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(Securities Code: 8919)
June 10, 2019

To our shareholders:

Katsutoshi Arai,
President and CEO
KATITAS Co., Ltd.
4-2 Mihara-cho, Kiryu-shi, Gunma

Notice of the 41st Ordinary General Meeting of Shareholders

You are cordially invited to attend the 41st Ordinary General Meeting of Shareholders of KATITAS Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed voting rights exercise form, and return it so that it arrives by no later than 6:00 p.m. on Monday, June 24, 2019, Japan Standard Time.

1. **Date and Time:** Tuesday, June 25, 2019, at 10:00 a.m. (JST)
2. **Place:** ARCADIA ICHIGAYA (SHIGAKU KAIKAN) Sixth Floor “Aso”
4-2-25 Kudan-kita, Chiyoda-ku, Tokyo

3. **Purpose of the Meeting:**

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Board, for the 41st fiscal year (from April 1, 2018 to March 31, 2019)
2. The Non-consolidated Financial Statements for the 41st fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

Proposal No. 1: Election of Nine Directors

Proposal No. 2: Election of One Audit and Supervisory Board Member

Proposal No. 3: Election of Two Substitute Audit and Supervisory Board Members

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- When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk.
 - Disclosure on the Internet
Should the case where revisions are necessary arise to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, the revised versions will be posted on the Company’s website.

The Company’s website <http://katitas.jp>

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Election of Nine Directors

The terms of office of all eight currently serving Directors will expire at the conclusion of this General Meeting of Shareholders.

In that regard, the Company proposes the election of nine Directors, increasing the number of Directors by one in order to strengthen the management structure.

The candidates for Director are as follows:

(Values provided for number of shares are current as of March 31, 2019)

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	Katsutoshi Arai (December 2, 1968)	<p>Apr. 1993 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Sept. 1997 Secretary for the office of Motohisa Furukawa, a member of the House of Representatives, Japan</p> <p>Feb. 1999 Joined Bain & Company Japan, Inc.</p> <p>Aug. 2004 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)</p> <p>June 2012 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) President and CEO (current position)</p> <p>Mar. 2016 Representative Director and Chairman, REPRICE Co., Ltd.</p> <p>Mar. 2017 Representative Director and President, REPRICE Co., Ltd. (current position)</p>	244,560 shares
2	Shinichi Onizawa (September 8, 1959)	<p>Sept. 1979 Joined SERAMI Ltd.</p> <p>Apr. 1983 Established the Japanese candy store, Ah-Chan</p> <p>Sept. 2000 Joined Daito Trust Construction Co., Ltd.</p> <p>June 2001 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD)</p> <p>Jan. 2007 General Manager of Sales Planning Department 2</p> <p>Sept. 2009 Director, General Manager of Sales Headquarters</p> <p>July 2010 Director, General Manager of Sales Headquarters 1</p> <p>Jan. 2011 Director, General Manager of Sales Promotion Headquarters and General Manager of Sales Department 1</p> <p>Apr. 2012 Director, General Manager of Sales Headquarters</p> <p>Apr. 2017 Director, General Manager of Sales Headquarters and General Manager of Urban Sales Department</p> <p>Apr. 2019 Director, General Manager of Sales Headquarters (current position)</p>	130,020 shares

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	Kazuhito Yokota (October 29, 1967)	<p>Apr. 1988 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)</p> <p>Oct. 2006 Representative Director and Vice President, CAREER DESIGN CENTER CO., LTD.</p> <p>Aug. 2012 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) General Manager of Administration Headquarters</p> <p>Mar. 2016 Director, REPRICE Co., Ltd. (current position)</p> <p>June 2017 Director, General Manager of Administration Headquarters and General Manager of General Affairs Department, the Company (current position)</p>	136,620 shares
4	*Harutoshi Oe (August 31, 1968)	<p>Apr. 1992 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)</p> <p>Jan. 2013 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) General Manager of Marketing Office</p> <p>Apr. 2019 General Manager of Marketing Office and General Manager of New Business Development Office (current position)</p>	80,120 shares
5	Takayuki Ushijima (January 30, 1984)	<p>Apr. 2008 Joined Y-CUBE Co., Ltd.</p> <p>May 2009 Joined LIKE Co., Ltd. (currently REPRICE Co., Ltd.)</p> <p>Aug. 2014 Director, General Manager of Sales Department</p> <p>Apr. 2017 Director, Vice President and General Manager of Sales Planning Department</p> <p>June 2017 Director, the Company (current position)</p> <p>Apr. 2019 Director, Vice President and General Manager of Sales Department, REPRICE Co., Ltd. (current position)</p>	28,600 shares

