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(Securities Code 4661)
June 7, 2016

To Shareholders with Voting Rights:

Kyoichiro Uenishi
Representative Director and President
Oriental Land Co., Ltd.
1-1 Maihama, Urayasu City,
Chiba Prefecture, Japan

NOTICE OF THE 56TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 56th Ordinary General Meeting of Shareholders of Oriental Land Co., Ltd. (the "Company"). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights by mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and cast your vote **by 5:00 p.m. on Tuesday, June 28, 2016**.

1. Date and Time: Wednesday, June 29, 2016 at 10:00 a.m.

2. Place: Hall 7, Makuhari Messe International Exhibition Hall, 2-1 Nakase, Mihama-ku, Chiba City, Chiba Prefecture, Japan

Please note that the meeting venue is different from last year's venue.

3. Meeting Agenda:

Matters to be reported: The Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the Company's 56th Fiscal Year (April 1, 2015 – March 31, 2016), and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Partial Amendment to the Articles of Incorporation
Proposal No. 3: Election of One Director
Proposal No. 4: Election of Four Corporate Auditors

4. Matters Concerning Disclosure on the Internet:

Of the documents that should be provided with this Notice of the Ordinary General Meeting of Shareholders, the *Status of Stock Acquisition Rights, Etc., Systems for Ensuring the Properness of Operations and the Status of its Implementation, Policy Regarding Control of the Company, Consolidated Statements of Changes in Net Assets, Notes to the Consolidated Financial Statements, Non-Consolidated Statements of Changes in Net Assets and Notes to the Non-Consolidated Financial Statements* are published on the Company's Japanese website (http://www.olc.co.jp/) pursuant to laws and regulations of Japan and provisions in Article 14 of the Articles of Incorporation. These statements are thus not included in the accompanying documents.

Notes:
- Please note that only shareholders can attend the meeting. If you are exercising your voting rights by proxy, please only do so through a proxy who is another shareholder with voting rights. The proxy must bring the Voting Right Exercise Form and documents proving his/her power of proxy.
- If it becomes necessary to amend the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements, any such amendments will be posted on the Company's website (http://www.olc.co.jp/).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

The OLC Group recognizes that returning profits to its shareholders is an important management policy, and, going forward, we aim to continue paying stable dividends while taking external factors into consideration. In light of additional investment in Tokyo Disney Resort® and the need of internal reserves to secure investment capacity for future growth, the Company proposes the following dividend payment for the current fiscal year.

An interim dividend of 17.5 yen per share has been paid; thus the annual dividend will be 35 yen per share.

(1) Type of dividend property

Cash

(2) Matters concerning allotment of dividend property to shareholders and the total amount

17.5 yen per share of common stock of the Company
Total dividends of 5,860,113,753 yen

(3) Effective date of dividend of surplus

June 30, 2016

Proposal No. 2: Partial Amendment to the Articles of Incorporation

(1) Reasons for the amendments

With a view to securing the venue for holding General Meeting of Shareholders, Article 12, paragraph 2 of the current Articles of Incorporation, which limits the venue of the Meeting, shall be deleted and subsequent paragraphs shall be accordingly renumbered upwards.

(2) Details of the amendments

The details of the amendments are as follows. (Underlining denotes amendment.)

Current Articles of Incorporation	Proposed Amendments
(Convocation)	(Convocation)
Article 12. An Ordinary General Meeting of Shareholders of the Company shall be convened in June each year. An Extraordinary General Meeting of Shareholders may be convened whenever necessary.	Article 12. (Unchanged)
2. General Meeting of Shareholders of the Company shall be held at the Company's registered head office, its neighboring locations or in Chiba City, Chiba Prefecture, Japan.	(Deleted)
3. (Omitted)	2. (Unchanged)

Proposal No. 3: Election of One Director

To further enhance the management system, the Company proposes to increase the number of outside Directors by one. Accordingly, the election of one Director is proposed. Pursuant to the provisions of the Company's Articles of Incorporation, the term of office of the elected Director will be until the terms of office of the other currently serving Directors expire, which will occur at the conclusion of the Ordinary General Meeting of Shareholders to be held in June 2017.

The candidate is as follows.

