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(Securities Code: 3197)
March 14, 2018

To Shareholders with Voting Rights

Makoto Tani
President and Chief Executive Officer
SKYLARK CO., LTD.
1-25-8 Nishikubo, Musashino-shi, Tokyo

Convocation Notice of the 7th Annual General Meeting of Shareholders

Dear Sir/Madam,

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 7th Annual General Meeting of Shareholders of SKYLARK CO., 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 in writing or via electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Wednesday, March 28, 2018, Japan time.

1. **Date and Time:** Thursday, March 29, 2018 at 10:00 a.m. Japan time
   Reception starts at 9:00 a.m. Japan time
2. **Place:** 5F, Concord Ballroom, Main Tower, Keio Plaza Hotel Tokyo located at 2-2-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan
3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 7th Business Term (January 1, 2017 - December 31, 2017) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 7th Business Term (January 1, 2017 - December 31, 2017)

Matters to be resolved:

Proposal No. 1: Partial Amendments to the Articles of Incorporation
Proposal No. 2: Election of 8 Corporate Directors
Proposal No. 3: Election of 2 Auditors

Please note that souvenirs would not be provided.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Concerning the Attachments to this document which shall be provided together with this convocation notice, the following items are made available on the Company's website (https://ir.skylark.co.jp/), and therefore are not contained herein pursuant to Article 19 of the Articles of Incorporation of the Company and laws and regulations.

1) Systems for ensuring the propriety of business activities and overview of operations of the said systems in the Business Report
2) Consolidated Statements of Changes in Equity and Notes to the Consolidated Financial Statements
3) Non-consolidated Statements of Changes in Equity and Notes to the Non-consolidated Financial Statements

Therefore, the Attachments to this document consist of a part of the Business Report, Consolidated Financial Statements and the Non-consolidated Financial Statements which are audited by the Accounting Auditor when preparing the Accounting Audit Report, and also consist of a part of the Consolidated Financial

Statements and the Non-consolidated Financial Statements which are audited by Auditors and the Board of Auditors when preparing the Audit Report.

Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (https://ir.skylark.co.jp/).

Resolutions of this Annual General Meeting of Shareholders will be posted on the Company's website (https://ir.skylark.co.jp/).

The Company's website: https://ir.skylark.co.jp/ Search keyword: Skylark

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

To increase the level of sophistication of Group management so as to raise the competitiveness of the Group, the Company changed to a holding company structure in January 2016.

To clarify the roles and functions of the Company as a holding company, the Company requests approval for the following amendments to Article 1 (Trade Name) of the Articles of Incorporation.

The amendments to the Articles of Incorporation in this proposal shall take effect on July1, 2018, and a supplementary provision specifying this information shall be newly established.

2. Contents of the amendments

The contents of the amendments are as follows.

(The amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
Article 1 (Trade Name) The name of the Company shall be "Kabushiki Kaisha SKYLARK" or "SKYLARK CO., LTD." in English.	Article 1 (Trade Name) The name of the Company shall be "Kabushiki Kaisha SKYLARK HOLDINGS" or "SKYLARK HOLDINGS CO., LTD." in English.
Articles 2 to Article 46 (Omitted)	Articles 2 to Article 46 (Unchanged)
[Newly established]	Supplementary Provision (Effective date of partial amendments to the Articles of Incorporation) The effective date of the amendments to Article 1 shall be July 1, 2018. This supplementary provision shall be deleted after the effective date of the amendments to Article 1.

Proposal No. 2: Election of 8 Corporate Directors

The terms of office of all 6 Corporate Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, to further strengthen the management structure, the Company proposes to increase the number of Corporate Directors by 2 and requests approval for the election of 8 Corporate Directors (including 4 Outside Directors).

The candidates for Corporate Directors are as follows.

