Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities code: 2590
March 23, 2018

To Our Shareholders,

Tomiya Takamatsu, President and Representative Director
DyDo GROUP HOLDINGS, INC.
2-2-7 Nakanoshima, Kita-ku, Osaka

Notice of Convocation of the 43rd Annual General Meeting of Shareholders

You are cordially invited to attend the 43rd Annual General Meeting of Shareholders of DyDo GROUP HOLDINGS, INC. ("the Company") to be held as described below.

If you are unable to attend the meeting, you can exercise voting rights by either of the following methods. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights before 5:30 p.m., Thursday, April 12, 2018 (JST).

[Exercising voting rights in writing]

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and return the card so that it arrives by the time and date stated above.

[Exercising voting rights by electronic or magnetic means (via the Internet, etc.)]

Please read the "Instructions for Exercising Voting Rights via the Internet, etc." on page 2 and exercise your voting rights by the time and date stated above.

1. Date and Time: 10:00 a.m., Friday, April 13, 2018 (JST)
2. Venue: "The Hō" Function Room, Second floor, Hotel New Otani Osaka
1-4-1 Shiromi, Chuo-ku, Osaka
3. Purpose of the Meeting:

Matters to be reported:

1. The business report, the consolidated financial statements and audit reports of the Accounting Auditor and the Board of Corporate Auditors for the consolidated financial statements for the 43rd term (from January 21, 2017 to January 20, 2018)
2. The non-consolidated financial statements for the 43rd term (from January 21, 2017 to January 20, 2018)

Matters to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Six (6) Directors
Proposal 4: Election of One (1) Corporate Auditor

When attending the meeting, you are kindly requested to present the enclosed voting card to the receptionist.

Pursuant to the relevant laws and regulations and Article 17 of the Company's Articles of Incorporation, "Notes to consolidated financial statements" in the consolidated financial statements and "Notes to non-consolidated financial statements" in the non-consolidated financial statements are posted on the Company's website and are not attached to this notice. Accordingly, the attached documents to this notice are part of the documents that were audited by the Corporate Auditors and the Accounting Auditor in preparing the audit reports.

Any modifications to the business report, the consolidated financial statements, the non-consolidated financial statements and the Reference Documents for General Meeting of Shareholders will be posted on the Company's website.

Company's website: https://www.dydo-ghd.co.jp/

[Instructions for Exercising Voting Rights via the Internet, etc.]

Please note the following matters in advance when exercising voting rights via the Internet, etc.

1. Voting website

You can only exercise your voting rights via the Internet by accessing the following dedicated voting website designated by the Company.

Dedicated voting website address: https://www.web54.net/

2. Handling of votes

(1) When exercising your voting rights via the Internet, input the "voting right exercise code" and "password" written in the enclosed voting card, and indicate your approval or disapproval of each proposal by following the on-screen instructions.

(2) The deadline for voting is 5:30 p.m., Thursday, April 12, 2018 (JST). An early exercise of your vote would be very much appreciated.

(3) If you duplicate the vote by exercising the voting rights both in writing and via the Internet, etc., only the Internet vote will be valid.

(4) If you exercise your voting rights more than once via the Internet, etc., only the latest vote will be valid.

(5) Any fees for Internet providers and telecommunication companies (connection fees, etc.) incurred by shareholders in using the dedicated voting website are to be borne by the shareholders.

3. Safekeeping of password

(1) The password is important for authenticating the identity of shareholders. Please handle it with care in the same way as you would your seal and PIN number.

Please note that the Company cannot respond to password inquiries.

(2) If you enter your password incorrectly more than a certain number of times, the password will be locked. If you wish to have your password reissued, please complete the procedures by following the on-screen instructions.

(3) Voting right exercise code provided on the voting card will only be valid for this meeting.

4. Inquiries

(1) Regarding the operation of a PC, mobile phone, etc. for exercising your voting rights:

Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited

Tel: 0120-652-031 (available from 9:00 a.m. to 9:00 p.m.)

(2) Other inquiries

a. Shareholders with an account with a securities company

Please contact the securities company where you opened your account.

b. Shareholders without an account with a securities company (shareholders with a special account)

Stock Transfer Agency Administration Center, Sumitomo Mitsui Trust Bank, Limited

Tel: 0120-782-031 (available from 9:00 a.m. to 5:00 p.m., except weekends and holidays)

5. To institutional investors

The electronic voting platform operated by ICJ, Inc., is available for exercising your voting rights by electronic or magnetic means.