Candidate Yuzaburo Mogi (February 13, 1935)

New nomination | Candidate for External Director | Candidate for Independent Officer

Career summary, positions, responsibilities and significant concurrent positions	April 1958	Joined Kikkoman Corporation
	March 1979	Director
	March 1982	Managing Director
	October 1985	Managing Director (Representative Director)
	March 1989	Senior Managing Director (Representative Director)
	March 1994	Director and Deputy President (Representative Director)
	February 1995	Representative Director and President
	June 2004	Representative Director, Chairman of the Board and Chief Executive Officer
	June 2011	Honorary CEO and Chairman of the Board of Directors (present post)
Significant concurrent positions	Honorary CEO and Chairman of the Board of Directors of Kikkoman Corporation Outside Corporate Auditor of TOBU RAILWAY CO., LTD. Outside Corporate Auditor of Fuji Media Holdings, Inc. Outside Director of Calbee, Inc. Chairman of Japan Productivity Center	
Number of shares of the Company held	0 shares	
Relationships of special interest	Kikkoman Corporation, where Mr. Yuzaburo Mogi serves as Honorary CEO, has a business relationship with the Company. However, the amount of the transactions between Kikkoman Corporation and the Company is immaterial, representing less than one percent of the Company's sales.	
Reasons for the selection for External Director	The Company proposes to elect Mr. Yuzaburo Mogi because the Company believes he will be able to provide appropriate advice to the Company's management based on his abundant experience in corporate management at other companies and broad insights.	
Independence of the candidate	If this proposal is passed and approved and Mr. Yuzaburo Mogi assumes the position of an External Director, he is expected to be an independent officer in accordance with the rules and regulations of the Tokyo Stock Exchange.	

Proposal No. 4:

Election of Four Corporate Auditors

The terms of office of all Corporate Auditors (four Corporate Auditors) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of four Corporate Auditors is proposed. The submission of this proposal has already been approved by the Board of Corporate Auditors.

The candidates are as follows.

No. 1 Shigeru Suzuki (June 9, 1956)

Re-nomination

Career summary, positions and significant concurrent positions	April 1980	Joined the Company
	May 2001	Head of Human Resources Planning Office, Human Resources Division
	June 2003	Director and General Manager of Human Resources Dept.
	May 2005	Director, Officer and General Manager of Human Resources Dept.
	April 2006	Director and Officer
	April 2009	Director and Executive Officer
	April 2013	Director, Executive Officer and General Manager of Human Resources Division
	April 2014	Director and Executive Officer
	April 2015	Director
	June 2015	Corporate Auditor (present post)
Significant concurrent positions	None	
Number of shares of the Company held	20,900 shares	
Relationships of special interest	There is no special interest relationship between the candidate for Corporate Auditor and the Company.	

No. 2 Tetsuo Suda (May 28, 1944)

Re-nomination | Candidate for External Corporate Auditor

Career summary, positions and significant concurrent positions	April 1968	Joined Keisei Electric Railway Co., Ltd.
	June 1998	Director, Deputy General Manager of Development Division and General Manager of Leasing Business Dept.
	June 2002	Managing Director
	June 2003	Director of Kanto Railway Co., Ltd.
	June 2005	Senior Managing Director of Keisei Electric Railway Co., Ltd.
	June 2006	Director Representative Director and President of Kanto Railway Co., Ltd.
	June 2012	Representative Director and Chairman
	June 2014	Advisor (present post) Corporate Auditor of the Company (present post)
Significant concurrent positions	None	
Number of shares of the Company held	500 shares	
Tenure as the Corporate Auditor at the closing of this General Meeting of Shareholders	Two years	
Relationships of special interest	There is no special interest relationship between the candidate for Corporate Auditor and the Company.	
Reason for the selection for External Corporate Auditor	The Company proposes to elect Mr. Tetsuo Suda because the Company believes he will be able to provide appropriate advice and audit to the Company's management based on his abundant experience in corporate management at other companies and broad insights.	
Independence of the candidate	The Company does not plan to register Mr. Tetsuo Suda as an independent officer as specified by the Tokyo Stock Exchange. Nonetheless, we believe that he can sufficiently perform his role and function as one who audits and supervises the Company's operations from an independent standpoint.	