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
6	Shinichiro Kita (June 8, 1970)	<p>Apr. 1993 Joined Bain & Company Japan, Inc.</p> <p>Sept. 2003 Joined Advantage Partners Inc.</p> <p>Nov. 2003 Audit and Supervisory Board Member, Seidensha Co., Ltd.</p> <p>May 2004 Director, ACTUS CO., LTD.</p> <p>Mar. 2006 Director, KEYPORT SOLUTIONS, INC.</p> <p>June 2006 Director, MEI CONLUX HOLDINGS CO., LTD. Director, United Communities Co. Ltd.</p> <p>Mar. 2010 Director, Interac Co., Ltd.</p> <p>Apr. 2012 Outside Director, the Company (current position)</p> <p>Sept. 2012 Director, ESG Holdings Limited</p> <p>Dec. 2013 Director, UNITED CINEMAS CO., LTD.</p> <p>Mar. 2015 Director, Hukuba Dental Co. Ltd. (currently IONIC Corporation) (current position)</p> <p>Apr. 2015 Senior Partner, Advantage Partners Inc. (current position) Director, SBI Life Living Co., Ltd. (currently Wavedash Co., Ltd.) (current position)</p> <p>Oct. 2015 Director, Japan Popcorn Co., Ltd. (current position)</p> <p>Nov. 2015 Director, Kyosei Co., Ltd. (current position)</p> <p>Feb. 2016 Director, ICHIBOSHI Co., Ltd. (current position)</p> <p>July 2016 Director, MP Kitchen Co., Ltd. (current position) Director, Net Protections, Inc. (current position)</p> <p>May 2017 Director, YARUKI Switch Group Holdings (current position)</p> <p>Mar. 2019 Director, Material Group Inc. (current position)</p>	– shares

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	Toshiyuki Shirai (December 21, 1955)	<p>Apr. 1979 Joined NITORI Co., Ltd. (currently Nitori Holdings Co., Ltd.)</p> <p>May 2001 Director</p> <p>May 2004 Managing Director</p> <p>May 2008 Senior Managing Director</p> <p>May 2010 Director and Senior Managing Executive Officer</p> <p>Aug. 2010 Director, NITORI Co., Ltd. Director, Home Logistics Co., Ltd.</p> <p>Dec. 2010 Director and General Manager of Products Unit, NITORI Co., Ltd.</p> <p>May 2012 Director, NITORI USA, Inc.</p> <p>May 2014 Representative Director and Vice-President, Nitori Holdings Co., Ltd. Representative Director and Chief Executive Officer, NITORI Co., Ltd. (current position) Representative Director and Chief Executive Officer, Home Logistics Co., Ltd. Representative Director and Chief Executive Officer, NITORI Facility Co., Ltd. (current position)</p> <p>Mar. 2015 Representative Director and Chief Executive Officer, NITORI Public Co., Ltd.</p> <p>May 2015 Representative Director and Chairman, Home Logistics Co., Ltd. (current position)</p> <p>Feb. 2016 Representative Director and Chief Executive Officer, Nitori Holdings Co., Ltd. (current position)</p> <p>Mar. 2017 Representative Director and Chairperson, Nitori Public Co., Ltd. (current position) Chairperson, NITORI (CHINA) HOLDING Co., Ltd. (current position) Representative Director and Chairman, HOME • DECO CO.,LTD. (current position)</p> <p>Apr. 2017 Chairperson, NITORI (TAICANG) TRADING & LOGISTICS CO., Ltd. (current position)</p> <p>May 2017 Outside Director, the Company (current position)</p>	– shares