Reference Documents for General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

1. Year-end Dividend

The Company recognizes that the distribution of profits to shareholders is a key issue in business management. The Company's basic policy for the distribution of profits is to maintain stable dividend payments while giving consideration to the balance between the internal reserves necessary for sustainable growth and returns to the shareholders.

In accordance with such perception, the Company proposes a ¥30 per share year-end dividend for the fiscal year under review.

Since a ¥30 per share interim dividend has already been paid, the annual dividend for the fiscal year under review will be ¥60 per share.

(1) Type of dividend property
Money

(2) Allotment of dividend property and total amount
¥30 per share of common stock of the Company
The total amount of dividends: ¥497,026,500

(3) Effective date of dividends from surplus
April 16, 2018

2. Other Appropriation of Surplus

In order to contribute to the development of a rich and robust society, the Company's group (hereinafter referred to as the "Group") will promote activities which promote co-existence and co-prosperity within the regional community. Based on the Group philosophy of "striving to achieve happiness and prosperity together with people and society as a whole" and in order to utilize the contributions to regional community activities, the Company proposes to reserve the amount of ¥100,000,000 as stated below for the Local Community Contribution Fund:

(1) Item to be decreased and amount of decrease
Retained earnings carried forward: ¥100,000,000

(2) Item to be increased and amount of increase
Local Community Contribution Fund: ¥100,000,000

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

(1) The business purpose provided for in Article 2 (Purpose) of the current Articles of Incorporation shall be amended or have additional language included in order to prepare for business development of the Company and its subsidiaries. Item numbers in the Articles of Incorporation shall be adjusted accordingly following the addition of new provisions.

(2) In consideration of the popularization of the Internet, to improve the convenience of browsing and streamlining of the procedures for public notice, the Company wishes to change its method from the Nihon Keizai Shimbun newspaper to electronic public notice and stipulate the method for the event when the electronic public notice is not available for an unavoidable reason, and accordingly modify Article 5 (Method of public notice) of the current Articles of Incorporation.

(3) In addition, the Company shall partially revise wording and standardize the expressions.

2. The details of amendments

The details of amendments of the Articles of Incorporation are as follows:

(Amended parts are indicated by underlining)

Current Articles of Incorporation	Proposed Amendments
(Purpose) Article 2 The purpose of the Company shall be to control and manage through share capital or equity holdings the business activities of companies (including foreign companies), associations (including entities which correspond to associations in foreign countries), and other corresponding enterprises, respectively engaged in the following businesses.	(Purpose) Article 2 (unchanged)
(1) Manufacture and marketing of soft drinks	(1) (unchanged)
(2) Manufacture and marketing of various kinds of food products	(2) (unchanged)
(3) Manufacture and marketing of pharmaceuticals, quasi-drug products, and cosmetics	(3) Research and development, manufacture, and marketing of pharmaceuticals, quasi-drug products, cosmetics, and related products
(newly established)	(4) Research and development, manufacture, marketing, leasing, and maintenance of medical devices, healthcare devices, and related products
(4) Sales of soft drinks, various kinds of food products, and various kinds of merchandise through vending machines	(5) Sales of soft drinks, various kinds of food products, and various kinds of merchandise through vending machines
(5) Provision of various kinds of services through vending machines	(6) Provision of various kinds of services through vending machines
(6) Sales of cigarettes and alcoholic beverages	(7) Sales of cigarettes and alcoholic beverages
(7) Management of restaurants	(8) Management of restaurants

Current Articles of Incorporation	Proposed Amendments
(8) Marketing and maintenance of various kinds of vending machines (newly established) (newly established)	(9) Marketing and maintenance of various kinds of vending machines (10) Consigned freight forwarding (11) Maintenance, management, and licensing of intellectual property rights
(9) Any and all business operations incidental or related to the foregoing items	(12) Any and all business operations incidental or related to the foregoing items
2 The Company shall be able to engage in the business operations stated in the foregoing items and any and all business operations incidental or related thereto.	2 (unchanged)
(Method of public notice) Article 5 The Company shall publish public notices in the Nihon Keizai Shimbun newspaper.	(Method of public notice) Article 5 The Company shall publish public notices electronically. However, if it is not possible to publish a notice electronically due to an unavoidable reason such as an accident, the Company shall publish that notice in the Nihon Keizai Shimbun newspaper.

Proposal 3: Election of Six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes to elect six (6) Directors.

