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Securities Code: 3141

May 10, 2019

To Shareholders with Voting Rights:

Tadahisa Matsumoto
President and Representative Director
WELCIA HOLDINGS CO., LTD.
2-2-15, Sotokanda, Chiyoda-ku, Tokyo

NOTICE OF THE 11TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are cordially invited to attend the 11th Annual General Meeting of Shareholders of WELCIA HOLDINGS CO., LTD. (the “Company”). The meeting will be held as described below.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. 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, indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and send it back to us, or vote online through our designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) by 6 p.m. (JST) on Monday, May 27, 2019.

1. Date and Time: Tuesday, May 28, 2019 at 10 a.m. (JST)

2. Place: 2-5-1, Nakacho, Urawa-ku, Saitama City, Saitama
4F Royal Crown, ROYAL PINES HOTEL URAWA

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements, and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements for the Company’s 11th Fiscal Year (March 1, 2018 - February 28, 2019)
 2. Non-consolidated Financial Statements for the Company’s 11th Fiscal Year (March 1, 2018 - February 28, 2019)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Nine (9) Directors
- Proposal 3:** Election of One (1) Corporate Auditor

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

(1) Reasons for the amendment

In line with the current status of the Group's businesses, it is proposed that purposes as provided in Article 2 of the current Articles of Incorporation be amended so as to clarify the contents of business and to prepare for the future business expansion.

(2) Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p>Article 2. (Purposes) The purposes of the Company shall be to engage in the following businesses, as well as to control and manage the business activities of the companies (including foreign companies) engaged in the following businesses and companies engaged in the businesses equivalent thereto by owning shares in such companies.</p> <p>1. - (Omitted)</p> <p>9.</p> <p>10. Distribution business of fertilizers, agrichemicals, ironware, pet supplies, medicinal products for veterinary use <u>and</u> automotive supplies;</p> <p>11. - (Omitted)</p> <p>37.</p> <p>38. Planning and development, construction, management and operation, and consulting service related to shopping centers, buildings for rent and supermarkets, department stores, restaurants, amusement arcades and other shops;</p> <p>39. - (Omitted)</p>	<p>Article 2. (Purposes) The purposes of the Company shall be to engage in the following businesses, as well as to control and manage the business activities of the companies (including foreign companies) engaged in the following businesses and companies engaged in the businesses equivalent thereto by owning shares in such companies.</p> <p>1. - (Unchanged)</p> <p>9.</p> <p>10. Distribution business of fertilizers, agrichemicals, ironware, pet supplies, medicinal products for veterinary use, automotive supplies <u>and kerosene</u>;</p> <p>11. - (Unchanged)</p> <p>37.</p> <p>38. Planning and development, construction, management and operation, and consulting service related to shopping centers, buildings for rent and supermarkets, department stores, restaurants, <u>laundrettes</u>, amusement arcades and other shops;</p> <p>39. - (Unchanged)</p>