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Profile, status and positions in the Company,
and significant concurrent positions</th><th>Remarks</th></tr>
<tr><td rowspan="2">1</td><td>Makoto Tani
(December 25, 1951)

Re-elected</td><td>April 1977 Joined Former SKYLARK CO., LTD.
December 1987 Director, General Manager of Sales Division, NILAX Inc.
January 2000 President and Chief Executive Officer, NILAX Inc.
January 2007 President and Chief Executive Officer, NILAX Inc.
Executive Officer, in charge of the 1st Group of HD Business Strategy, Former SKYLARK CO., LTD.
October 2007 Managing Executive Officer, General Manager of the 2nd Sales Division, Former SKYLARK CO., LTD.
August 2008 President and Chief Executive Officer, Former SKYLARK CO., LTD.
September 2008 President and Chief Executive Officer, General Manager of Corporate Planning Division, Former SKYLARK CO., LTD.
February 2011 President and Chief Executive Officer, General Manager of Merchandise Division, Former SKYLARK CO., LTD.
June 2012 President and Chief Executive Officer, Former SKYLARK CO., LTD.
July 2014 President and Chief Executive Officer of the Company (present)</td><td rowspan="2">Number of the Company’s shares held:
50,000

Attendance at Board of Directors Meetings in FY2017:
14/14 times (100%)

Years in office:
3 years and 8 months</td></tr>
<tr><td>Reasons to be nominated as candidate for Corporate Director</td><td>After gaining sales experience at stores since joining the Company in 1977, Mr. Makoto Tani has successively held various posts including General Manager of Business Division, the President and Chief Executive Office of NILAX Inc., and assumed the position of President and Chief Executive Officer of the Former SKYLARK CO., LTD. and the Company since 2008. Throughout his career, he has accumulated a wealth of business experience at the whole Group and insights regarding general business, business operation, and management and operation in the field of family restaurants, as well as consumer marketing in the restaurant market. The Company therefore requests approval to re-elect him as a Corporate Director.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
2	Minoru Kanaya (January 26, 1959) Newly elected	April 1981 Joined Nomura Securities Co., Ltd. June 2000 Chief of Europe Administration Division, Nomura International plc August 2002 Manager of Clearance & Custody Services Department, Nomura Securities Co., Ltd. May 2003 Manager of IT Strategy Department, Nomura Securities Co., Ltd. July 2004 Executive Officer, Nomura Principal Finance Co., Ltd. January 2008 Senior Executive Director, Former SKYLARK CO., LTD. July 2008 Senior Executive Director, General Manager of Management Division, Former SKYLARK CO., LTD. January 2012 Senior Executive Officer, General Manager of Management Division, Former SKYLARK CO., LTD. June 2012 Executive Officer, Managing Director of Corporate Support Division, Former SKYLARK CO., LTD. July 2014 Executive Officer, Managing Director of Corporate Support Division of the Company October 2015 Executive Officer, Managing Director of Corporate Support Division, Managing Director of Human Capital Management Division of the Company August 2016 Director, Taiwan Skylark Co., Ltd. (present) February 2017 Managing Executive Officer, Managing Director of Corporate Support Division, Managing Director of Human Capital Management Division of the Company (present) December 2017 Director, FLO Japon Co., Ltd. (present)	Number of the Company's shares held: 5,000 Attendance at Board of Directors Meetings in FY2017: – Years in office: –
	Reasons to be nominated as candidate for Corporate Director	Mr. Minoru Kanaya has achieved results from supervising the Company's finance, management and human capital departments since 2008, and has a wealth of experience and insight from working at securities companies, which the Company believes he will leverage for the Company's growth strategy. The Company therefore requests approval to elect him as a Corporate Director.	

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
3	Atsushi Kitamura (October 13, 1971) Re-elected	April 1995 Joined Procter & Gamble Far East Inc. (currently Procter & Gamble Japan KK) June 2004 Associate Director of Finance & Accounting, Procter & Gamble Far East Inc. (currently Procter & Gamble Japan KK) August 2009 Transferred to TNT Express Worldwide (Japan) Inc. Deputy General Manager of Management Division, TNT Express Worldwide (Japan) Inc. January 2010 Director, General Manager of Management Division, TNT Express Worldwide (Japan) Inc. January 2012 Executive Director, General Manager of Management Division, TNT Express Worldwide (Japan) Inc. January 2013 Senior Executive Director, General Manager of Management Division in charge of Operations Division, TNT Express Worldwide (Japan) Inc. September 2013 Group Director of Corporate Business Control Group, Finance Division, Former SKYLARK CO., LTD. July 2014 Group Director of Corporate Business Control Group, Finance Division of the Company December 2014 Outside Director, NILAX Inc. July 2016 Executive Officer, Managing Director of Finance Division of the Company March 2017 Corporate Director and Executive Officer, Managing Director of Finance Division of the Company (present)	Number of the Company's shares held: 10,000 Attendance at Board of Directors Meetings in FY2017: 10/10 times (100%) Years in office: 1 year
	Reasons to be nominated as candidate for Corporate Director	Since joining the company in 2013, Mr. Atsushi Kitamura has achieved results in the Company's financial strategy, which include the listing of the Company's shares by the Finance Division, and the Company believes that he will leverage this along with his globally oriented financial experience gained at foreign firms and a wealth of experience accumulated through his service as Director at companies of different industries for the Company's financial strategy. The Company therefore requests approval to re-elect him as a Corporate Director.	

