June 3, 2015

Notice of the 63rd Ordinary General Meeting of Shareholders

Dear Shareholder,

We are pleased to inform you that the 63rd Ordinary General Meeting of Shareholders is scheduled as set forth below. We would greatly appreciate your attendance at the meeting.

If you are unable to attend the meeting on the scheduled day, you may exercise your vote using the voting form or over the Internet. Please exercise your voting right according to the directions provided.

Sincerely yours,

Sumiya Hori
Representative Chairman
Yakult Honsha Co., Ltd.
(Securities code: 2267)
1-19, Higashi Shimbashi 1-chome
Minato-ku, Tokyo

Details

1. Date/time June 24, 2015 (Wednesday), 10 a.m.

2. Venue 13-1, Takanawa 3-chome, Minato-ku, Tokyo
"Hiten Main Banquet Hall," Grand Prince Hotel New Takanawa

3. Agenda of the shareholders' meeting

Matters to be reported:

1. Business Report and consolidated financial statements as well as the audit result of the consolidated financial statements by an accounting auditor and the Board of Auditors for the 63rd fiscal year (from April 1, 2014 to March 31, 2015).
2. Report of the consolidated financial statements for the 63rd fiscal year (from April 1, 2014 to March 31, 2015).

Matters to be resolved:

Proposal 1 Partial amendment of the Articles of Incorporation

Proposal 2 Appointment of 15 new directors

4. Decisions regarding the convocation

(1) When a shareholder exercises voting rights using the voting form, if the approval or disapproval for the proposal is not specified, it will be handled as an indication of approval.

(2) If a shareholder who has exercised his or her vote over the Internet also returns the voting form, the vote performed over the Internet will be considered as the shareholder's voting intention.

(3) In case the vote is cast more than once over the Internet, the final vote will be considered as the shareholder's intention.

(4) **Please make sure that the voting form is returned by 5 p.m., June 23, 2015.**

(5) **Voting over the Internet should be completed by 5 p.m., June 23, 2015.**

(6) If a shareholder is unable to attend the shareholders' meeting, he or she may send a person with voting rights as a proxy. The person, however, should submit a written statement proving the appointment of the person as proxy.

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Reference for General Meeting of Shareholders

Proposals and Reference Materials

Proposal 1 Partial amendment of the Articles of Incorporation

1. Reasons for Changes

(1) In preparation for the future business expansion, we will add business objective along with carrying out partial changes to the notation in accordance with the current laws and regulations.

(2) To handle natural disasters and other unexpected situations, we will remove the restrictions on the venues for holding general shareholders' meeting from the perspective of securing venues while moving up the article number.

(3) Following the change to the scope of company executives who can conclude contracts for limitation of liability, under the "Act for Partial Revision of the Companies Act" (Act No.90 of 2015) enacted on May 1, 2015, we are revising parts of the stipulations in Article 27 (exemption from liability of directors) and Article 35 (exemption from liability of auditors) of the Existing Articles.

With respect to Article 27 of the Existing Articles, consent of all audit & Supervisory Board Members has been acquired.

2. Details of Changes

(Amended Parts are Underlined)

Existing Articles	Proposed Amended Articles
Article 1 (Omitted)	Article 1 (No change)
Article 2 (Objectives) (Omitted) (1) (Omitted) (i) to (iii) (Omitted) (iv) Cosmetics, pharmaceuticals, quasi-pharmaceuticals, healthcare equipment, healthcare instruments, nursing care goods, veterinary medicines, industrial pharmaceuticals, reagents, enzymes, food additives, feedstuff additives and raw materials for producing them. (v) to (vii) (Omitted) (2) to (7) (Omitted)	Article 2 (Objectives) (No change) (1) (No change) (i) to (iii) (No change) (iv) Cosmetics, convenience goods, pharmaceuticals, quasi-pharmaceuticals, healthcare device, nursing care goods, veterinary medicines, industrial pharmaceuticals, reagents, enzymes, food additives, feedstuff additives and raw materials for producing them. (v) to (vii) (No change) (2) to (7) (No change)

