

English Translation of Original Japanese

This is a translation of the original notice in Japanese. In the event of any discrepancy, the original notice in Japanese shall prevail.

Securities code number: 2432

June 3, 2016

To Our Shareholders

DeNA Co., Ltd.

21-1, Shibuya 2-chome

Shibuya-ku, Tokyo

President & CEO: Isao Moriyasu

Notice of the Convocation of the 18th Ordinary General Meeting of Shareholders

You are hereby notified that DeNA will convene its 18th annual ordinary general meeting of shareholders (the "Annual Meeting") as indicated below. You are respectfully requested to attend.

If, however, you do not plan to attend the Annual Meeting, you can cast your proxy vote either by sending the enclosed proxy voting ballot via postal mail or electronically (via the Internet). After reviewing the Reference Documents for the Annual Meeting accompanying this Notice, please cast your proxy vote no later than 6pm on Friday, June 17, 2016 (JST).

Thank you.

The details of the Annual Meeting are as follows:

- 1. Time:** Saturday, June 18, 2016, at 10a.m. (reception starts at 9a.m.)
- 2. Place:** SHINAGAWA GOOS, TKP Garden City Shinagawa, Ballroom (1st floor)
13-3, Takanawa 3-chome, Minato-ku, Tokyo
- 3. Objectives of the Annual Meeting**

Matters to be reported:

- a. The contents of the Business Report for the 18th period (April 1, 2015 to March 31, 2016), the Consolidated Financial Statements, and the audit reports of the Accounting Auditor as well as the Company's Board of Corporate Auditors regarding the Consolidated Financial Statements.
- b. The contents of the Financial Statements for the 18th period (April 1, 2015 to March 31, 2016)

Matters to be resolved:

- Proposal 1: Allocation of Surplus
- Proposal 2: Partial Revision of the Articles of Incorporation
- Proposal 3: Appointment of One (1) Director

- Please note that if you decide to attend the Annual Meeting, please bring the enclosed proxy voting ballot to the meeting and present it at the entrance to the meeting hall. In order to assist us in reducing the amount of paper used, please also bring this Notice of Convocation.

Reference Documents for the Annual Meeting

Proposals and Reference Documents

Proposal 1: Allocation of Surplus

The proposed allocation of surplus is as follows:

The Company regards as important management priorities the continuing enhancement of its corporate value through business growth and strengthening of its management structure and contributing to shareholders' earnings. With respect to allocating profit for the year to shareholders through dividend payments, after taking into account such matter as the Company's performance for each fiscal year, the Company adopts as its objective the basic principle of minimum dividend payment equal to a consolidated payout ratio of 15% or an annual dividend of ¥20 per share of the Company's common stock, whichever is higher. At the same time, the Company will continue to aim for the basic principle of dividend payments at a consolidated payout ratio of 30% in the future.

Regarding the final dividend for the 18th period, in accordance with the above-mentioned basic principle, after taking into account such factors as the Company's financial results for the fiscal year ended March 31, 2016, the future business environment, and retained earnings necessary for continuing growth, the following proposal has been made:

1. Type of dividend: Cash dividend
2. Matters related to the allocation of the assets to be paid as dividends and the total amount of dividends:
The Company proposes paying a dividend of ¥20 per common share, and, in aggregate, dividends of ¥2,910,288,900.
Note: The above amount includes dividends in the amount of ¥9,901,540 to be paid on the Company's shares held by the Stock Grant ESOP Trust account. The total amount of dividends excluding the above amount shall be ¥2,900,387,360.
3. Effective date of distribution of dividends from surplus: June 20, 2016

<Reference>

The amount of final dividends per share for the last four fiscal years

	Final dividend per share			Proposed allocation
Period	15th period	16th period	17th period	18th period (current)
Amount	¥50	¥37	¥20	¥20

Proposal 2: Partial Revision of the Articles of Incorporation

1. Reason for the revision

With the aim of responding to future diversifications of business developments and business contents, the Company proposes to make additions and changes to the business purposes in Article 2 (Purpose) of the Articles of Incorporation.

2. Contents of the revision

The contents of the revision are as follows:

(Revised portions are underlined.)