Proposal 2: Election of Nine (9) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. In order to further strengthen the management structure, the Company would like to add one (1) more Outside Director, and therefore proposes the election of nine (9) Directors in total.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
1	Takamitsu Ikeno (September 20, 1943)	<p>April 1966 Joined Zenyaku Kogyo Co., Ltd.</p> <p>June 1971 Established Ikeno Drug Co., Ltd.</p> <p>March 2002 Joined Greencross - Coa Co., Ltd. through merger</p> <p>November 2002 Vice President and Director; General Manager, Merchandise Headquarters, Greencross - Coa Co., Ltd.</p> <p>November 2004 Vice President and Director; General Manager, Sales Headquarters, Greencross - Coa Co., Ltd.</p> <p>September 2008 Director; General Manager, Group General Affairs Headquarters, the Company</p> <p>December 2008 Director, Welcia Kanto Co., Ltd.</p> <p>January 2009 President and Representative Director, Terashima Co., Ltd.</p> <p>November 2009 Director, the Company</p> <p>September 2010 President and Representative Director, Welcia Kanto Co., Ltd. Director, Terashima Co., Ltd.</p> <p>November 2010 Vice President and Director, the Company</p> <p>September 2011 Chairman and Representative Director, Terashima Co., Ltd.</p> <p>March 2013 Chairman and Representative Director, the Company (to present) Chairman and Representative Director, Welcia Kanto Co., Ltd.</p> <p>May 2014 Chairman and Representative Director, WELCIA KAIGO SERVICE Co., Ltd.</p> <p>September 2014 Chairman and Representative Director, WELCIA YAKKYOKU Co., Ltd.</p> <p>May 2018 Chairman and Director, WELCIA YAKKYOKU Co., Ltd. Director, WELCIA KAIGO SERVICE Co., Ltd. (to present)</p> <p>March 2019 Director, WELCIA YAKKYOKU Co., Ltd. (to present)</p>	546,440
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Takamitsu Ikeno has held positions as Chairman and Representative Director and President and Representative Director of the Company and Group subsidiaries, and has a wealth of achievements and experience as a corporate manager. We nominate him as a candidate for Director because we believe that he is capable of realizing our corporate philosophy, strengthening corporate governance as well as supervising the execution of duties.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
2	Hideharu Mizuno (January 22, 1954)	<p>June 1992 Joined Suzuki Pharmacy Ltd., Director; General Manager, Sales Division</p> <p>September 1997 Director, Greencross - Coa Co., Ltd. through merger</p> <p>November 2001 Managing Director; General Manager, Sales Headquarters, Greencross - Coa Co., Ltd.</p> <p>November 2004 Managing Director; General Manager, Merchandise Headquarters, Greencross - Coa Co., Ltd.</p> <p>December 2008 Senior Managing Director; General Manager, Sales Headquarters, Greencross - Coa Co., Ltd.</p> <p>May 2009 Vice President and Director; General Manager, Sales Headquarters, Greencross - Coa Co., Ltd.</p> <p>November 2010 Director, the Company</p> <p>September 2011 President and Representative Director, Terashima Co., Ltd. Vice President and Director, Welcia Kanto Co., Ltd.</p> <p>November 2011 Director and Executive Officer; General Manager, Group Sales Planning Headquarters, the Company</p> <p>March 2013 Vice President, Director and Executive Officer; General Manager, Group Sales Planning Headquarters, the Company President and Representative Director, Welcia Kanto Co., Ltd.</p> <p>November 2013 Chairman and Representative Director, Terashima Co., Ltd. Chairman and Representative Director, Takada Yakkyoku Co., Ltd.</p> <p>May 2014 President and Representative Director, Executive Officer and Chief Operating Officer; General Manager, Group Sales Planning Headquarters, the Company</p> <p>September 2014 President and Representative Director, Executive Officer and Chief Operating Officer, the Company President and Representative Director, WELCIA YAKKYOKU Co., Ltd.</p> <p>May 2015 Director, CFS Corporation</p> <p>March 2017 Executive Officer; Chief Officer of Drugstore & Pharmacy Business, AEON CO., LTD.</p> <p>March 2019 Vice Chairman and Director, the Company (to present) Chairman and Representative Director, WELCIA YAKKYOKU Co., Ltd. (to present)</p>	72,259
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Hideharu Mizuno has considerable insight and achievements in regard to sales and merchandise departments, of which he has been mainly in charge at the Group, and has held positions of Chairman and Representative Director and President and Representative Director at Group subsidiaries. Since May 2014, he has demonstrated excellent management capability as President and Representative Director, Executive Officer and Chief Operating Officer of the Company. We nominate him as a candidate for Director because we believe that he, as Vice Chairman from March 2019, is capable of further strengthening our competitiveness by promoting the business model of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
