(Securities Code 8136)
June 5, 2017

To Shareholders:

Shintaro Tsuji
President and CEO
Sanrio Company, Ltd.
1-6-1, Osaki,
Shinagawa-ku, Tokyo

NOTICE OF THE 57TH ORDINARY GENERALMEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 57th Ordinary General Meeting of Shareholders of Sanrio Company, Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights either in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders that follows this notice. You may indicate your approval or objection to each of the proposals in the enclosed Voting Right Exercise Form and mail it so that it will reach us before 6 p.m. on Wednesday, June 21, 2017. Alternatively, you may exercise your voting rights at the website for the exercise of voting rights (http://www.evote.jp/) by the same deadline.

1. **Date and Time:** Thursday, June 22, 2017 at 2 p.m.
   (The reception desk will open at 1 p.m. Please arrive early as it becomes very crowded just before the meeting begins.)
2. **Place:** Parthenon Tama (Main Hall)
   2-35, Ochiai, Tama-shi, Tokyo
   (In the event that the hall is filled, you will be shown to the adjacent second conference hall. We ask for your understanding.)
3. **Meeting Agenda:**
   Matters to be reported:
   1. The Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Board of Executive Auditors of the Consolidated Financial Statements for the Company's 57th Fiscal Year (April 1, 2016 - March 31, 2017)
   2. Non-Consolidated Financial Statements for the Company's 57th Fiscal Year (April 1, 2016 - March 31, 2017)

   Proposals to be resolved:

   Proposal No. 1: Election of Fifteen (15) Directors

   Proposal No. 2: Election of One (1) Auditor

Please review the attached documents for the matters to be reported, and the Reference Documents for the General Meeting of Shareholders regarding the description of proposals.

4. **Matters decided on in connection with the convening of the meeting:**

Please see the [Instructions on the Exercise of Voting Rights] on the following page.

1. In the event a revision is made to the Reference Documents for the General Meeting of Shareholders, business reports, non-consolidated financial statements or consolidated financial statements, the revised contents will be posted on the Company's website (http://www.sanrio.co.jp/english/corporate/ir/stock/).
2. When attending the meeting, please present the enclosed Voting Right Exercise Form at the reception desk at the meeting hall. Should you fail to bring the form with you, you may experience some delay at the reception desk before gaining admission to the meeting.
3. The company's head office functions have been relocated to 1-11-1, Osaki, Shinagawa-ku, Tokyo, but there is no change to the registered head office address.

[Instructions on the Exercise of Voting Rights]

1. Duplicate exercise of voting rights in writing and via the Internet

If you vote both in writing and via the Internet, only your vote placed via the Internet will count as valid.

2. Duplicate exercise of voting rights via the Internet

If you exercise your voting right multiple times via the Internet, only your last vote will count as valid. Similarly, if you vote at the website designated for personal computers and again at the website designated for mobile telephones, only your last vote will count as valid.

3. Exercise of voting rights via the Internet

If you choose to vote via the Internet, please read the following before voting.
If you are attending the meeting in person, you do not need to take any steps for voting in writing or via the Internet.

(1) Website for the exercise of voting rights

(i) Your voting rights can be exercised via the Internet only by accessing the website designated by the Company for the exercise of voting rights (http://www.evote.jp) from a personal computer, smartphone or mobile telephone (iMode, EZweb, and Yahoo! mobile phones)*. (Please note that processing is halted between 2 a.m. and 5 a.m. daily.)

*iMode is a brand name or registered trademark of NTT Docomo, Inc.; EZweb is a brand name or registered trademark of KDDI Corporation; and Yahoo! is a brand name or registered trademark of US-based Yahoo! Inc.

(ii) Certain Internet environments may not allow you to exercise your voting rights from a personal computer or a smartphone. This may occur if you use a firewall for Internet connections, have anti-virus software installed, use a proxy server, or if you do not permit Encrypted transmission supported by TLS.

(iii) Please use either the iMode, EZweb or Yahoo! mobile phone services when exercising your voting rights from a mobile telephone. To protect security, we do not give access to phone models that do not permit Encrypted transmission supported by TLS or transmission of terminal ID information.

(iv) Voting via the Internet is accepted until 6 p.m. on Wednesday, June 21, 2017. However, we encourage you to vote early so that you may contact the Help Desk in case you encounter any problems.

(2) Instructions for exercising voting rights via the Internet

(i) Please visit the Company's designated website for the exercise of voting rights (http://www.evote.jp/) and use the log-in ID and temporary password provided on the Voting Right Exercise Form. Vote for or against the proposals by following the on-screen instructions.