The candidates for Director are as follows:

No.	Name	Current positions and areas of responsibilities in the Company	
1	Tomiya Takamatsu	President and Representative Director	Reappointment
2	Tomihiro Takamatsu	Chairman and Director	Reappointment
3	Naoki Tonokatsu	Director, Corporate Officer, General Manager of Finance Department	Reappointment
4	Naoyuki Nishiyama	Director, Corporate Officer, General Manager of Corporate Strategy Department	Reappointment
5	Shinji Mori	Director	Reappointment Independent Outside
6	Masataka Inoue	Director	Reappointment Independent Outside

No.	Name (date of birth) Note to appointment	(Upper row) Career summary, positions and areas of responsibilities in the Company, and significant concurrent positions (Lower row) Reasons for election	Number of the Company's shares held
1	Tomiya Takamatsu (June 26, 1976) Reappointment [Number of Board of Directors meetings attended] 17/17	Apr. 2004 Joined the Company Apr. 2008 Director, the Company Apr. 2009 Managing Director, the Company Mar. 2010 Executive Director, the Company Apr. 2012 Vice President and Director, the Company Apr. 2014 President and Representative Director, the Company (incumbent) Feb. 2016 President and Representative Director, DyDo DRINCO Split Preparation Co., Ltd. (currently DyDo DRINCO, INC.) (incumbent) (Significant concurrent positions) President and Representative Director, DyDo DRINCO, INC. Since his appointment to the position of President in April 2014, Mr. Takamatsu has demonstrated strong leadership by managing the Company with rapid, decisive decision-making in line with its medium- and long-term management posture based on the perspective of all stakeholders and in keeping with the newly formulated Group Philosophy and Group Vision. He has been steadily working to address challenges geared to achieving dramatic growth in the future which has involved strengthening the Group's management by shifting to a holding company structure, working toward radical reforms to the vending machine business model, and securing new strategic bases overseas. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.	495,000 shares
2	Tomihiro Takamatsu (January 16, 1948) Reappointment [Number of Board of Directors meetings attended] 17/17	Mar. 1971 Joined DAIDO PHARMACEUTICAL CORPORATION Jan. 1975 Managing Director following the Company's establishment May 1984 Executive Director, the Company Jun. 1990 Vice President and Director, the Company Apr. 1992 Vice President and Representative Director, the Company Apr. 1994 President and Representative Director, the Company Apr. 2014 Chairman and Director, the Company (incumbent) (Significant concurrent positions) President, Nippon Matsuri Network NPO (Non-Profit Organization) Having guided the Company as its President for 20 years, Mr. Takamatsu brings a wealth of experience as well as a proven track record to the table. In his current position as Chairman and Director, he fulfills a range of roles as appropriate, including strengthening the foundation of the Group's management in areas such as governance, deciding important issues, and overseeing execution of business operations. In addition, he has worked tirelessly to revitalize the local communities in which the Company does business by orchestrating its community service activities over many years. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.	495,000 shares

No.	Name (date of birth) Note to appointment	(Upper row) Career summary, positions and areas of responsibilities in the Company, and significant concurrent positions (Lower row) Reasons for election	Number of the Company's shares held
3	Naoki Tonokatsu (November 4, 1963) Reappointment [Number of Board of Directors meetings attended] 13/13	Mar. 1986 Joined the Company Jan. 2011 General Manager of Financial Planning Department, the Company Mar. 2013 Corporate Officer, Division Director of Administration Division, the Company Jan. 2014 Corporate Officer, Division Director of Finance Division, the Company Jan. 2017 Corporate Officer, General Manager of Finance Department, the Company Director, Corporate Officer, Division Director of Finance Division, DyDo DRINCO, INC. (incumbent) Apr. 2017 Director, Corporate Officer, General Manager of Finance Department, the Company (incumbent) Since joining the Company, Mr. Tonokatsu has engaged in finance for many years and has extensive experience and achievements. He fulfills duties central to procuring funds, etc., for achieving the mid-term business plan. Currently, as the Director, Corporate Officer, and General Manager of Finance Department, he is putting effort into sound company management such as by building a solid structure for the entire Group's financial base and contributing to improving profitability. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.	3,100 shares
4	Naoyuki Nishiyama (July 30, 1965) Reappointment [Number of Board of Directors meetings attended] 13/13	Mar. 1988 Joined the Company Jan. 2014 General Manager of Corporate Strategy Department, the Company Feb. 2014 General Manager of Corporate Strategy Department and General Manager of International Business Department, the Company Mar. 2015 Corporate Officer, General Manager of Corporate Strategy Department and General Manager of International Business Department, the Company Jan. 2016 Corporate Officer, General Manager of Corporate Strategy Department and General Manager of Strategic Investment Department, the Company Jan. 2017 Corporate Officer, General Manager of Corporate Strategy Department, the Company Apr. 2017 Director, Corporate Officer, General Manager of Corporate Strategy Department, the Company (incumbent) Mr. Nishiyama has engaged in a wide range of duties covering overall management such as corporate strategy, strategic investment, and international business and has extensive experience and achievements. Currently, he is leading Group companies as the Director, Corporate Officer, and General Manager of Corporate Strategy Department and pursuing initiatives to expand into new business domains. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.	200 shares

