

Securities code: 2659

May 10, 2019

To our shareholders:

Tessei Uechi  
President, Chief Executive Officer  
**SAN-A CO., LTD.**  
7-2-10, Oyama, Ginowan-City, Okinawa

## **Notice of the 49th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 49th Ordinary General Meeting of Shareholders of SAN-A CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing. Please indicate your approval or disapproval for each proposal on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it to us to arrive no later than Monday, May 27, 2019, at 6:00 p.m. (JST).

- 1. Date and Time:** Tuesday, May 28, 2019, at 10:00 a.m. (JST)  
(Doors open at 9:00 a.m.)
- 2. Venue:** Large Banquet Hall “Hagoromo,” 2nd floor, Laguna Garden Hotel  
4-1-1, Mashiki, Ginowan-City, Okinawa

**3. Purpose of the Meeting:**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 49th fiscal year (from March 1, 2018 to February 28, 2019), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 49th fiscal year (from March 1, 2018 to February 28, 2019)

**Matters to be resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

- When you attend the Meeting, you are kindly requested to present the enclosed voting form at the reception. We would appreciate it if you could arrive at the meeting venue a little early as the reception will be extremely crowded immediately before the opening of the Meeting.
- Of the attached documents to this Notice, the “Notes to the Consolidated Financial Statements” and the “Notes to the Non-consolidated Financial Statements” are posted via the Internet on the Company’s website (<https://www.san-a.co.jp/>) pursuant to the provisions of laws and regulations and Article 14 of the Company’s Articles of Incorporation. Accordingly, they are not provided in the attached documents to this Notice.

Also, the Consolidated Financial Statements and Non-consolidated Financial Statements, which were audited by the Audit and Supervisory Committee when preparing the audit report and by the Financial Auditor when preparing the financial audit report, contain not only the information provided in the attached documents to this Notice, but also the matters that require disclosure in the “Notes to the Consolidated Financial Statements” and the “Notes to the Non-consolidated Financial Statements.”

- If any changes are made to the attached documents to this Notice (the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements) or to the Reference Documents for the General Meeting of Shareholders, such changes will be posted on the Company’s website (<https://www.san-a.co.jp/>).

(The above-mentioned information is only available in Japanese.)

# Reference Documents for the General Meeting of Shareholders

## Proposal No. 1: Appropriation of Surplus

The Company recognizes the appropriate return of profit to shareholders as an important management priority. The Company's basic policy is to provide a stable return of profit, in accordance with the economic conditions, industry trends, progress of business performance and other factors, while taking into account the enhancement of profitability of the Company's business and its financial standing over the medium to long term. Based on such policy, and in consideration of the future business development and other factors, the Company proposes the payment of year-end dividends and other appropriation of surplus as follows:

### 1. Matters regarding the year-end dividends

#### (1) Type of dividend property

To be paid in cash.

#### (2) Allotment of dividend property and total amount thereof

The Company proposes a dividend of ¥52 per common share of the Company.

The total amount of dividends will be ¥1,662,096,644.