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
8	Seiichi Kumagai (February 4, 1952)	Apr. 1974 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation) Jan. 1995 Joined Japan Management Consultants Association Apr. 2001 Director-General, Secretariat and Director Jan. 2002 Outside Audit and Supervisory Board Member, the Company Aug. 2005 External Auditor, Ascot Corp. Apr. 2006 Senior Managing Director, Japan Management Consultants Association Councilor, General Foundation of Yume-Challenge (current position) July 2006 Audit and Supervisory Board Member, Yutori Servicer Co., Ltd. Apr. 2010 Outside Director, the Company (current position) Apr. 2013 Head of Management Institute, Japan Management Consultants Association May 2013 Outside Director, Oginoya Co., Ltd. (current position) Mar. 2017 Outside Director, Helix Japan Corporation (current position) Dec. 2017 Corporate Advisor, ASCOT Corp. Apr. 2018 Outside Director, Vesper Corporation (current position) Oct. 2018 Outside Director, Sakura Management, Inc. (current position) Nov. 2018 Representative Director and President, NPC, INC. (current position)	– shares
9	*Hideaki Tsukuda (January 20, 1964)	Apr. 1986 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) Jan. 1999 Joined McLagan Partners Asia, Inc. Aug. 2000 Joined Egon Zehnder Co., Ltd. Jan. 2006 Partner Nov. 2010 Representative Director and President Jan. 2015 Member of Global Management Committee Sep. 2018 Executive Managing Director and Chief Operating Officer (part-time), Japan Investment Corporation Nov. 2018 Representative Director and President, Board Advisors Japan, Inc. (current position)	– shares

Notes:

- The person marked with an asterisk is a new candidate for Director.
- The Company and Nitori Holdings Co., Ltd., to which Toshiyuki Shirai belongs, have entered into a capital (holding 34.0% of the Company's total number of issued shares (35.1% held on a proportion of voting rights basis)) and business alliance agreement, and Nitori Holdings Co., Ltd. is thus a specified associated company of the Company. There is no special interest between any other candidates and the Company.
- Shinichiro Kita, Toshiyuki Shirai, Seiichi Kumagai and Hideaki Tsukuda are the candidates for Outside Director.
- Reasons for nomination as candidates for Director
 - The Company requests the election of Katsutoshi Arai as Director because he leads the Group's management as the Company's President and CEO, and fulfills appropriate roles to contribute to improving the Company's corporate value such as making decisions on important management matters and supervising business execution, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been seven years at the conclusion of this meeting.
 - The Company requests the election of Shinichi Onizawa as Director because he fulfills appropriate roles as the Director in charge of the Company's sales headquarters to contribute to improving the Company's corporate value such as making decisions on important management matters and supervising business execution, and the

