders’ Equity” and “Notes to the Consolidated Financial Statements” in the Consolidated Financial Statements, and “Statements of Changes in Shareholders’ Equity” and “Notes to the Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements.

Accordingly, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements included in the documents accompanying this notice of convocation are part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by Audit & Supervisory Board Members and the Accounting Auditor when preparing the Audit Report and the Accounting Audit Report, respectively.

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- **Please submit the enclosed voting form at the reception on your arrival.**
 - **Any corrections in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements or Reference Documents for General Meeting of Shareholders will be published on the above website.**
 - **We have resolved to cease distributing gifts for shareholders attending the General Meeting of Shareholders from this year. We appreciate your kind understanding.**

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Appropriation of Surplus Term-end dividends

The Company has been striving to provide stable dividend payments while strengthening its financial position in preparation for future business development, giving consideration to a comprehensive range of matters including business performance and economic climate.

We would like to offer our sincere apologies for causing considerable inconvenience to our shareholders by not having paid dividends since the 114th term. As a result of company-wide efforts to turn around its business performance, however, giving consideration to the business performance of the term and future business development, the Company believes it is finally in a position to resume dividend payments, and proposes to pay term-end dividends for the 125th term as follows:

1. Type of dividend property

Cash

2. Allocation of dividend property to shareholders and the total amount thereof

¥20 per common share of the Company

Total amount of dividends: ¥807,547,100

3. Effective date of dividends of surplus

May 24, 2019

Proposal 2: Election of Eleven Directors

The term of office of all eleven Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eleven Directors.

The candidates for Directors are as follows:

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	Tetsuya Kobayashi (November 27, 1943)	<p>Apr. 1968 Joined Kintetsu Railway Co., Ltd. (current Kintetsu Group Holdings Co., Ltd.)</p> <p>June 2001 Director</p> <p>June 2003 Managing Director</p> <p>June 2005 Senior Executive Director</p> <p>May 2007 Director, Kintetsu Department Store Co., Ltd.</p> <p>June 2007 President, Kintetsu Railway Co., Ltd. (current Kintetsu Group Holdings Co., Ltd.)</p> <p>June 2013 Chairman of the Board, Mie Prefecture Tourism Development Co., Ltd. (until June 2016)</p> <p>Jan. 2015 Chairman of the Board, Kintetsu Division Preparation Company (current Kintetsu Railway Co., Ltd.) (present position)</p> <p>Apr. 2015 Chairman of the Board, Kintetsu Group Holdings Co., Ltd. (present position)</p> <p>Chairman of the Board, Kintetsu Real Estate Co., Ltd. (present position)</p> <p>May 2015 Chairman of the Board of the Company (present position)</p> <p>Important positions concurrently held</p> <p>Chairman of the Board, Kintetsu Group Holdings Co., Ltd.</p> <p>Chairman of the Board, Kintetsu Real Estate Co., Ltd.</p> <p>Chairman of the Board, KNT-CT Holdings Co., Ltd.</p> <p>Director, Kintetsu World Express, Inc.</p> <p>Director, Mie Kotsu Group Holdings, Inc.</p> <p>Director, Kin-Ei Corp.</p> <p>Director, The Kansai Electric Power Company, Incorporated</p>	2,200 shares
Reasons for selection as a candidate for Director Tetsuya Kobayashi has extensive management experience and great insight as a business person and also serves as Director of the parent company, Kintetsu Group Holdings Co., Ltd. The Company believes he is a qualified candidate for Director for his ability to strengthen management supervision and liaison with the group companies.			
2	Keiji Takamatsu (January 18, 1948)	<p>Apr. 1973 Joined Kintetsu Railway Co., Ltd. (current Kintetsu Group Holdings Co., Ltd.)</p> <p>June 2004 Executive Officer</p> <p>June 2007 Managing Director</p> <p>June 2011 Senior Executive Director</p> <p>June 2012 Senior Executive Vice President (until June 2013)</p> <p>May 2013 Director, Kintetsu Department Store Co., Ltd.</p> <p>July 2013 Senior Executive Vice President Officer</p> <p>May 2014 President (present position)</p>	4,800 shares
Reasons for selection as a candidate for Director Keiji Takamatsu served as Senior Executive Vice President of the parent company, Kintetsu Group Holdings Co., Ltd., and is currently leading the management of the Company group (the "Group") as President of the Company. The Company believes he is a qualified candidate for Director for his extensive business experience in logistics and retail industries and overall knowledge of the Group's management.			

