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(Securities Code: 4927)
March 13, 2017

To Shareholders with Voting Rights:

Satoshi Suzuki
Representative Director and President
POLA ORBIS HOLDINGS INC.
2-2-3 Nishigotanda, Shinagawa-ku, Tokyo
[Head Office:
1-7-7 Ginza, Chuo-ku, Tokyo]

NOTICE OF
THE 11TH ANNUAL STOCKHOLDERS' MEETING

1. **Date and Time:** 1:30 p.m. on Wednesday, March 29, 2017
   *Reception time will start from 0:30 p.m.
2. **Place:** Prince Hall, Annex Tower 5F, Shinagawa Prince Hotel, located at 4-10-30 Takanawa, Minato-ku, Tokyo, Japan
3. **Meeting Agenda:**
   Matters to be reported:
   1. The Business Report, Consolidated Financial Statements for the Company's 11th business term (January 1, 2016 - December 31, 2016) and the auditing report for the Consolidated Financial Statements by the Accounting Auditors and the Board of Corporate Auditors
   2. Non-consolidated Financial Statements for the Company's 11th business term (January 1, 2016 - December 31, 2016)

   Proposal to be resolved:
   Proposal: Appropriation of Surplus

- Any revisions to the Reference Document for the Stockholders' Meeting, the Business Report, and/or the Consolidated and the Non-consolidated Financial Statements will be posted on the Company's website. (URL: http:www.po-holdings.co.jp/).
- This Notice of the Stockholders' Meeting and the attached documents hereto as well as their English translation are available on the Company's website.
- Of the documents required to be attached to this Notice of the Stockholders' Meeting, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (http://ir.po-holdings.co.jp/ja/Stock/Meeting.html) on the Internet based on relevant laws and regulations and Article 15 of the Company's Articles of Incorporation, and are therefore not included in this Notice. Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Board of Corporate Auditors and Accounting Auditors comprise documents attached to this Notice and Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements posted on the Company's website.

[Guidance for Exercise of Voting Rights]

■ If you are able to attend the Stockholders' Meeting:
Please submit the enclosed Voting Rights Exercise Form at the reception desk of the Meeting.

● Please note that the attendance commemoration gifts will be limited to one per shareholder, regardless of the number of Voting Rights Exercise Forms each shareholder may bring.

■ If you are unable to attend the Stockholders' Meeting:

<Exercise of Voting Rights in Writing>

We kindly request you to indicate approval or disapproval for the agenda item on the Voting Rights Exercise Form enclosed herewith, and return it so that it reaches us no later than the voting deadline below.

Voting deadline: No later than 5:40 p.m. on Tuesday, March 28, 2017

<Exercise of Voting Rights via the Internet>

Please exercise your voting rights no later than the voting deadline below on the website for exercise of voting rights (http://www.evote.jp/).

Voting deadline: No later than 5:40 p.m. on Tuesday, March 28, 2017

● The Electronic Voting Rights Exercise Platform
Nominee shareholders (including standing proxies) such as management trust banks can use the electronic voting rights exercise platform operated by ICJ, Inc. if application for participation in the platform is made in advance.

Reference Document for the Stockholders' Meeting

Proposal: Appropriation of Surplus

The Company regards the return of profits to shareholders as one of the significant management issues, and sets the enhancement of shareholder return through stable profit growth as the Company's basic policy. Accordingly, in consideration of its consolidated performance for the 11th business term, the Company would like to set the amount of year-end dividend as follows.

If this proposal is approved, the total dividend for the 11th business term, including the interim dividend, will be 200 yen per share.

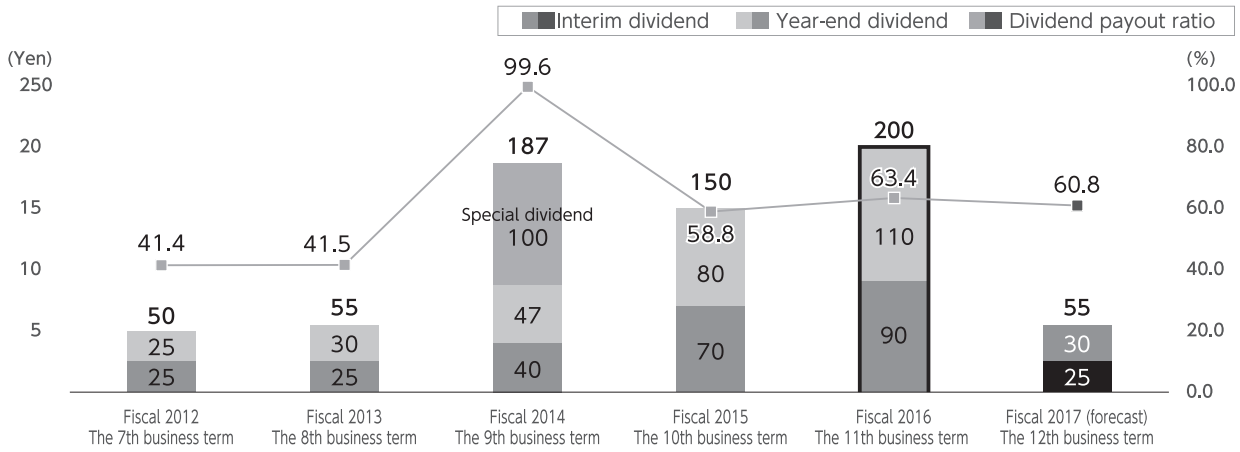
Matters pertaining to year-end dividend

(1) Type of dividend property
Cash

(2) Allocation of dividend property to shareholders and the total amount thereof
110 yen per share (ordinary dividend)
Total: 6,082,398,190 yen

(3) Date when dividends of surplus become effective
March 30, 2017

■ Trends of Dividends and Dividend Payout Ratio



* Effective on April 1, 2017, the Company will split its shares 4 for 1. Dividends of fiscal year ending December 31, 2017 forecasted are based on the shares after the stock split.