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Profile, status and positions in the Company,
and significant concurrent positions</th><th>Remarks</th></tr>
<tr><td rowspan="2">4</td><td>Haruyoshi Sakita
(April 26, 1966)

Newly elected</td><td>April 1999 Joined FOR YOU, INC.
April 2001 President and Chief Executive Officer, FY Kanto Co., Ltd.
August 2001 Senior Executive Director, Hanamaru,Inc.
August 2002 President and Chief Executive Officer, T-project CO., LTD
September 2003 Director, FOR YOU, INC.
July 2004 Director, Skylark LesPros Co., Ltd.
October 2008 Executive Officer, NILAX Inc.
February 2009 President and Chief Executive Officer, Tomato and Associates Co., Ltd.
October 2011 President and Chief Executive Officer, NILAX Inc.
June 2015 Executive Officer of the Company (present)
September 2015 Director, Taiwan Skylark Co., Ltd.
December 2015 President and Chief Executive Officer, Skylark Split Preparation Co., Ltd. (Changed trade name to Skylark Restaurants Co., Ltd. on January 1, 2016)
February 2017 Managing Director of Marketing Division of the Company
November 2017 President and Chief Executive Officer, Skylark Restaurants Co., Ltd. (present)</td><td rowspan="2">Number of the Company’s shares held:
5,000

Attendance at Board of Directors Meetings in FY2017:
–

Years in office:
–</td></tr>
<tr><td>Reasons to be nominated as candidate for Corporate Director</td><td>Since joining the Company in 2004, Mr. Haruyoshi Sakita has contributed to the improvement of the Group’s corporate value as the President of Group companies, and has a wealth of experience and insight from working as a corporate manager in the restaurants industry, which the Company believes he will leverage for the Company’s growth strategy. The Company therefore requests approval to elect him as a Corporate Director.</td></tr>
<tr><td rowspan="2">5</td><td>Atsushi Nishijo
(July 24, 1942)

Re-elected

Outside

Independent Director</td><td>April 1965 Joined SUMITOMO CORPORATION
June 1993 Director, SUMITOMO CORPORATION
Vice President, Sumitomo Corporation of Americas
June 1995 General Manager of Media Division, SUMITOMO CORPORATION
April 1997 Executive Director, SUMITOMO CORPORATION
April 2001 Senior Executive Director, SUMITOMO CORPORATION
President, Sumitomo Corporation of Americas
April 2003 Director, Vice President, Executive Officer, SUMITOMO CORPORATION
June 2005 Chairman and Representative Director, Sumisho Computer Systems Corporation
June 2009 Special Adviser, Sumisho Computer Systems Corporation
June 2010 Outside Director, BROTHER INDUSTRIES, LTD. (present)
Adviser, SUMITOMO CORPORATION
President, Japan Cable and Telecommunications Association
(Chairman, Japan Cable and Telecommunications Association from June 2016)
March 2014 Outside Director, Former SKYLARK CO., LTD.
July 2014 Outside Director of the Company (present)</td><td rowspan="2">Number of the Company’s shares held:
3,000

Attendance at Board of Directors Meetings in FY2017:
14/14 times (100%)