Article 3 to Article 12 (Omitted)	Article 3 to Article 12 (No change)
Article 13 (Place of convocation) The Company shall convene its general meeting of shareholders at its headquarters or in the neighboring area.	(Delate)
Article 14 to Article 26 (Omitted)	Article 13 to Article 25 (No change)
Article 27 (Waiver of Liability of Directors) 1 (Omitted) 2 The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into contracts with Outside Directors which limit the liability of such Outside Directors for damages for failure to perform their duties. Limitations on liability under such contracts, however, shall be prescribed by applicable laws and regulations.	Article 26 (Waiver of Liability of Directors) 1 (No change) 2 The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into contracts with Directors (excluding executive directors, etc.) which limit the liability of such Directors for damages for failure to perform their duties. Limitations on liability under such contracts, however, shall be prescribed by applicable laws and regulations.
Article 28 to Article 34 (Omitted)	Article 27 to Article 33 (No change)
Article 35 (Waiver of Liability of Corporate Auditors) 1 (Omitted) 2 The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into contracts with Outside Audit & Supervisory Board Members which limit the liability of such Outside Audit & Supervisory Board Members for damages for failure to perform their duties. Limitations on liability under such contracts, however, shall be prescribed by applicable laws and regulations.	Article 34 (Waiver of Liability of Corporate Auditors) 1 (No change) 2 The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into contracts with Audit & Supervisory Board Members which limit the liability of such Audit & Supervisory Board Members for damages for failure to perform their duties. Limitations on liability under such contracts, however, shall be prescribed by applicable laws and regulations.
Article 36 to Article 40 (Omitted)	Article 35 to Article 39 (No change)

Proposal 2 Appointment of 15 new directors

The tenure of all the directors(15 directors) will expire at the close of the upcoming general shareholders' meeting and therefore we would like to propose the appointment of 15 new directors.

The details of the candidate for the post of directors are as stated below.

No	Name (Date of Birth)	Personal History and Outside Positions as Representative	No. of Company Shares Owned
1	Sumiya Hori (Apr. 27, 1935)	Apr. 1960 Joined Yakult Honsha Apr. 1983 Director Jun. 1989 Managing Director Jun. 1990 Senior Managing Director Jun. 1993 Vice President Jun. 1996 Representative President Jun. 2011 Representative Chairman, CEO, Chairman & Executive Officer (to date) Outside Positions as Representative Owner of Yakult Kyudan Co., Ltd. Chairman, Japanese Association of Fermented Milks and Fermented Milk Drinks	81,500
2	Takashige Negishi (Dec. 2, 1948)	Apr. 1971 Joined Yakult Honsha Jun. 2005 Director Jun. 2008 Managing Director Jun. 2009 Senior Managing Director Jun. 2011 Representative President, COO, President & Executive Officer (to date)	13,200
3	Yoshihiro Kawabata (Jan. 5, 1949)	Apr. 1971 Joined Yakult Honsha Jun. 2003 Director Jun. 2007 Managing Director Jun. 2009 Senior Managing Director Jun. 2011 Director, Deputy-president & Executive Officer (to date) Outside Positions as Representative President of Hong Kong Yakult Co., Ltd. President of Yakult China Co., Ltd. President of Guangzhou Yakult Co., Ltd. Representative Chairman of Yakult Europe B.V.	11,900

No	Name (Date of Birth)	Personal History and Outside Positions as Representative	No. of Company Shares Owned
4	Hiroshi Narita (Oct. 8, 1951)	Apr. 1974 Joined Yakult Honsha Jun. 2007 Director Jun. 2010 Managing Director Jun. 2011 Managing Executive Officer Jun. 2012 Director, Managing Executive Officer (to date) Outside Positions as Representative Representative Director of Yakult UK Ltd.	7,300
5	Kenichi Shiino (Oct. 15, 1950)	Apr. 1973 Joined Yakult Honsha Jun. 2009 Director Jun. 2011 Managing Executive Officer Jun. 2014 Director, Managing Executive Officer (to date)	7,400
6	Masanori Ito (Mar. 10, 1954)	Jun. 2000 Joined Yakult Honsha Jun. 2010 Director Jun. 2011 Executive Officer Jun. 2013 Managing Executive Officer Jun. 2014 Director, Managing Executive Officer (to date)	3,900
7	Richard Hall (Sep. 10, 1967)	Jul. 1993 Joined Danone International Brands Japan Co., Ltd. (present Danone Waters of Japan Co., Ltd.) Jan. 2001 President of Danone Waters of Japan Co., Ltd Nov. 2002 Director of KIRIN MC DANONE WATERS Co., Ltd. Oct. 2006 Representative of Group Danone (present Danone), Yakult-Danone Liaison Office (to date) Jun. 2009 Director (to date) Sep. 2011 Representative Director of Danone Waters of Japan Co., Ltd. Jun. 2012 Director, Executive Officer (to date) Feb. 2013 Director of Danone Waters of Japan Co., Ltd.	——