No. 3 Hiroshi Otsuka (February 9, 1935)

Re-nomination | Candidate for External Corporate Auditor

Career summary, positions and significant concurrent positions	April 1958 Joined Keisei Electric Railway Co., Ltd. June 1988 Director, Deputy General Manager of Railway Division and General Manager of Transport Dept. June 1992 Managing Director June 1995 Senior Managing Director June 1996 Representative Director and Senior Managing Director of Keisei Electric Railway Co., Ltd. Corporate Auditor of the Company (present post) June 1997 Representative Director and Vice President of Keisei Electric Railway Co., Ltd. June 1998 Representative Director and President June 2004 Representative Director and Chairman June 2008 Advisor (present post)
Significant concurrent positions	Advisor of Keisei Electric Railway Co., Ltd. Outside Director of Tokyu Construction Co., Ltd. Outside Corporate Auditor of The Keiyo Bank, Ltd.
Number of shares of the Company held	0 shares
Tenure as the Corporate Auditor at the closing of this General Meeting of Shareholders	Twenty years
Relationships of special interest	Keisei Electric Railway Co., Ltd., where Mr. Hiroshi Otsuka served as a Representative Director, is a major stockholder and a business partner of the Company. However, the amount of the transactions between Keisei Electric Railway and the Company is immaterial, representing less than one percent of the Company's sales. The types of business operations that Keisei Electric Railway is engaged in and are similar to those of the Company are general transport by railways and leasing and sale of real estate properties. The mainstay business of the Company, however, is the management and operation of theme parks. There is therefore no competitive relationship between the Company and Keisei Electric Railway. For this reason, we believe that he can sufficiently perform his role and function as one who audits and supervises the Company's operations from an independent standpoint.
Reasons for the selection as an External Corporate Auditor	The Company proposes to elect Mr. Hiroshi Otsuka because the Company believes he will be able to provide appropriate advice and audit to the Company's management based on his abundant experience in corporate management at other companies and broad insights.
Independence of the candidate	The Company does not plan to register Mr. Hiroshi Otsuka as an independent officer as specified by the Tokyo Stock Exchange. Nonetheless, we believe that he can sufficiently perform his role and function as one who audits and supervises the Company's operations from an independent standpoint.

No. 4 Tatsuo Kainaka (January 2, 1940)

Re-nomination | Candidate for External Corporate Auditor | Candidate for Independent Officer

Career summary, positions and significant concurrent positions	April 1966 Appointed as Prosecutor July 1998 Head of Criminal Investigations, Supreme Public Prosecutors Office January 2002 Superintending Prosecutor, Tokyo High Public Prosecutors Office October 2002 Supreme Court Justice March 2010 Registered as a lawyer April 2010 Joined Takusyou Sogo Law Office June 2012 Corporate Auditor of the Company (present post)
Significant concurrent positions	Outside Director of Mizuho Financial Group, Inc. President of Life Insurance Policyholders Protection Corporation of Japan
Number of shares of the Company held	0 shares
Tenure as the Corporate Auditor at the closing of this General Meeting of Shareholders	Four years
Relationships of special interest	Mr. Tatsuo Kainaka is a member of one of the law firms that the Company has an advisory agreement with. However, the Company's dealings with the firm are immaterial, representing less than one percent of the Company's sales. For this reason, we believe that he can sufficiently perform his role and function as one who audits and supervises the Company's operations from an independent standpoint.
Reasons for the selection as an External Corporate Auditor	Mr. Tatsuo Kainaka can be counted on to conduct audits from an objective standpoint, based on his extensive knowledge of laws and regulations acquired through his experience as Supreme Court Justice and a lawyer. In addition, the Company believes he will be able to provide appropriate advice and audit to the Company's management based on his wealth of practical experience, having served as the chairman of various third party committees and investigative committees to investigate and audit other corporations from a position of neutrality. For this reason, we propose that he be elected as an External Corporate Auditor. Mr. Kainaka has never been involved in corporate management in ways other than being an external director. Nevertheless, we believe he is well qualified to perform the duties of an external corporate auditor for the reasons stated above.
Independence of the candidate	The Company has provided notice to the Tokyo Stock Exchange of Mr. Tatsuo Kainaka being an independent officer in accordance with the rules and regulations of the Tokyo Stock Exchange. If this proposal is passed and approved and Mr. Kainaka assumes the position of an External Corporate Auditor, he is expected to remain as an independent officer.