(ii) Please note that shareholders using this website will be asked to change their temporary passwords while at the website so as to prevent unauthorized access and alteration of votes by third parties who are not our shareholders.

(iii) You will be issued a new log-in ID and a temporary password each time a general meeting of shareholders is convened.

(3) Costs of accessing the website for the exercise of voting rights

Shareholders are solely responsible for all costs incidental to accessing the website for the exercise of voting rights, including Internet connection fees and telephone charges. Use of a mobile phone entails payment for packet transmission and other fees related to mobile phone use. Shareholders are responsible for these costs.

(4) Methods of receiving notice of meeting
Shareholders wishing to receive notice of the next and subsequent general meetings of shareholders by e-mail may opt to do so by accessing the website for the exercise of voting rights from a personal computer or a smartphone and indicating their choice. (This option cannot be activated from a mobile phone. Furthermore, mobile phone mail addresses cannot be designated for receiving notices.)

Inquiries Regarding Systems, etc.
Mitsubishi UFJ Trust and Banking Corporation Transfer Agency Department (Help Desk)
Telephone: 0120-173-027 (Between 9 a.m. and 9 p.m., toll free)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Fifteen (15) Directors

The term of office of all fourteen (14) Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of fourteen (14) incumbent Directors and one (1) new Director are proposed.
The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)		Number of shares of the Company held
1	Shintaro Tsuji (December 7, 1927)	August 1960 February 1984 February 1991 February 1991 April 2010 June 2014	President and Chief Executive Officer of Yamanashi Silk Center Co., Ltd. (currently Sanrio Company, Ltd.) (to present) Chairman and Chief Executive Officer of Kokoro Co., Ltd. (to present) President and Chief Executive Officer of Sanrio Communication World Co., Ltd. (currently Sanrio Entertainment Co., Ltd.) President, Chairman and Chief Executive Officer of Harmonyland Co., Ltd. (currently Sanrio Entertainment Co., Ltd.) Chairman and Chief Executive Officer of Sanrio Entertainment Co., Ltd. (to present) President and Chief Executive Officer of Sanrio Entertainment Co., Ltd. (to present)	2,607,638
	Reasons for nomination as candidate for Director: Shintaro Tsuji is the Company's founder and has served as representative director since it was established. He has built up the Company's corporate philosophy and cultivated the corporate culture for many years, and his experience and insight into management overall cannot be replaced. Accordingly, we have reelected him as Candidate for Director.			
2	Tomokuni Tsuji (November 1, 1988)	January 2014 June 2015 June 2016	Joined the Company Executive Officer, responsible for Product Planning & Sales Division Director, Deputy General Manager, Product Planning & Sales Division(to present)	128,597
	Reasons for nomination as candidate for Director: As a director in charge of marketing division, Tomokuni Tsuji has succeeded in raising division profits and new businesses, and as the grandson of the founder, he is a worthy successor to pass on the Company's corporate philosophy, corporate culture and business model. Accordingly, we have elected him as Candidate for Director.			

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Past experience, positions and responsibilities
(Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Susumu Emori
(February 28, 1949)</td><td>April 1971

January 1998

June 2000

June 2001
June 2002
April 2004

June 2006

July 2007
June 2008

April 2011

June 2016

</td><td>Joined The Mitsubishi Bank, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
General Manager, Financial Institutions Division of The Bank of Tokyo-Mitsubishi, Ltd.
Joined the Company
General Manager, Business Planning Department
Director
Managing Director
Responsible for IR Department (currently Public and Investor Relations Department) (to present) Responsible for FC Department
General Manager, General Affairs Department Responsible for the Distribution Center Responsible for Internal Audit Division (to present)
Responsible for General Affairs Department
Responsible for Legal Affairs Department (to present)
Responsible for Management Strategy Division
Responsible for Administration Division
Senior Managing Director(to present)
Responsible for Corporate Planning Department (to present)</td><td>13,352</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director:
Susumu Emori has overseas experience in the financial sector, and has been in charge of management divisions such as the Management & Planning Unit since joining the Company. He also has insight into management overall and wide-ranging connections. Accordingly, we have reelected him as Candidate for Director.</td></tr>
<tr><td rowspan="2">4</td><td>Kazuyoshi Fukushima
(April 2, 1952)</td><td>March 1977
January 1997
June 2000
April 2002
April 2010