Years in office as Outside Director:
3 years and 8 months</td></tr>
<tr><td>Reasons to be nominated as candidate for Outside Director</td><td>The Company believes that Mr. Atsushi Nishijo will leverage his experience at trading companies and deep insight as a corporate manager for the Company’s management, and provide objective and far-sighted advice and supervision that contribute to the benefit of the stakeholders of the whole Group. The Company therefore requests approval to elect him as an Outside Director.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Profile, status and positions in the Company, and significant concurrent positions	Remarks
6	Atsushi Yokoyama (July 5, 1969) Re-elected Outside	April 1992 Joined Mitsubishi Trust and Banking Corporation (currently Mitsubishi UFJ Trust and Banking Corporation) July 2001 Transferred to Siebel Systems, Inc. (USA) (currently Oracle Corporation) April 2003 Transferred to McKinsey & Company April 2008 Transferred to Bain Capital Asia, LLC (currently Bain Capital Private Equity Asia, LLC) (Managing Director from January 2015 to January 2017, Advisor from February 2017 to May 2017) March 2009 Outside Auditor, SunTelephone Co., Ltd. February 2010 Director, HIGA INDUSTRIES CO., LTD. March 2010 Director, Domino's Pizza Japan, Inc. November 2011 Outside Auditor, Former SKYLARK CO., LTD. April 2013 Director, Jupiter Shop Channel Co., Ltd. September 2013 Director, DPJ Holdings 1, Inc. Director, DPE Japan, Inc. March 2014 Outside Director, MACROMILL, INC. (Outside Director, Nominating Committee member, Audit Committee member, Compensation Committee member, MACROMILL, INC. from July 2014) March 2015 Outside Director of the Company (present) May 2015 Director, YUKIGUNI MAITAKE CO., LTD. February 2017 Representative Director, PMA Group KK (present) June 2017 Outside Director, D.A. Consortium Holdings Inc. (present)	Number of the Company's shares held: – Attendance at Board of Directors Meetings in FY2017: 14/14 times (100%) Years in office as Outside Director: 3 years
	Reasons to be nominated as candidate for Outside Director	The Company believes that Mr. Atsushi Yokoyama will leverage his abundant experience and deep insight in the restaurant business, the media industry, such as internet and cable TV providers, for the Company's management, and provide objective and far-sighted advice and supervision regarding the production that utilizes the whole Group's infrastructure, construction of logistics system, sales and promotion, etc. The Company therefore requests approval to elect him as an Outside Director.	

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Profile, status and positions in the Company,
and significant concurrent positions</th><th>Remarks</th></tr>
<tr><td rowspan="2">7</td><td>Yukihiro Wada
(July 16, 1968)

Re-elected

Outside

Independent Director</td><td>April 1992 Joined Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)
Deputy Manager of Azabu Branch, Dai-Ichi Kangyo Bank, Ltd.
April 1995 Research and Planning Section, Minister’s Secretariat, Ministry of Finance
April 1997 Senior Deputy Manager of Central Sales Department 5, Dai-Ichi Kangyo Bank, Ltd.
July 2001 Engagement Manager of McKinsey & Company Japan
February 2005 Director, General Manager of Corporate Planning Division, Chief Operating Officer, Alpen Co. Ltd.
May 2007 Director, Advantage Partners, LLP
January 2009 Director, The Tokyo Star Bank, Limited
November 2011 Representative Managing Partner of Japan, Kurt Salmon Japan
January 2014 President and Chief Executive Officer, Interbrand Japan, Inc. (retired from post in October 2016)
March 2016 Outside Director of the Company (present)
October 2016 Head of Business Strategy Division and Chief Analytics Officer, Google Japan, Inc.
February 2018 Executive Vice President and Chief Operating Officer (COO), JapanTaxi Co., Ltd. (present)
Director, Nihon Kotsu Co., Ltd. (present)</td><td rowspan="2">Number of the Company’s shares held:
1,000

Attendance at Board of Directors Meetings in FY2017:
14/14 times (100%)