#### (3) Effective date of dividends of surplus

May 29, 2019

### 2. Matters regarding the other appropriation of surplus

#### (1) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥7,800,000,000

#### (2) Item of surplus to be increased and amount of increase

General reserve: ¥7,800,000,000

**Proposal No. 2:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. Therefore, the Company proposes the election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members). Also, the Audit and Supervisory Committee has expressed the opinion that, in regard to this proposal, there are no matters that need to be stated at the General Meeting of Shareholders.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) 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	Joji Orita (Oct. 14, 1948)	June 1983      Joined the Company Jan. 1984      Director, Manager of President Office Feb. 1987      Senior Managing Director Aug. 1994      Vice President and Director Feb. 1995      Chairman, Chief Executive Officer (current position) (Significant Concurrent Positions Outside the Company) Vice President, Nihon Ryutsu Sangyo Co., Ltd.	2,033,240 shares
Reelection	[Reasons for nomination as candidate for Director] Joji Orita has been involved in the Company's management for many years and possesses abundant experience and extensive knowledge gained as a corporate manager, which has included serving as the Chairman and Chief Executive Officer of the Company since February 1995. Accordingly, the Company has once again nominated him as a candidate for Director.		
2	Tessei Uechi (Dec. 30, 1949)	Dec. 1970      Joined the Company June 1977      General Manager in charge of Clothing Dept Apr. 1978      Director, General Manager of Clothing Dept May 1984      Director, General Manager of Foodstuffs & Groceries Dept Feb. 1987      Executive Director May 1992      Senior Managing Director May 1994      Vice President and Director Feb. 1995      President, Chief Executive Officer (current position) (Significant Concurrent Positions Outside the Company) President, Chief Executive Officer, SAN-A Urasoe West Coast Development Co., Ltd.	228,404 shares
Reelection	[Reasons for nomination as candidate for Director] Tessei Uechi has been involved in the Company's management for many years and possesses abundant experience and extensive knowledge gained as a corporate manager, which has included serving as the President and Chief Executive Officer of the Company, since February 1995, and concurrently serving as the Chief Executive Officer of a Group subsidiary. Accordingly, the Company has once again nominated him as a candidate for Director.		

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  <u>Reelection</u>	Atsushi Nakanishi (Dec. 14, 1960)	Mar. 1989	Joined the Company	74,728 shares
		Oct. 1992	General Manager of Restaurant Dept	
		May 1993	Executive Director	
		Feb. 1995	Senior Managing Director	
		Aug. 2004	Senior Managing Director in charge of marketing	
		May 2013	Senior Managing Director in charge of marketing (excluding Electrical Appliance Dept and Market Planning Dept)	
		Feb. 2014	Senior Managing Director in charge of marketing (Foodstuffs & Groceries Dept, Restaurant Dept, Development Dept, Food Processing Center and Quality Control Office) (current position)	
[Reasons for nomination as candidate for Director] Atsushi Nakanishi has served as a Director of the Company, mainly in charge of marketing, since May 1993 and possesses abundant experience and extensive knowledge regarding the areas of marketing, product planning, and store development. Accordingly, the Company has once again nominated him as a candidate for Director.				
4  <u>Reelection</u>	Yasuhiro Imanaka (May 4, 1964)	Apr. 1989	Joined the Company	76,634 shares
		June 1993	General Manager of Human Resource Dept	
		Feb. 1995	Director, General Manager of Human Resource Dept	
		Sept. 1997	Director, General Manager of Human Resource Dept and General Affair Dept	
		Apr. 1999	Director, General Manager of Human Resource Dept	
		Mar. 2004	Director	
		Mar. 2009	Director, General Manager of General Affair Dept	
		May 2009	Director, General Manager of General Affair Dept (in charge of risk management)	
		May 2013	Executive Director (in charge of management, compliance and risk management) (current position)	
[Reasons for nomination as candidate for Director] Yasuhiro Imanaka has served as a Director of the Company, mainly in charge of management, since February 1995 and possesses abundant experience and extensive knowledge regarding all aspects of management. Accordingly, the Company has once again nominated him as a candidate for Director.				

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  <u>Reelection</u>	Kentaro Arashiro (Nov. 15, 1968)	Apr. 1992	Joined the Company	12,100 shares
		Dec. 1995	General Manager of Electrical Appliance Dept	
		May 2007	Director, General Manager of Electrical Appliance Dept	
		Sept. 2012	Director, General Manager of Electrical Appliance Dept and General Manager of Sales Promotion Planning Dept	
		May 2013	Executive Director (in charge of electrical appliance and sales promotion planning)	
		Feb. 2014	Executive Director in charge of marketing (in charge of Clothing Dept, Drugs Dept, Electrical Appliance Dept, Market Planning Dept and Internet Sales Dept) (current position)	
	[Reasons for nomination as candidate for Director] Kentaro Arashiro has served as a Director of the Company, mainly in charge of marketing, since May 2007 and possesses abundant experience and extensive knowledge regarding the areas of marketing, product planning, and market planning. Accordingly, the Company has once again nominated him as a candidate for Director.			
6  <u>Reelection</u>	Masahito Tasaki (Mar. 7, 1963)	Apr. 1989	Joined the Company	21,300 shares
		Aug. 2007	General Manager of Foodstuffs & Groceries Dept	
		May 2011	Director, General Manager of Foodstuffs & Groceries Dept (current position)	
	[Reasons for nomination as candidate for Director] Masahito Tasaki has served as a Director and the General Manager of Foodstuffs & Groceries Dept of the Company since May 2011 and possesses abundant experience and extensive knowledge regarding the areas of marketing and product planning. Accordingly, the Company has once again nominated him as a candidate for Director.			