3	Tadahisa Matsumoto (September 21, 1958)	<p>April 1983 Joined SUNDRUG CO., LTD.</p> <p>June 1991 Joined Iino Co., Ltd.</p> <p>December 2004 President and Representative Director, Iino Co., Ltd.</p> <p>March 2006 Vice President and Director; Deputy General Manager, Sales Headquarters, Welcia Kanto Co., Ltd. through merger</p> <p>March 2008 Vice President and Director; General Manager, Merchandise Headquarters, Welcia Kanto Co., Ltd.</p> <p>September 2008 Director; General Manager, Group Corporate Planning Headquarters, the Company</p> <p>November 2009 Director and Executive Officer; General Manager, Group Sales Planning Headquarters, the Company</p> <p>September 2010 President and Representative Director, Terashima Co., Ltd. Director, Welcia Kanto Co., Ltd.</p> <p>November 2011 Managing Director, the Company President and Director, Lianhua Merrylin Business (Shanghai) Co., Ltd. (currently Merrylin Business (Shanghai) Co., Ltd.)</p> <p>March 2013 Vice President and Director, the Company</p> <p>September 2014 Vice President, Director and Executive Officer; in charge of Overseas Business, the Company Vice President and Director; responsible for Sales and Merchandise Department and General Manager, Dispensing Pharmacy and Home-based Care Headquarters, WELCIA YAKKYOKU Co., Ltd.</p> <p>May 2015 Vice President and Director; General Manager, Dispensing Pharmacy and Home-based Care Headquarters, WELCIA YAKKYOKU Co., Ltd. Director, SHIMIZU YAKUHIN Co., Ltd.</p> <p>March 2016 Chairman, Merrylin Business (Shanghai) Co., Ltd.</p> <p>February 2017 Vice President and Director, WELCIA YAKKYOKU Co., Ltd.</p> <p>March 2017 Managing Director, Welcia-BHG (Singapore) Pte. Ltd.</p> <p>May 2018 Vice President and Director; responsible for Sales Supervision Headquarters and Dispensing Pharmacy Administration Headquarters, WELCIA YAKKYOKU Co., Ltd.</p> <p>March 2019 President, Representative Director, Executive Officer and Chief Operating Officer, the Company (to present) President and Representative Director, WELCIA YAKKYOKU Co., Ltd. (to present) Director, Welcia-BHG (Singapore) Pte. Ltd. (to present)</p>	21,294
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Tadahisa Matsumoto has extensive business experience related to sales, dispensing pharmacy sales, merchandise departments and corporate planning as well as overseas operations in China and Singapore in the Group. We nominate him as a candidate for Director because we believe that he is capable of further strengthening our competitiveness by refining the business model of the Company, and of promoting diversified and flexible business management.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
4	Norimasa Sato (June 27, 1957)	<p>October 1984 Joined ASCII Corporation</p> <p>January 2000 Joined Greencross - Coa Co., Ltd.</p> <p>November 2000 Director; General Manager, Accounting Division, Greencross - Coa Co., Ltd.</p> <p>November 2004 Director; General Manager, Finance and Accounting Headquarters, Greencross - Coa Co., Ltd.</p> <p>September 2008 Director; General Manager, Group Finance and Accounting Headquarters and Group Public Relations/IR Headquarters, the Company</p> <p>November 2009 Director and Executive Officer; General Manager, Group Finance and Accounting Headquarters and Group Corporate Planning Headquarters, the Company</p> <p>November 2010 Director, Welcia Kanto Co., Ltd.</p> <p>November 2010 Managing Director and Executive Officer; General Manager, Group Management Administration Headquarters, the Company</p> <p>November 2011 Corporate Auditor, Lianhua Merrylin Business (Shanghai) Co., Ltd. (currently Merrylin Business (Shanghai) Co., Ltd.)</p> <p>November 2013 Senior Managing Director and Executive Officer; General Manager, Group Management Administration Headquarters, the Company</p> <p>September 2014 Senior Managing Director, Executive Officer and Chief Financial Officer, the Company (to present)</p> <p>Senior Managing Director; responsible for Administration Department, WELCIA YAKKYOKU Co., Ltd.</p> <p>May 2015 Senior Managing Director, WELCIA YAKKYOKU Co., Ltd.</p> <p>December 2015 Senior Managing Director; General Manager, Personnel Headquarters, WELCIA YAKKYOKU Co., Ltd.</p> <p>March 2019 Senior Managing Director; in charge of Finance and Accounting/Corporate Planning, WELCIA YAKKYOKU Co., Ltd. (to present)</p>	19,875
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Norimasa Sato had been in charge of corporate planning and finance and accounting departments of the Company, and since September 2014, has been supervising the finance and corporate strategies of the entire Group as Chief Financial Officer, accumulating a wealth of experience and achievements. We nominate him as a candidate for Director because we believe that he is capable of realizing the corporate strategies of the entire Group as well as supervising business departments.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