- Company expects him to make further contributions in the future. His tenure as Director of the Company will have been nine years and nine months at the conclusion of this meeting.
- iii) The Company requests the election of Kazuhito Yokota as Director because he fulfills appropriate roles as the Director in charge of the Company's administration headquarters to contribute to improving the Company's corporate value such as making decisions on important management matters and supervising business execution, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been two years at the conclusion of this meeting.
 - iv) The Company requests the election of Harutoshi Oe as Director because he leads the fields of advertising and product strategy as a head of the Company's marketing division, and fulfills appropriate roles to contribute to improving the Company's corporate value such as working on development of new businesses, and the Company expects him to make further contributions in the future.
 - v) The Company requests the election of Takayuki Ushijima as Director because he leads REPRICE Co., Ltd., a Group company, as its Vice President, and fulfills appropriate roles as Director of the Company to contribute to improving the Company's corporate value such as making decisions on important management matters, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been two years at the conclusion of this meeting.
 - vi) The Company requests the election of Shinichiro Kita as Outside Director in order for him to improve the management of the Company using the knowledge and experience related to management that he has cultivated up to now as Senior Partner of Advantage Partners Inc. His tenure as Outside Director of the Company will have been seven years and two months at the conclusion of this meeting.
 - vii) The Company requests the election of Toshiyuki Shirai as Outside Director in order for him to improve the management of the Company using the abundant knowledge and experience related to management that he has cultivated up to now as Representative Director and Chief Executive Officer of Nitori Holdings Co., Ltd. His tenure as Outside Director of the Company will have been two years and one month at the conclusion of this meeting.
 - viii) The Company requests the election of Seiichi Kumagai as Outside Director in order for him to improve the management of the Company using the abundant knowledge and experience related to general management that he has as Representative Director and President of NPC, INC. His tenure as Outside Director of the Company will have been nine years and two months at the conclusion of this meeting.
 - ix) Hideaki Tsukuda has a background at MUFG Bank, Ltd., and the Company requests his election as Outside Director in order for him to improve the management of the Company using the abundant knowledge and experience related to management and finance that he has cultivated up to now as Representative Director and President of Board Advisors Japan, Inc.
5. Toshiyuki Shirai has received remuneration, etc. as an officer in the past two years from Nitori Holdings Co., Ltd., which is a specified associated company of the Company, and is going to continue receiving this remuneration, etc. in the future.
 6. The Company has designated Seiichi Kumagai as Independent Director pursuant to the stipulations of the Tokyo Stock Exchange, and has registered him as such with the exchange. If the reelection of Seiichi Kumagai is approved, the Company intends to continue to designate him as Independent Director. In addition, if Hideaki Tsukuda, a new candidate, is elected, the Company intends to designate him as Independent Director and register him as such with the Tokyo Stock Exchange.
 7. The Company has entered into limited liability agreements with Takayuki Ushijima, Shinichiro Kita, Toshiyuki Shirai and Seiichi Kumagai, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit their liability as provided for in Article 423, Paragraph 1 of the same. The maximum amount of liability based on this agreement shall be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, and if the reelection of Takayuki Ushijima, Shinichiro Kita, Toshiyuki Shirai and Seiichi Kumagai is approved, the Company plans to renew the aforementioned agreement with each of them. In addition, if Hideaki Tsukuda is elected, the Company plans to enter into the similar limited liability agreement with him.

Proposal No. 2: Election of One Audit and Supervisory Board Member

Audit and Supervisory Board Member Yoko Inoue will resign at the conclusion of this General Meeting of Shareholders, and the Company therefore proposes the new election of one Audit and Supervisory Board Member.

The election of the candidate for Audit and Supervisory Board Member Nobu Fukuda is proposed as a substitute for Audit and Supervisory Board Member Yoko Inoue, and the term of office of such candidate shall be until the close of the 43rd Ordinary General Meeting of Shareholders scheduled to be held in June 2021, when the term of office of Audit and Supervisory Board Member Yoko Inoue expires, as provided for in Article 27, Paragraph 2 of the Company's Articles of Incorporation.

Furthermore, the consent of the Audit and Supervisory Board has been obtained in regard to this proposal.

The candidate for Audit and Supervisory Board Member 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
Nobu Fukuda (March 7, 1977)	Apr. 2001 Joined Japan Airlines Co., Ltd. June 2012 Joined NITORI Co., Ltd. Oct. 2014 General Manager of Nitori Sendai Port Store, Store Operation Unit July 2015 Management Plan Promotion Office, Nitori Holdings Co., Ltd. June 2017 General Manager of Budget Control Office Sep. 2018 General Manager of Management Plan Promotion Office (current position)	– shares

Notes:

1. The Company and Nitori Holdings Co., Ltd., to which Nobu Fukuda belongs, have entered into a capital (holding 34.0% of the Company's total number of issued shares (35.1% held on a proportion of voting rights basis)) and business alliance agreement, and Nitori Holdings Co., Ltd. is thus a specified associated company of the Company.
2. Nobu Fukuda is a candidate for Outside Audit and Supervisory Board Member.
3. Nobu Fukuda has received salary, etc. as an employee in the past two years from Nitori Holdings Co., Ltd., which is a specified associated company of the Company (major business partner), and is going to continue receiving this salary, etc. in the future.
4. If the election of Nobu Fukuda is approved, the Company intends to enter into a limited liability agreement with him to limit his liability to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. Reason for nomination as a candidate for Outside Audit and Supervisory Board Member
The reason for nominating Nobu Fukuda as a candidate for Outside Audit and Supervisory Board Member is because although he does not have experience of participating directly in corporate management, he possesses specialist knowledge and experience in such fields as finance and management accounting, and the Company expects for these to be reflected in his audit of the Company as Outside Audit and Supervisory Board Member.