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	Takuji Akita (May 8, 1956)	<p>Apr. 1981 Joined the Company</p> <p>June 2011 Senior Managing Director, General Manager of Marketing Division, Kintetsu Retail Service Co., Ltd. (current Kintetsu Retailing Co., Ltd.)</p> <p>May 2013 Executive Officer, Kintetsu Department Store Co., Ltd.</p> <p>May 2014 Director, Managing Executive Officer</p> <p>May 2015 Executive Managing Director (present position)</p> <p>Responsibilities In charge of Department Store Division and Business Development Division</p>	2,500 shares
<p>Reasons for selection as a candidate for Director Takuji Akita has served mainly in the marketing area and served as General Manager of Marketing Division in a Kintetsu Group company before becoming in charge of overall marketing divisions of the Company. The Company believes he is a qualified candidate for Director for his expert knowledge, extensive business experience in the area, and overall knowledge of management.</p>			
4	Kenji Obara (November 9, 1958)	<p>Apr. 1981 Joined the Company</p> <p>May 2011 Executive Officer, Kintetsu Department Store Co., Ltd.</p> <p>May 2014 Director, Managing Executive Officer (present position)</p> <p>Responsibilities General Manager, Nara Store, Department Store Division</p>	1,800 shares
<p>Reasons for selection as a candidate for Director Kenji Obara has served mainly in the marketing area and currently serves as General Manager of Nara Store, Department Store Division. The Company believes he is a qualified candidate for Director for his expert knowledge and extensive business experience in the area.</p>			
5	Shigeru Yoshida (May 7, 1958)	<p>Apr. 1981 Joined the Company</p> <p>May 2011 Executive Officer, Kintetsu Department Store Co., Ltd.</p> <p>May 2015 Director, Managing Executive Officer (present position)</p> <p>Responsibilities General Manager, Customer Loyalty Division and Corporate Loyalty Division, Department Store Division</p>	1,800 shares
<p>Reasons for selection as a candidate for Director Shigeru Yoshida has served mainly in the marketing area and currently serves as General Manager of Customer Loyalty Division and Corporate Loyalty Division of Department Store Division. The Company believes he is a qualified candidate for Director for his expert knowledge and extensive business experience in the area.</p>			
6	Yoshiteru Hayami (December 24, 1959)	<p>Apr. 1982 Joined the Company</p> <p>May 2013 Executive Officer, Kintetsu Department Store Co., Ltd.</p> <p>May 2015 Director, Managing Executive Officer (present position)</p> <p>Responsibilities General Manager, Department Store Division</p>	1,900 shares
<p>Reasons for selection as a candidate for Director Yoshiteru Hayami has served mainly in the marketing area and currently serves as General Manager of Department Store Division. The Company believes he is a qualified candidate for Director for his expert knowledge and extensive business experience in the area.</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	Toshio Kubo (October 9, 1960)	Apr. 1983	Joined the Company	1,000 shares
		May 2014	Executive Officer, Kintetsu Department Store Co., Ltd.	
		May 2018	Director, Managing Executive Officer (present position)	
		Responsibilities General Manager, Abeno Harukas Store, Department Store Division		
Reasons for selection as a candidate for Director Toshio Kubo has served mainly in the marketing area and currently serves as General Manager of Abeno Harukas Store, Department Store Division. The Company believes he is a qualified candidate for Director for his expert knowledge and extensive business experience in the area.				
8	Toshiaki Mukai (October 19, 1946) External Director	Apr. 1969	Joined The Kansai Electric Power Company, Incorporated	100 shares
		June 2001	Director	
		June 2007	Director, Executive Vice President	
		June 2012	Chairperson, Kanden Real Estate Co., Ltd. (current Kanden Realty & Development Co., Ltd.)	
		Aug. 2012	Chairperson and President	
		June 2013	Chairperson	
		May 2016	Director, Kintetsu Department Store Co., Ltd. (present position)	
		June 2018	Senior Advisor, Kanden Realty & Development Co., Ltd. (present position)	
		Important positions concurrently held Senior Advisor, Kanden Realty & Development Co., Ltd.		
Reasons for selection as a candidate for External Director Toshiaki Mukai served as Executive Vice President of The Kansai Electric Power Company, Incorporated and currently serves as Senior Advisor of Kanden Realty & Development Co., Ltd. The Company believes he is a qualified candidate for External Director because he has extensive management experience and great insight as a business person and he can provide valuable advice on the Group's management from an independent perspective.				
9	Ichizo Yoshikawa (May 20, 1946) External Director	Apr. 1970	Joined Suminoe Textile Co., Ltd.	100 shares
		Aug. 1997	Director	
		Aug. 2000	Resigned as Director Senior Operating Officer	
		Aug. 2002	Director	
		Aug. 2005	President	
		May 2016	Director, Kintetsu Department Store Co., Ltd. (present position)	
		June 2016	Chairman, Suminoe Textile Co., Ltd.	
		July 2016	Chairman and President (present position)	
		Important positions concurrently held Chairman and President, Suminoe Textile Co., Ltd.		
Reasons for selection as a candidate for External Director Ichizo Yoshikawa currently serves as Chairman and President of Suminoe Textile Co., Ltd. The Company believes he is a qualified candidate for External Director because he has extensive management experience and great insight as a business person and he can provide valuable advice on the Group's management from an independent perspective.				
10	Yasunori Ohara (July 30, 1958) Candidate for Director to be newly elected	Apr. 1982	Joined the Company	1,800 shares
		May 2011	General Manager, Ikoma Store	
		May 2014	Executive Officer, Kintetsu Department Store Co., Ltd.	
		May 2018	Managing Executive Officer (present position) General Manager, Wakayama Store, Department Store Division (present position)	
Reasons for selection as a candidate for Director Yasunori Ohara has served mainly in the marketing area and currently serves as General Manager of Wakayama Store, Department Store Division. The Company believes he is a qualified candidate for Director for his expert knowledge and extensive business experience in the area.				