5	Juichi Nakamura (May 15, 1955)	<p>April 1980 Joined Nomura Securities Co., Ltd.</p> <p>January 2005 Joined Keiozu Co., Ltd.</p> <p>August 2006 Senior Managing Director, JPBM Securites Co., Ltd.</p> <p>July 2008 Joined Welcia Kanto Co., Ltd.</p> <p>November 2009 Executive Officer; General Manager, IR/Public Relations Division, Group Corporate Planning Headquarters and General Manager, Internal Control Promotion Division, and in charge of Secretariat and Liaison Operations, the Company</p> <p>September 2014 Executive Officer; General Manager, IR/Planning Division and General Manager, General Affairs Division, the Company</p> <p>Director and Executive Officer; General Manager, Personnel & General Affairs Headquarters, WELCIA YAKKYOKU Co., Ltd.</p> <p>November 2014 Director and Executive Officer; General Manager, IR/Planning Division and General Manager, General Affairs Division, the Company</p> <p>December 2015 Director and Executive Officer; in charge of IR Division, Public Relations Division, Planning Division and General Affairs Division, the Company</p> <p>Director and Executive Officer; General Manager, General Affairs Headquarters and Deputy General Manager, Personnel Headquarters, WELCIA YAKKYOKU Co., Ltd.</p> <p>May 2016 Managing Director and Executive Officer; in charge of IR Division, Public Relations Division, Planning Division and General Affairs Division, the Company</p> <p>March 2017 Managing Director and Executive Officer; in charge of IR Division, Public Relations Division, Corporate Planning Division, General Affairs Division and Legal Division, the Company</p> <p>May 2017 Director, SHIMIZU YAKUHIN Co., Ltd. (to present)</p> <p>March 2018 Managing Director and Executive Officer; in charge of IR/Public Relations Division, Corporate Planning Division, General Affairs Division and Legal Division, the Company</p> <p>Managing Director; General Manager, Training Headquarters and Deputy General Manager, General Affairs Headquarters and Deputy General Manager, Personnel Headquarters, WELCIA YAKKYOKU Co., Ltd.</p> <p>March 2019 Managing Director and Executive Officer; in charge of IR/Public Relations Division, Corporate Planning Division, Operations Division and Legal Division, the Company (to present)</p> <p>Managing Director; in charge of Administration and General Manager, Training Headquarters, WELCIA YAKKYOKU Co., Ltd. (to present)</p>	4,277
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Juichi Nakamura had been in charge of IR, corporate planning and general affairs departments at the Company and has a wealth of experience and achievements in the areas of internal control and corporate governance, including risk and compliance management. We nominate him as a candidate for Director because we believe that he is capable of strengthening corporate governance of the entire Group as well as supervising business departments.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
6	Takashi Abe (September 21, 1960)	<p>April 1983 Joined Ikeno Drug Co., Ltd.</p> <p>March 2000 Director, Ikeno Drug Co., Ltd.</p> <p>March 2002 Joined Greencross - Coa Co., Ltd. through merger General Manager, Merchandise Division</p> <p>January 2005 General Manager, Sales Division, Greencross - Coa Co., Ltd.</p> <p>October 2008 Executive Officer; General Manager, Sales Promotion Office, Greencross - Coa Co., Ltd.</p> <p>September 2011 General Manager, Sales Planning Division, the Company</p> <p>September 2014 Director; General Manager, Logistics/Information System Headquarters, WELCIA YAKKYOKU Co., Ltd.</p> <p>September 2017 Director; General Manager, Information System Headquarters, WELCIA YAKKYOKU Co., Ltd. (to present)</p> <p>May 2018 Director and Executive Officer in charge of IT, Group Operational Reform, the Company (to present)</p>	1,119
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Takashi Abe has been in charge of information systems and logistics departments of the Group, and has a wealth of experience and achievements. We nominate him as a candidate for Director because we believe that he is capable of pursuing improvement of management efficiency of the entire Group by promoting the establishment of its information systems and logistics systems.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
7	Motoya Okada (June 17, 1951)	<p>March 1979 Joined JUSCO Co., Ltd. (currently AEON CO., LTD.)</p> <p>May 1990 Director, JUSCO Co., Ltd.</p> <p>February 1992 Managing Director, JUSCO Co., Ltd.</p> <p>May 1995 Senior Managing Director, JUSCO Co., Ltd.</p> <p>June 1997 President and Representative Director, JUSCO Co., Ltd.</p> <p>May 2002 Director and Advisor, AEON MALL Co., Ltd. (to present)</p> <p>May 2003 Director, President and Representative Executive Officer, AEON CO., LTD.</p> <p>November 2005 Outside Director and Advisor, TSURUHA HOLDINGS INC. (to present)</p> <p>March 2012 Director, President and Representative Executive Officer and Group CEO, AEON CO., LTD. (to present)</p> <p>August 2014 Outside Director, KUSURI NO AOKI CO., LTD.</p> <p>November 2014 Director, the Company (to present)</p> <p>March 2015 Director and Advisor, United Super Markets Holdings Inc. (to present)</p> <p>November 2016 Outside Director, KUSURI NO AOKI HOLDINGS CO., LTD. (to present)</p>	—
<p>(Reasons for selecting the candidate for Director)</p> <p>Mr. Motoya Okada has been in charge of managing the entire AEON Group as Director, President and Representative Executive Officer and Group CEO of AEON CO., LTD., the parent company of the Company, and has a wealth of experience and achievements. We nominate him as a candidate for Director because we believe that he is capable of increasing the competitiveness of the Company by capitalizing on the know-how and infrastructure of the AEON Group, as well as supervising the execution of duties.</p>			