Proposal No. 3: Election of Two Substitute Audit and Supervisory Board Members

In order to prepare for cases where there is a shortfall in the number of Audit and Supervisory Board Members stipulated in laws and regulations, the Company proposes the election of two Substitute Audit and Supervisory Board Members in advance.

Please note that the election of candidate Noriyuki Nakanishi is proposed as a substitute for the incumbent Full-time Audit and Supervisory Board Member Toshiki Hayase, and the election of candidate Kenichiro Aoya is proposed as a substitute for Outside Audit and Supervisory Board Members.

In addition, the consent of the Audit and Supervisory Board has been obtained in regard to this proposal.

The candidates for Substitute Audit and Supervisory Board Member are as follows:

No.	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
1	Noriyuki Nakanishi (December 7, 1964)	<p>Apr. 1991 Joined Kyodo Oil Co. (currently JXTG Nippon Oil & Energy Corporation)</p> <p>June 1999 Joined Waseda Co., Ltd.</p> <p>Mar. 2003 Joined Benex Co., Ltd.</p> <p>Sept. 2008 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD)</p> <p>June 2010 Chief of General Affairs and HR Section, General Affairs Department</p> <p>June 2011 General Manager of General Affairs Department</p> <p>Nov. 2011 General Manager of Administrative Department (current position)</p>	– shares
2	Kenichiro Aoya (August 10, 1973)	<p>Apr. 1998 Joined Fuji Photo Film Co., Ltd. (currently FUJIFILM Holdings Corporation)</p> <p>Nov. 2010 Joined the Legal Training and Research Institute, Supreme Court of Japan</p> <p>Aug. 2012 Joined LIXIL Group Corporation</p> <p>May 2017 Joined Nitro Holdings Co., Ltd.</p> <p>Apr. 2018 General Manager of Legal Affairs Office</p> <p>Mar. 2019 General Manager of Legal Affairs Office and General Manager of the Internal Regulation Office (current position)</p>	– shares

Notes:

- There is no special interest between Noriyuki Nakanishi and the Company.
- The Company and Nitro Holdings Co., Ltd., to which Kenichiro Aoya belongs, have entered into a capital and business alliance agreement, and Nitro Holdings Co., Ltd. is thus a specified associated company of the Company (holding 34.0% of the Company's total number of issued shares (35.1% held on a proportion of voting rights basis)).
- Kenichiro Aoya is a candidate for Substitute Outside Audit and Supervisory Board Member.
- Kenichiro Aoya has received salary, etc. as an employee in the past two years from Nitro Holdings Co., Ltd., which is a specified associated company of the Company (major business partner), and is going to continue receiving this salary, etc. in the future.
- Reasons for nomination as candidates for Substitute Audit and Supervisory Board Member
 - The reason for nominating Noriyuki Nakanishi as a candidate for Substitute Full-time Audit and Supervisory Board Member is because the Company expects his abundant experience and broad insight in the administration field such as general affairs and legal affairs to be reflected in the corporate governance system of the Company. Even though he does not have experience of participating directly in corporate management, based on the aforementioned reasons, the Company has judged that he will be able to appropriately execute his duties as Full-time Audit and Supervisory Board Member.
 - The reason for nominating Kenichiro Aoya as a candidate for Substitute Outside Audit and Supervisory Board Member is because the Company expects his specialist knowledge and experience as a lawyer related to corporate legal affairs to be reflected in the corporate governance system of the Company. Even though he does not have experience of participating directly in corporate management, based on the aforementioned reasons, the Company has judged that he will be able to appropriately execute his duties as Outside Audit and Supervisory Board Member.
- If Noriyuki Nakanishi and Kenichiro Aoya are appointed as Audit and Supervisory Board Members, the Company intends to enter into limited liability agreements with them to limit their liability to the minimum amount stipulated to Article 425, Paragraph 1 of the Companies Act.