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
11	Katsuhiro Nakagawa (November 13, 1959) Candidate for Director to be newly elected	Apr. 1982 Joined the Company Oct. 2010 General Manager, Momoyama Store May 2015 Executive Officer May 2018 Managing Executive Officer (present position) General Manager, Uehommachi Store, Department Store Division (present position)	1,100 shares
	Reasons for selection as a candidate for Director Katsuhiro Nakagawa has served mainly in the marketing area and currently serves as General Manager of Uehommachi Store, Department Store Division. The Company believes he is a qualified candidate for Director for his expert knowledge and extensive business experience in the area.		

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Toshiaki Mukai and Ichizo Yoshikawa are candidates for External Director. Both are currently External Directors of the Company, and their tenure will have been three years at the conclusion of this meeting.
 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act and Article 27 of the Articles of Incorporation of the Company, the Company has entered into a contract with each of Toshiaki Mukai and Ichizo Yoshikawa to limit their liabilities for damages under Article 423, paragraph 1 of the same Act. In accordance with the contracts, the limit of liability shall be equivalent to the amount determined under laws and regulations. When the reappointment of each person is approved, the Company plans to extend the liability limitation contract with each of them.
 4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Toshiaki Mukai and Ichizo Yoshikawa have been appointed as independent officers.
 5. Suminoe Textile Co., Ltd., where Ichizo Yoshikawa serves as Chairman and President, amended the Annual Securities Report for the previous year in October 2016 due to inappropriate accounting processing in its subsidiary in the United States.
 6. Positions and responsibilities of Tetsuya Kobayashi as a person executing business in Kintetsu Group Holdings Co., Ltd. and its subsidiaries in the past five years and at present are as described in "Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company."