(Note) There is no special interest between each candidate and the Company.

**Proposal No. 3: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members**

At the conclusion of this meeting, the terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire. Therefore, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members. In addition, prior consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members 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  <u>Reelection</u>	Akiyoshi Moromi (Oct. 3, 1961)	Apr. 1983      Joined the Company Apr. 1992      General Manager of Accounting Dept May 1993      Senior Managing Director Mar. 2004      Senior Managing Director (in charge of management) Feb. 2007      Senior Managing Director (in charge of management and risk) May 2008      Senior Managing Director (in charge of management and compliance) May 2013      Senior General Manager of Management Div May 2016      Senior Corporate Auditor May 2017      Director [Senior Audit and Supervisory Committee Member] (current position)	126,948 shares
[Reasons for nomination as candidate for Director who is Audit and Supervisory Committee Member] Akiyoshi Moromi has been involved in the Company's accounting and finance for many years and possesses considerable knowledge regarding finance and accounting. Accordingly, the Company has once again nominated him as a candidate for Director who is Audit and Supervisory Committee Member.			
2  <u>Reelection</u>	Seiko Nozaki (Feb. 25, 1974)	Oct. 2002      Registered at Daini Tokyo Bar Association Oct. 2002      Joined Mori Hamada & Matsumoto Aug. 2006      Registered at Okinawa Bar Association Sept. 2006      Joined Miyazaki Law Office (current NAHA SOGO Legal Professional Corporation) Jan. 2013      Established Umuyasu Law Office (current Umuyasu Law and Accounting Office) Representative Partner (current position) May 2015      Outside Director of the Company May 2017      Outside Director of the Company [Audit and Supervisory Committee Member] (current position)	– shares
[Reasons for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member] Although Seiko Nozaki has not been involved in past corporate management, she has qualifications as an attorney at law and possesses considerable knowledge to judge appropriateness of corporate activities from the legal perspective. Accordingly, the Company has once again nominated her as a candidate for Outside Director who is Audit and Supervisory Committee Member.			

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  Reelection	Tomotsune Onaga (Feb. 25, 1967)	Oct. 1996      Joined Miyakuni CPA Office June 1998      Joined Naha Office of Tohmatsu & Co. Apr. 2003      Registered as a certified public accountant at the Japanese Institute of Certified Public Accountants July 2003      Joined Shiroma CPA Office July 2004      Registered as a certified tax accountant at Okinawa Certified Public Tax Accountants Association Jan. 2006      Established ONAGA KAIKEI OFFICE Representative Partner (current position) May 2017      Outside Director of the Company [Audit and Supervisory Committee Member] (current position)	– shares
[Reasons for nomination as candidate for Outside Director who is Audit and Supervisory Committee Member] Although Tomotsune Onaga has not been involved in past corporate management, he has considerable knowledge regarding finance and accounting as a certified public accountant and tax accountant. Accordingly, the Company has once again nominated him as a candidate for Outside Director who is Audit and Supervisory Committee Member.			

- (Notes)
1. There is no special interest between each candidate and the Company.
  2. Seiko Nozaki and Tomotsune Onaga are currently Outside Directors of the Company who are Audit and Supervisory Committee Members. At the conclusion of this meeting, their terms of office as Outside Directors who are Audit and Supervisory Committee Members will have been two years.
  3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Seiko Nozaki and Tomotsune Onaga limiting their liabilities for damages under Article 423, Paragraph 1 of the Companies Act. According to the agreements, the limit of liabilities for damages shall be the minimum liability amount stipulated by laws and regulations. If their reelections are approved, the Company intends to continue the aforesaid agreements.
  4. The Company has designated Seiko Nozaki and Tomotsune Onaga as independent officers based on the provisions of the Tokyo Stock Exchange and has submitted notification of their designation to the exchange. If their reelections are approved, the Company intends to continue to designate them as independent officers.