No.	Name (date of birth) Note to appointment	(Upper row) Career summary, positions and areas of responsibilities in the Company, and significant concurrent positions (Lower row) Reasons for election	Number of the Company's shares held
5	Shinji Mori (May 22, 1946) Reappointment Independent Outside [Number of Board of Directors meetings attended] 17/17	Apr. 1972 Joined the Legal Training and Research Institute of Japan Apr. 1974 Appointed as a judge, Yokohama District Court Apr. 1986 Appointed as a judge, Kyoto District Court Apr. 1989 Registered as a member of the Osaka Bar Association Apr. 2001 Corporate Auditor, the Company Apr. 2014 Director, the Company (incumbent) (Significant concurrent positions) Outside Auditor, OSAKA SODA CO., LTD. Auditor, CREDIT GUARANTEE CORPORATION OF OSAKA Mr. Mori has extensive experience and an advanced level of specialized knowledge as an attorney, and he has served the Company for 13 years as an Outside Corporate Auditor and for four years as an Outside Director. Based on that experience, he is appropriately carrying out his role in strengthening the oversight function of the Board of Directors by commenting on the Company-wide approach to risk management, and otherwise offering advice and suggestions as to the Company's management from an independent perspective. Based on this proven track record, he has been put forward as a candidate for continued service as an Outside Director on the Board of Directors. Although Mr. Mori has not been involved in corporate management in a manner other than that of being an outside officer of the Company and other companies in the past, the Company has judged that he will be able to appropriately carry out his duties as Outside Director for the above reasons.	100 shares
6	Masataka Inoue (October 12, 1954) Reappointment Independent Outside [Number of Board of Directors meetings attended] 17/17	Apr. 1978 Joined Nakano Sumise Co., Ltd. Jul. 2005 Director, the head office of Mizkan Group Corporation May 2007 Managing Director, Mizkan Group Corporation Oct. 2009 Standing Auditor, Mizkan Group Corporation Mar. 2011 Divisional Manager in charge of the Management Auditing Office, Mizkan Group Corporation Mar. 2014 Divisional Manager in charge of the Business Planning Division, Mizkan Holdings Co., Ltd. Mar. 2016 Retired from Mizkan Holdings Co., Ltd. Apr. 2016 Director, the Company (incumbent) Mr. Inoue has a wealth of knowledge and overseas experience in the food industry. Based on his auditing experience in areas such as business development through overseas M&As and overseas subsidiaries, he is appropriately carrying out his role in strengthening the oversight function of the Board of Directors by commenting with respect to his viewpoint on risk and returns in the course of deliberations concerning such management issues of the Company as accelerated development of the Company's business overseas and expanding into new business domains, and otherwise offering advice and suggestions from an independent perspective. Based on this proven track record, he has been put forward as a candidate for continued service as an Outside Director on the Board of Directors.	–

Notes: 1. There are no special interests between any of the candidates and the Company.

2. Messrs. Shinji Mori and Masataka Inoue are candidates for Outside Director.
Messrs. Shinji Mori and Masataka Inoue currently serve as Outside Directors of the Company. At the conclusion of this meeting, their terms of office as Outside Directors will have been four years and two years, respectively.

3. The Company has concluded agreements with Messrs. Tomihiro Takamatsu, Shinji Mori and Masataka Inoue pursuant to the provisions of Article 427, paragraph (1) of the Companies Act to limit the amount of their

liability to damages as provided for in Article 425, paragraph (1) of the same Act.
If the reelections of Messrs. Tomihiro Takamatsu, Shinji Mori and Masataka Inoue are approved, the Company plans to extend the same agreements.