No	Name (Date of Birth)	Personal History and Outside Positions as Representative	No. of Company Shares Owned
8	Ryuji Yasuda (Apr. 28, 1946)	Jul. 1976 Joined Morgan Guaranty Trust Company of New York (present JPMorgan Chase & Co.) Jun. 1991 Director, McKinsey & Company Jul. 1996 Asia Representative, A.T. Kearny, Inc. Jun. 2003 Representative Chairman, J Will Partners Co., Ltd. Outside Director, Daiwa Securities Group Inc. (to date) Apr. 2004 Professor, International Business Strategy, Graduate School of International Corporate Strategy, Hitotsubashi University (to date) Apr. 2007 Outside Director, Fukuoka Financial Group, Inc. (to date) Jun. 2007 Outside Director, Sony Corp. Jun. 2009 Director (to date) Jun. 2011 Outside Audit & Supervisory Board Member, the Asahi Shinbun Company (to date) Jun.2014 Outside Director, Orix Corp. (to date) Outside Positions as Representative Professor, International Business Strategy, Graduate School of International Corporate Strategy, Hitotsubashi University Outside Director, Daiwa Securities Group Inc. Outside Director, Fukuoka Financial Group, Inc. Outside Director, The Bank of Fukuoka, Ltd. Outside Director, Orix Corp. Outside Audit & Supervisory Board Member, the Asahi Shinbun Company	——
9	Masayuki Fukuoka (Sep. 9, 1945)	Apr. 1973 Part-time lecturer of Meiji Gakuin University Faculty of Law Apr. 1980 Assistant Professor of Komazawa University Faculty of Law Apr. 1992 Professor of Hakuou University Faculty of Law (to date) Oct. 1997 Visiting Professor of Gifu Shotoku Gakuen University (to date) Sep. 2002 Visiting Professor of Ritsumeikan University Apr. 2011 Specially approved visiting Professor of Tohoku Fukushi University (to date) Jun. 2011 Director (to date) Outside Positions as Representative Professor of Hakuou University Faculty of Law, Specially approved visiting Professor of Tohoku Fukushi University, Assist (Japan) Secretary General	500

No	Name (Date of Birth)	Personal History and Outside Positions as Representative	No. of Company Shares Owned
10	Christian Neu (Feb. 6, 1956)	1979 Joined Procter & Gamble 1982 Joined Ferrero Jul. 1986 Joined Groupe Danone S.A.(present Danone S.A.) Nov. 2007 Member of the Danone Executive Committee Feb. 2011 Strategic Advisor Danone S.A. (to date) Apr. 2011 Member of strategic council of Groupe ARC International Jun. 2011 Director (to date) Sep. 2013 Director, China Mengniu Dairy Co., Ltd. (to date) Outside Positions as Representative Strategic Advisor Danone S.A. Director, China Mengniu Dairy Co., Ltd.	――
11	Bertrand Austruy (Sep.15, 1973)	Jan. 1998 Joined Tessler & Associes(Law firm) Jan. 2001 Danone France, Head of the Legal Department Sep. 2003 Danone Asia-Pacific, General Counsel, Asia-Pacific Jan. 2008 Groupe Danone S.A. (present Danone S.A.), General Counsel - International Operations & Partnerships May 2010 Danone S.A.,Group General Counsel Jun. 2011 Director (to date) Jan. 2014 Danone S.A., Group General Counsel and VP Product Compliance Jan. 2015 Danone S.A., General Secretary and member of Executive Committee (to date) Outside Positions as Representative Danone S.A., General Secretary and member of Executive Committee	――
12	Takashi Matsuzono (Aug. 19, 1958)	Jul. 1986 Joined Yakult Sapporo Co., Ltd. Jun.1987 Director of Yakult Sapporo Co., Ltd. Apr. 1988 Representative Director of Yakult Sapporo Co., Ltd. Feb. 1992 President of Yakult Sapporo Sales Co., Ltd. (to date) Jun. 2012 Director (to date) Outside Positions as Representative President of Yakult Sapporo Sales Co., Ltd.	100,036

No	Name (Date of Birth)	Personal History and Outside Positions as Representative	No. of Company Shares Owned
13	Hiroshi Wakabayashi (Apr. 4, 1952) *	Apr. 1977 Joined Yakult Honsha Apr. 2007 General Manager of General Affairs Department Jun. 2009 Director Jun. 2011 Executive Officer Jun. 2012 Managing Executive Officer (to date)	4,700
14	Fumiyasu Ishikawa (July 7, 1952) *	Jun. 1984 Joined Yakult Honsha Apr. 2009 General Manager of Testing, Central Research Institute Jun. 2009 Director Jun. 2011 Executive Officer Jun. 2013 Managing Executive Officer (to date)	7,400
15	Norihito Maeda (July. 24, 1962) *	July. 1985 Joined Manas, Inc. (present Manas-trading, Inc.) Dec.1993 Joined Yakult Kita-keihin Sales Co., Ltd. (present Yakult Kanagawa Tobu Sales Co., Ltd.) Jun. 1995 Director of Yakult Kita-keihin Sales Co., Ltd. Apr. 1998 President of Yakult Kita-keihin Sales Co., Ltd. May. 1999 Joined Yakult Nagaoka Sales Co., Ltd. (present Yakult Niigata Chuo Sales Co., Ltd.) Nov. 2000 President of Yakult Nagaoka Sales Co., Ltd. May. 2006 Chairman of Yakult Nagaoka Sales Co., Ltd. Apr. 1998 President of Yakult Kanagawa Tobu Sales Co., Ltd. Outside Positions as Representative President of Yakult Kanagawa Tobu Sales Co., Ltd.	7,000

(Notes) 1. * denotes candidates for new director.