No.	Name (Date of birth)	Career summary, positions, assignments and significant concurrent positions	Number of shares of the Company held
8	Yukari Narita (October 24, 1964)	<p>November 1990 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)</p> <p>February 2001 President, Yukari Narita Certified Public Accountant Firm (to present)</p> <p>February 2004 President, Yukari Narita Yukari Tax Accountant Firm</p> <p>May 2010 Professor, Graduate School of Economics and Management, Tohoku University (to present)</p> <p>November 2013 Outside Director, Cyber Solutions Inc. (to present)</p> <p>May 2015 Outside Director, the Company (to present)</p> <p>July 2015 Representative Partner, PG Tax Accountants Corporation</p> <p>January 2019 Joined Asahi Sendai Tax Corporation (to present)</p>	—
<p>(Reason for nomination as candidate for Outside Director)</p> <p>Ms. Yukari Narita has extensive knowledge and experience as a professor of a university's graduate school, expertise and insight as a certified public accountant and a tax accountant as well as a perspective of women invaluable for the business decision making of the Company. Ms. Narita has served as Director of the Company since May 2015. We nominate her as a candidate for Outside Director because we believe that the function of the Board of Directors will be strengthened with her continued supervision of the execution of duties from an independent standpoint.</p>			
9 *	Tomoko Nakai (November 17, 1972)	<p>April 1997 Joined the Legal Training and Research Institute of Japan</p> <p>April 1999 Completed training at the Legal Training and Research Institute of Japan</p> <p> Joined Kazuo Kitamura Law Office</p> <p>November 2002 Joined Makoto Nakamachi Law Office</p> <p> Member, the Management Lawyers Council (to present)</p> <p>January 2012 Partner, Makoto Nakamachi Law Office (to present)</p> <p>November 2014 Adjunct Teacher, Keio University Law School (to present)</p> <p>April 2016 Adjunct Associate Professor, School of Law, the University of Tokyo Graduate Schools of Law and Politics</p>	—
<p>(Reason for nomination as candidate for Outside Director)</p> <p>Ms. Tomoko Nakai has expertise and insight as an attorney in the judicial world as well as a perspective of women invaluable for increasing the corporate value of the Company. We nominate her as a candidate for Outside Director because we believe that she will enhance the effectiveness of the decision-making function and the supervisory function of the Board of Directors as an expert in law from an independent standpoint.</p>			