April 2013
June 2013

June 2016</td><td>Joined the Company
General Manager, Commercial Department
Director and General Manager, Commercial Department
General Manager, Licensing Department
General Manager, Procuct Planning and Sales Division (to present)
Managing Director
General Manager, Entertainment & Media Contents Division
Senior Managing Director(to present)</td><td>8,865</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director:
Kazuyoshi Fukushima has been involved in the license business for a long time, and has extensive experience in this business as well as insight into management overall. Accordingly, we have reelected him as Candidate for Director.</td></tr>
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<tr><th>No.</th><th>Name (Date of birth)</th><th>Past experience, positions and responsibilities (Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">5</td><td>Takahide Nakaya
(December 5, 1953)</td><td>March 1978 Joined the Company
April 2004 General Manager, Accounting Department
June 2004 Director and General Manager, Accounting Department
April 2011 Deputy General Manager, Management Strategy Division
June 2014 Managing Director and General Manager, Accounting Department (to present)
June 2015 General Manager, Administration Division Headquarters</td><td>7,389</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director:
Takahide Nakaya has been in charge of the accounting division for a long time, and has extensive knowledge and experience related to accounting and finance. He also has insight into management overall. Accordingly, we have reelected him as Candidate for Director.</td></tr>
<tr><td rowspan="2">6</td><td>Saburo Miyauchi
(September 4, 1950)</td><td>December 1974 Joined the Company
April 2006 General Manager, Product Sales Division
June 2006 Director and General Manager, Product Sales Division
June 2014 Managing Director and General Manager, Product Sales Division (to present)</td><td>5,785</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director:
Saburo Miyauchi has been in charge of the marketing division for a long time, and has knowledge and experience in retail sales and store operations, the basis for the Company’s business. He also has insight into management overall. Accordingly, we have reelected him as Candidate for Director.</td></tr>
<tr><td rowspan="2">7</td><td>Kosho Nomura
(July 24, 1954)</td><td>March 1977 Joined the Company
April 2004 General Manager, Franchise Operations Division
June 2007 Executive Officer and General Manager, Store Management Division
April 2010 General Manager, Store Management Division
April 2011 Responsible for Company Reform Office, Management Strategy Division Headquarters, and General Affairs Department.
June 2014 Director
Deputy General Manager, Administration Division Headquarters
Responsible for Office to the President (to present), Character Creation Department (to present), Media Communications Department (to present), and Information Systems Management Department (to present)
June 2015 Responsible for General Affairs Department (to present)
Deputy General Manager, Management Strategy Division
June 2016 Managing Director(to present)</td><td>4,135</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director:
Kosho Nomura has been in charge of many divisions, such as the general affairs department and secretarial department, and has achievements in his role as manager of theme park operations. He also has the ability to coordinate across divisions and insight into management overall, and for this reason we have reelected him as Candidate for Director.</td></tr>
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<tr><td>No.</td><td>Name (Date of birth)</td><td colspan="2">Past experience, positions and responsibilities (Significant concurrent positions)</td><td>Number of shares of the Company held</td></tr>
<tr><td rowspan="2">8</td><td rowspan="2">Jiro Kishimura
(August 1, 1959)</td><td>April 1984

June 2011

June 2014

June 2015

November 2015

June 2016</td><td>Joined The Mitsubishi Bank, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
Executive Officer & General Manager of The Bank of Tokyo-Mitsubishi, Ltd.
Joined the Company
Director
Deputy General Manager, Management Strategy Division
Deputy General Manager, Cooperate Planning Department (to present)
Deputy General Manager, Internal Auditing Department
General Manager, Management Strategy Division
Responsible for Global Business Department (currently Global Business Department)(to present)
Responsible for Executive Management Supervisory
CEO, Sanrio GmbH (to present)
CEO, Sanrio Global Ltd. (to present)
President & CEO, Sanrio UK Finance Ltd. (to present)
President & CEO, Mr. Men Ltd. (to present)
President & CEO, THOIP (to present)
CEO, Sanrio Global Asia Ltd. (to present)
Managing Director</td><td>551</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director:
Jiro Kishimura has overseas experience in the financial sector, and after he joined the Company, he was in charge of the Management & Planning Unit and the overseas business division. Given his insight into management overall, we have reelected him as Candidate for Director.</td></tr>
<tr><td rowspan="2">9</td><td>Yuko Sakiyama
(October 24, 1955)</td><td>March 1978
April 2005
June 2006</td><td>Joined the Company
General Manager, Character Production Department
Director and General Manager, Character Production Department (to present)</td><td>4,000</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director:
Yuko Sakiyama has impressive design skills, and has worked on character designs since joining the Company. She has developed many characters, including Hello Kitty. A woman’s perspective is essential for the Company’s business, and she also has insights into management overall. For these reasons, we have reelected her as Candidate for Director.</td></tr>
<tr><td rowspan="2">10</td><td>Yoichiro Shimomura
(March 11, 1962)</td><td>March 1984
April 2010
June 2013