2. Four Candidates No.8 Mr. Ryuji Yasuda, No.9 Mr. Masayuki Fukuoka, No.10 Mr. Christian Neu and No.11 Mr. Bertrand Austruy are candidates for outside directors.

3. The proposal of Candidate No.8 Mr. Ryuji Yasuda as a candidate for outside director is based on the expertise in business strategy he has accumulated over the years in wide-ranging positions including those of university professor, consultant and business manager and the assessment that he can offer pertinent advice regarding the overall management of the Company which would further strengthen and enrich its management structure. And, he is candidate of independent director that is set by Tokyo Stock Exchange.

4. The proposal of Candidate No.9 Mr. Masayuki Fukuoka as a candidate for outside director is based on the assessment that his expertise and experience as a university professor of political science studies would enable him to offer objective views to the Company's management and subsequently lead to further reinforcement and enhancement of the management structure. While he has no experience of direct involvement in management of a company except to be an outside officer, the Company believes that he would be able to perform the duty as outside director appropriately for the above reason.
5. The proposal of Candidate No.10 Mr. Christian Neu and No.11 Mr. Bertrand Austruy as candidates for outside directorship is based on the high rating of their abundant overseas management experience and the assessment that they can offer pertinent advice from a broad perspective regarding overall management when going forward with future business development which would lead to further strengthening of the management structure.
6. Candidate No.8 Mr. Ryuji Yasuda, No.9 Mr. Masayuki Fukuoka, No.10 Mr. Christian Neu and No.11 Mr. Bertrand Austruy are currently serving as the Company's outside directors and their respective terms of office as of the end of this Shareholders' Meeting are 6 years for Candidate No.8 Mr. Ryuji Yasuda, 4 years for Candidate No.9 Mr. Masayuki Fukuoka, 4 years for Candidate No.10 Mr. Christian Neu and 4 years for Candidate No.11 Mr. Bertrand Austruy.
7. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with each outside director to limit the liability for damages under Article 423, Paragraph 1 of the law. In the event the proposal of Candidate No.8 Mr. Ryuji Yasuda, No.9 Mr. Masayuki Fukuoka, No.10 Mr. Christian Neu and No.11 Mr. Bertrand Austruy as outside director position is approved, the Company intends to conclude these agreements with four candidates to limit the liability for damages again. And, after approval of Proposal 1 "Partial amendment of the Articles of Incorporation" as a condition, the Company intends to conclude these agreements with Candidate No.12 Mr. Takashi Matsuzono and No.15 Mr. Norihito Maeda to limit the liability for damages.

   The overview of the contents of the Contract for Limitation of Liability is as follows:

   - If a director (excluding executive directors, etc.), by neglecting his or her duty, causes damage to the Company, the outside director shall be liable to pay damages up to the minimum liability amount in accordance with Paragraph 1, Article 425 of the Companies Act, as long as the director had carried out his or her duty in good faith and there was no gross negligence on the part of the director.
8. Companies that have relationships with the Company (excluding 100% subsidiaries) and at which candidates for the position of director serve in representative positions are as follows:
   - Candidate No.1 Mr. Sumiya Hori is a representative of Yakult Kyudan Co., Ltd., which engages in transaction for real estate (land and building) leasing and advertisement in baseball stadium, etc. with the Company.

- Candidate No.3 Mr. Yoshihiro Kawabata is a representative of Hong Kong Yakult Co., Ltd, and Guangzhou Yakult Co., Ltd which engages in transactions for production materials with the Company on an equal basis with other overseas business offices.
- Candidates No.12 Mr. Takashi Matsuzono and No.15 Mr. Norihito Maeda are representatives of Yakult sales companies, which engage in merchandise sales transactions with the Company on an equal basis with other sales companies.

9. Candidate No.7 Mr. Richard Hall, No.10 Mr. Christian Neu and No.11 Mr. Bertrand Austruy serve as directors of Danone and of several Danone subsidiaries, including companies that compete with Yakult Honsha.
10. The "personal history," including the history of positions held at the Company, of the Candidates No. 1 to No. 14 are stated in "3. Matters Relating to Directors and Other Senior Executives (1) Directors and Audit & Supervisory Board Member" page 14 and 15 of accompanying Business Report.
11. The Number of Company Shares Owned by the candidates for new directors include the shares they hold under shareholding plans.