1. There are no special interests between the candidates for Directors and the Company.
2. The asterisk (*) indicates a new candidate for Director.
3. Ms. Yukari Narita and Ms. Tomoko Nakai are candidates for Outside Director.
4. The Company has determined that Ms. Yukari Narita and Ms. Tomoko Nakai satisfy the standards for independent director/auditor stipulated by the Tokyo Stock Exchange.
5. The terms of office of Ms. Yukari Narita as Outside Director of the Company will be four (4) years at the conclusion of this General Meeting of Shareholders.
6. The Company stipulates in its Articles of Incorporation (Article 29) that it may enter into an agreement with Directors (except for Executive Directors, etc.) to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, if the applicable requirements set forth in laws and regulations are satisfied. The limit of liability under the above agreement is the amount stipulated by laws and regulations. If the reappointment of Ms. Yukari Narita is approved, the Company intends to enter into such liability limitation agreement with her. If the appointment of Ms. Tomoko Nakai is approved, the Company intends to enter into such liability limitation agreement with her.

Proposal 3: Election of One (1) Corporate Auditor

The terms of office of Corporate Auditor, Ms. Atsuko Sugiyama, will expire at the conclusion of this General Meeting of Shareholders, as she has been elected as a substitute of her predecessor to fill the unexpired term. The Company therefore proposes the appointment of one (1) Corporate Auditor.

The consent of the Board of Corporate Auditors has been obtained with regard to the submission of this proposal to the General Meeting of Shareholders.

The candidate for Corporate Auditor is as follows.

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Atsuko Sugiyama (Current surname: Matsumoto) (July 5, 1974)	October 1999 Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC) April 2003 Registered as a certified public accountant September 2016 Vice President, Masaaki Sugiyama CPA Office (to present) Vice President, Masaaki Sugiyama Tax Accountant Office (to present) May 2017 Outside Corporate Auditor, the Company (to present)	—
(Reasons for selecting the candidate for Outside Corporate Auditor) Ms. Atsuko Sugiyama has expertise and insight as a certified public accountant and tax accountant. We nominate her as a candidate for Outside Corporate Auditor because we believe that the function of the Board of Directors will be strengthened with her supervision of the execution of duties from an independent standpoint, and her opinions invaluable for promotion of diversity including promotion of women's active participation in the Company.		

Notes:

1. The terms of office of Ms. Atsuko Sugiyama as Outside Corporate Auditor of the Company will be two (2) years at the conclusion of this General Meeting of Shareholders.
2. There are no special interests between the candidate for Corporate Auditor and the Company.
3. Ms. Atsuko Sugiyama is a candidate for Outside Corporate Auditor.
4. Ms. Atsuko Sugiyama is neither a spouse, a relative within the third degree of kinship of an executive or officer of the Company's parent company, etc., the Company, or a specified associated service provider of the Company, nor a person equivalent to any of the foregoing. The Company intends to designate her as an independent director/auditor as stipulated by the rules of the Tokyo Stock Exchange and register her as such with the Exchange.
5. The Company stipulates in its Articles of Incorporation (Article 37) that it may enter into an agreement with Corporate Auditors to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, if the applicable requirements set forth in laws and regulations are satisfied. The limit of liability under the above agreement is the amount stipulated by laws and regulations. If the reelection of Ms. Atsuko Sugiyama is approved, the Company intends to enter into such liability limitation agreement with her.