Current Articles of Incorporation	After Proposed Revision
(Purpose) Article 2: The purpose of the Company shall be to engage in the following businesses: From (1) to (28) (omitted) (29) Warehousing business, <u>transportation business, transport handling business and its brokerage business</u> , management and operation of logistics centers, and collection and processing business of logistics information From (30) to (37) (omitted) (new) (new) (new) (38) Consulting and outsourcing of business related to the items above (39) All businesses in connection with the items above	(Purpose) Article 2: The purpose of the Company shall be to engage in the following businesses: From (1) to (28) (content unchanged) (29) Warehousing business, management and operation of logistics centers, and collection and processing business of logistics information From (30) to (37) (content unchanged) (38) <u>Passenger automobile transportation business</u> (39) <u>Motor truck transportation business</u> (40) <u>Consigned freight forwarding business and forwarding agency business</u> (41) Consulting and outsourcing of business related to the items above (42) All businesses in connection with the items above

Proposal 3: Appointment of One (1) Director

Director Mr. Rehito Hatoyama will resign at the closing of the Annual Meeting. Therefore, a proposal has been made to appoint one (1) Director as a substitute.

Pursuant to Article 20, Paragraph 2 of the Company's Articles of Incorporation, the term of office of this candidate for Director shall terminate at the expiration of the term of office of the current Directors.

The candidate for Director is as follows:

Name (Date of birth)	Summary background and major posts held concurrently	Number of Company shares held
Nobuo Domae (Born January 25, 1969)	April 1993: Joined Mckinsey & Company Inc. Japan September 1998: Joined FAST RETAILING CO., LTD. November 1998: Director of FAST RETAILING CO., LTD. July 1999: Executive Director of FAST RETAILING CO., LTD. November 2004: Vice-president of FAST RETAILING CO., LTD. November 2005: Director of FAST RETAILING CO., LTD. November 2008: Executive Vice President of FAST RETAILING CO., LTD. December 2008: President of FAST RETAILING FRANCE S.A.S. August 2010: CEO of Fast Retailing USA, Inc.	5,000 shares

Notes: 1. Mr. Nobuo Domae is newly proposed for the position of Outside Director.

2. Mr. Nobuo Domae has extensive management experience in overseas business development, e-commerce, marketing etc. at a major clothing retailer, and the Company expects that the DeNA Group can benefit from his valuable advice as it develops consumer businesses on a global basis. With the benefit of Mr. Domae's oversight and advice from an objective standpoint independent of executive management, the Company believes that it can further enhance its corporate governance. For these reasons, the Company has proposed him for a candidate for Outside Director.

3. In the event that Mr. Nobuo Domae is appointed as Director, the Company plans to register him as an Independent Director as defined by the Tokyo Stock Exchange. The Company has set the following standards for Independent Directors/Auditors, and Mr. Nobuo Domae meets these standards.

[Independence Standards for Independent Board Members]

With respect to the independence of outside directors and outside corporate auditors, in addition to the standards for independence set forth by the Tokyo Stock Exchange, the Company considers the following factors set forth by the Company:

- (1) the candidate is not, and has not been for the past three (3) years, an executive officer or employee of a business counterparty that is either:
 - a business counter party the aggregate amount of whose business transactions with the Company in the immediately preceding fiscal year exceeded 2% of the Company's consolidated sales; or
 - a business counterparty the aggregate amount of whose business transactions with the Company in the immediately preceding fiscal year exceeded 2% of the consolidated sales of such business counterparty;
- (2) if the candidate provides legal, accounting, consulting or other professional services to the Company, he/she does not receive remuneration from the Company (other than in the form of executive compensation) in excess of ¥10 million (or its equivalent) per year; and
- (3) the candidate is not a representative or employee of the Company's accounting auditor.

4. There are no special interest relationships between Mr. Nobuo Domae and the Company.

5. In the event that Mr. Nobuo Domae is appointed as Director, the Company plans to execute a liability limitation agreement with him in order to limit his liability under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 26, Paragraph 2 of the Company's Articles of Incorporation. The maximum amount of his liability based on such agreement will be the higher of ¥10 million or the minimum amount set forth in Article 425, Paragraph 1 of the Companies Act.
6. Mr. Nobuo Domae is expected to be appointed as the Outside Director of Monex Group, Inc. as of June 25, 2016.