June 2014</td><td>Joined the Company
Operating Officer, Licensing Division
Operating Officer and General Manager, Licensing Division
Director and General Manager, Licensing Division (to present)</td><td>4,600</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director:
Yoichiro Shimomura is in charge of the licensing business, and not only has experience and knowledge in the licensing business, but also has insights into management overall. Accordingly, we have reelected him as Candidate for Director.</td></tr>
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<tr><th>No.</th><th>Name (Date of birth)</th><th colspan="2">Past experience, positions and responsibilities (Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">11</td><td rowspan="2">Yuko Tsuji
(November 19,1968)</td><td>December 2013</td><td>Joined the Company</td><td rowspan="2">1,700,000</td></tr>
<tr><td colspan="2">June 2014 Executive Officer
June 2015 Director (to present)
Responsible for Global Business Department (to present)
July 2015 CEO, Sanrio (Hong Kong) Co., Ltd. (to present)
CEO, Sanrio Taiwan Co., Ltd. (to present)
CEO, Sanrio Shanghai International Trading Co., Ltd. (to present)
CEO, Sanrio Wave (Hong Kong) Co., Ltd. (to present)
CEO, Sanrio Korea Co., Ltd. (to present)
November 2015 Chairman of the Board of Directors, Sanrio Inc. (to present)</td></tr>
<tr><td></td><td colspan="4">Reasons for nomination as candidate for Director:
Yuko Tsuji has experience and knowledge in the overseas business, and after joining the Company, she was put in charge of the overseas business, where she has built and maintained a solid overseas client base. A woman’s perspective is essential for the Company’s business, and she also has insights into management overall. For these reasons, we have reelected her as Candidate for Director.</td></tr>
<tr><td rowspan="2">12*</td><td rowspan="2">Kazuaki Tanimura
(December 29, 1956)</td><td>March 1982</td><td>Joined the Company</td><td rowspan="2">1,800</td></tr>
<tr><td colspan="2">April 2013 General Manager, responsible for Product Planning & Sales Division
June 2014 Executive Officer(to president)</td></tr>
<tr><td></td><td colspan="4">Reasons for nomination as candidate for Director:
Kazuaki Tanimura has been in charge of the marketing division for a long time, and has knowledge and experience in the Company’s business. He also has insight into management overall. Accordingly, we have elected him as Candidate for Director.</td></tr>
<tr><td rowspan="2">13</td><td rowspan="2">Norio Kitamura
(September 25, 1941)</td><td>April 1967</td><td>Joined Toyota Motor Sales Co., Ltd. (currently Toyota Motor Corporation.)</td><td rowspan="2">1,841</td></tr>
<tr><td colspan="2">January 1996 President and CEO, Toyota Motor Italia S.p.A.
January 2002 Chairman and CEO, Toyota Motor Italia S.p.A. and Chairman, Toyota Espana, S.L.
June 2006 Director, Japan Post Co., Ltd.
October 2007 Chairman and CEO, Japan Post Service Co., Ltd.
Adviser, Japan Post Service Co., Ltd.
Adviser, Toyota Motor Corporation.
June 2014 Director (to present)
November 2016 Outside Director, CliniPro Co., Ltd.(to present)</td></tr>
<tr><td></td><td colspan="4">Reasons for nomination as candidate for Outside Director:
Norio Kitamura has experience and knowledge gained in managing Toyota Motor Italia and Toyota Espana overseas, and Japan Post Service Co., Ltd. in Japan, which he is expected to utilize in providing advice on the Company’s overseas business expansion and in supervising the Group’s management overall. Accordingly, we have reelected him as Candidate for Director. He will have served as the Company’s Outside Director for three years as of the conclusion of this general shareholder’s meeting.</td></tr>
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<tr><th>No.</th><th>Name (Date of birth)</th><th colspan="2">Past experience, positions and responsibilities (Significant concurrent positions)</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">14</td><td rowspan="2">Mitsuaki Shimaguchi
(March 31, 1942)</td><td>April 1987