4. The Company has notified Messrs. Shinji Mori and Masataka Inoue as independent officers as prescribed by the Tokyo Stock Exchange. If the reelections of Messrs. Shinji Mori and Masataka Inoue are approved, the Company plans to maintain their positions as independent officers.

(Reference) Independence Standards for Outside Directors of DyDo GROUP HOLDINGS, INC.

The Company has established the following standards to govern the independence of its Independent Outside Directors.

1. Candidates may not be a Director (except as an Outside Director), Corporate Auditor (except as an Outside Corporate Auditor), Corporate Officer, or employee of the DyDo Group;
2. Candidates may not have the DyDo Group as a major business partner or be a director, corporate auditor, corporate officer, or employee of a company that has the DyDo Group as a major business partner;
3. Candidates may not be a major business partner of the DyDo Group, or a director, corporate auditor, corporate officer, or employee of a major business partner of the DyDo Group;
4. Candidates may not be a consultant, accounting specialist, or legal specialist who receives a large amount of money or other assets apart from officer compensation from the DyDo Group;
5. Candidates may not be a trustee, director, corporate auditor, corporate officer, or employee of an organization that receives donations or subsidies in excess of a certain amount from the DyDo Group;
6. Candidates must not have fallen under the statuses described in 1 through 5 above at any time during the last three years, and;
7. Candidates must not be a close relative of an individual who falls under any of the statuses described in 1 through 5 above (however, this applies only to an individual deemed an important employee with respect to an employee described in 1 above).

* In this context, a major business partner refers to a business partner whose payments or receipts with respect to transactions with the DyDo Group have amounted to 2% or more of its total annual consolidated net sales during the most recent fiscal year.
* In this context, a large amount of money refers to payments averaging ¥10 million or more per year over the last three years (for individuals), or payments averaging 2% or more of an organization's total consolidated net sales over the last three fiscal years (for organizations).
* In this context, a close relative refers to a spouse, a relative within the second degree of kinship, or a relative residing in the same household.
* In this context, an important employee refers to an employee of the rank of General Manager or above.
* In this context, a certain amount refers to an annual average of ¥10 million over the last three fiscal years, or 30% of the average annual total expenses of the organization, whichever is larger.

Proposal 4: Election of One (1) Corporate Auditor

The term of Ms. Sachie Kato will expire at the conclusion of this meeting. Accordingly, the Company proposes to elect one (1) Corporate Auditor.

The consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for Corporate Auditor is as follows:

Name (date of birth) Note to appointment	(Upper row) Career summary, positions in the Company and significant concurrent positions (Lower row) Reasons for nomination as candidate for Outside Corporate Auditor and reasons for judging the candidate capable of appropriately fulfilling duties as Outside Corporate Auditor	Number of the Company's shares held
Sachie Kato (Nov. 11, 1946) Reappointment Outside [Number of Board of Directors meetings attended] 17/17	Apr. 1969 Joined the Legal Training and Research Institute of Japan Apr. 1971 Appointed as a public prosecutor, Tokyo District Public Prosecutors Office May 1974 Registered as a member of the Osaka Bar Association Apr. 2014 Outside Corporate Auditor, the Company (incumbent) (Significant concurrent positions) Outside Director, YAMAZEN CORPORATION Outside Director, HISAKA WORKS, LTD.	100 shares
	Ms. Kato oversees auditing at the Company with a high degree of independence and from a broad perspective, drawing on her long-standing experience as an attorney, her high level of discernment as a legal expert, and her profound insight with respect to corporate management gained from having helped resolve multiple corporate legal challenges. Based on this proven track record, she has been put forward as a candidate for continued service as an Outside Corporate Auditor. Although Ms. Kato has not been involved in corporate management in a manner other than that of being an outside officer of the Company and other companies in the past, the Company has judged that she will be able to appropriately carry out her duties as Outside Corporate Auditor for the above reasons.	

Notes: 1. There are no special interests between the candidate and the Company.

2. Ms. Sachie Kato is a candidate for Outside Corporate Auditor.

3. Ms. Sachie Kato currently serves as Outside Corporate Auditor of the Company. At the conclusion of this meeting, her term of office as Outside Corporate Auditor will have been four years.

4. The Company has concluded agreement with Ms. Sachie Kato pursuant to the provisions of Article 427, paragraph (1) of the Companies Act to limit the amount of her liability to damages as provided for in Article 425, paragraph (1) of the same Act. If the reelection of Ms. Sachie Kato is approved, the Company plans to extend the same agreement.