March 2006
April 2007

April 2009
April 2010
April 2012

June 2014</td><td>Professor of Graduate School of Business Administration, Keio
External Director, Lion Corporation
Professor Emeritus of Keio University (to present)
Professor of Graduate School of Hosei University
Visiting Professor of Graduate School of Waseda University
Director, Japan Marketing Association (to present)
External Auditor, Suntory Holdings Limited
Professor of Graduate School of Kaetsu University (to present)
External Director, SATO Corporation (to present)
Director (to present)</td><td>1,136</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Outside Director:
Mitsuaki Shimaguchi is an academic who has studied research marketing and is well versed in corporate marketing. We expect that his wide-ranging insights will be utilized in improving the Company’s corporate governance and corporate values, and we have reelected him as Candidate for Director. He will have served as the Company’s Outside Director for three years as of the conclusion of this general shareholder’s meeting.</td></tr>
<tr><td rowspan="2">15</td><td rowspan="2">Yoshiharu Hayakawa
(February 23, 1948)</td><td>April 1970
August 1973
April 1989

January 1992

December 1997
June 2002
January 2006

June 2007
June 2012
April 2013
June 2014</td><td>Joined Chuo Accounting Firm
Registered as Certified Public Accountant in Japan
Due to the merger, transferred to Chuo Coopers &Lybrand Consulting and Assumed its Representative Director
Assumed Representative Partner in charge of Operation Department, Chuo Audit Corporation
Founder and Representative of Kasumi Empowerment Research Institute (to present)
External Auditor, UFJ Holdings, Inc.
External Auditor, The Bank of Tokyo-Mitsubishi UFJ, Ltd.
External Director, Mitsui Fudosan Co., Ltd.
External Director, Kakaku.com, Inc.(to present)
External Director, Ryoyo Electro Corporation(to present)
Director (to present)</td><td>0</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Outside Director:
Yoshiharu Hayakawa has specialized knowledge as a certified public accountant and extensive experience and knowledge as a management consultant, which we expect will be utilized in improving the Company’s corporate governance. Accordingly, we have reelected him as Candidate for Director. He will have served as the Company’s Outside Director for three years as of the conclusion of this general shareholder’s meeting.</td></tr>
</table>

(Notes) 1. No material conflict of interest exists between the Company and any of the above candidates for Directors.

2. Unless otherwise noted, the above describes the past experience, positions and responsibilities (significant concurrent positions) of each candidate as they pertain to the Company.

3. Mr. Norio Kitamura, Mr. Mitsuaki Shimaguchi, and Mr. Yoshiharu Hayakawa are candidates for Outside Directors.

4. Conclusion of limited liability agreements with outside directors

   The company has established a provision in Article 34 of the existing Articles of Incorporation enabling the Company to enter into an agreement with Outside Directors limiting their liability for damages arising from any neglect of their duties, for the purpose of allowing Outside Directors to fully perform their expected roles. Under this provision, limited liability agreements will be agreed with Mr. Norio Kitamura,Mr. Mitsuaki Shimaguchi, and Mr. Yoshiharu Hayakawa, should they be appointed as Outside Directors. The agreement sets the minimum liability limit stipulated by law, and states that the directors shall bear that level of responsibility.

5. The asterisk mark (*) indicates a candidate to be newly elected as Director.

Proposal No. 2: Election of One (1) Executive Auditors

Yasuo Takenouchi will retire as of the conclusion of this general shareholder's meeting. Accordingly, we request the appointment of one (1) Audit & Supervisory Board Member as a substitute.

The Board of Auditors has consented to the submission of this proposal in advance.

The candidate is as follows:

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of shares of the Company held
1	Kazuo Ohashi (9 June, 1954)	April 1980 Joined Chuo Accounting Firm March 1983 Registered as Certified Public Accountant in Japan August 1993 Partner, Chuo Accounting Firm August 1998 Senior Partner, Chuo Accounting Firm July 2006 Senior Partner, Ernst & Young ShinNihon LLC July 2016 Founder, Kazuo Ohashi Certified Accounting Office	0
	Reasons for nomination as candidate for Outside Auditor: Kazuo Ohashi has extensive specialized knowledge and social experience as a certified public accountant, which he can utilize in the Company's management. Accordingly, we have elected him as a Candidate for Audit & Supervisory Board Member.		

(Notes) 1. No material conflict of interest exists between the Company and any of the above candidate for Auditor.

2.Mr. Kazuo Ohashi is a candidate for Outside Auditor.

3.Conclusion of limited liability agreements with Outside Auditors

The Company has established a provision in Article 34 of its existing Articles of Incorporation enabling the Company to enter into an agreement with Outside Auditors limiting their liability for damages arising from any neglect of their duties, for the purpose of allowing Outside Auditors to fully perform their expected roles. Under this provision, limited liability agreements will be agreed with Mr.Kazuo Ohashi, should he be appointed as Outside Auditor. The agreement sets the minimum liability limit stipulated by law, and states that the Outside Auditors shall bear that level of responsibility.

4. Mr. Kazuo Ohashi is a candidate to be newly elected as Auditor.