Years in office as Outside Director:
2 years</td></tr>
<tr><td>Reasons to be nominated as candidate for Outside Director</td><td>The Company believes that Mr. Yukihiro Wada will leverage, for the whole Group’s management, his abundant experience and deep insight regarding formulation and implementation of strategies concerning a wide range of topics that include branding activities and increasing the sophistication of marketing in extensive fields of industry as well as organizational reformation, and also provide objective and far-sighted advice and supervision regarding branding and promotion strategies of the whole Group. The Company therefore requests approval to elect him as an Outside Director.
In addition, Mr. Yukihiro Wada had worked at the Dai-Ichi Kangyo Bank, Ltd. between April 1992 and May 1999. Although the Mizuho Bank Ltd., which is the main financial institution of the Company, was established in April 2002 as the result of a merger among 3 banks [the Dai-Ichi Kangyo Bank, Ltd., the Industrial Bank of Japan, Limited and the Fuji Bank, Limited], the main financial institution of the Company at the time of such merger was the Fuji Bank, Limited and the above-mentioned merger had taken place 3 years after he left the Dai-Ichi Kangyo Bank, Ltd. Therefore, the Company considers that he has not worked at the main financial institution of the Company both in name and in reality, and it will not affect his eligibility as an Independent Director of the Company.
Furthermore, Mr. Wada served concurrently as President of Interbrand Japan until October 2016. Although the Company has concluded an outsourcing agreement with Interbrand Japan regarding branding activities, the value of transactions under the agreement consists of less than 1% of either company’s consolidated net sales, and therefore neither company is a major transactional partner of the other. Also, as Mr. Wada has retired from his position at Interbrand Japan, the Company deems that this will not affect his eligibility as an Independent Director of the Company.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Profile, status and positions in the Company,
and significant concurrent positions</th><th>Remarks</th></tr>
<tr><td rowspan="2">8</td><td>Fumio Tahara
(August 7, 1948)

Newly elected

Outside

Independent Director</td><td>April 1972 Joined the Ministry of Agriculture and Forestry (currently the Ministry of Agriculture, Forestry and Fisheries)
September 1984 Head of Fisheries Department, Shizuoka Prefecture Forestry and Fisheries Division, Ministry of Agriculture and Forestry
November 1987 Secretary to the Minister, Ministry of Agriculture, Forestry and Fisheries
February 2000 Vice-Minister for Policy Coordination of the Minister’s Secretariat, Ministry of Agriculture, Forestry and Fisheries
January 2001 Director-General of the Minister’s Secretariat, Ministry of Agriculture, Forestry and Fisheries
July 2003 Director-General of the Fisheries Agency
August 2006 Chairman, JA Kyosai Research Institute (JKRI)
November 2009 Chairman, Overseas Fishery Cooperation Foundation of Japan
July 2012 Part-Time Advisor, Yanmar Co., Ltd. (present)
Part-Time Advisor, Kyokuyo Co., Ltd. (present)
March 2014 Outside Auditor, Former SKYLARK CO., LTD.
July 2014 Outside Auditor of the Company (present)</td><td rowspan="2">Number of the Company’s shares held:
1,000

Attendance at Board of Directors Meetings in FY2017:
–

Years in office as Outside Director:
–

Years in office as Outside Auditor:
3 years and 8 months</td></tr>
<tr><td>Reasons to be nominated as candidate for Outside Director</td><td>Although Mr. Fumio Tahara has never been directly involved in corporate management, the Company believes he will leverage on his abundant experience and deep insight from working at the Ministry of Agriculture, Forestry and Fisheries and industry associations for the Company’s management, and provide objective and far-sighted advice and supervision. The Company therefore requests approval to elect him as an Outside Director.</td></tr>
</table>

(Notes)

1. There are no special interests between the Company and each candidate.
2. Mr. Atsushi Nishijo, Mr. Atsushi Yokoyama, Mr. Yukihiro Wada and Mr. Fumio Tahara are candidates for Outside Directors. Also, the Company has designated Mr. Atsushi Nishijo and Mr. Yukihiro Wada as Independent Directors prescribed by the Tokyo Stock Exchange and submitted a notification to the same Exchange. If the election of Mr. Fumio Tahara is approved, the Company intends to designate him as an Independent Director prescribed by the Tokyo Stock Exchange and submit a notification to the same Exchange.
3. With regard to candidates, namely Mr. Atsushi Nishijo, Mr. Atsushi Yokoyama, and Mr. Yukihiro Wada, pursuant to Article 427 Paragraph 1 of the Companies Act, the Company has entered into an agreement to limit the liability for damages prescribed by Article 423 Paragraph 1 of the same Act. The limit of amount of liability for damages based on such agreement shall be the minimum liability amount stipulated by Article 425 Paragraph 1 of the Companies Act. The Company intends to continue the said agreement in the event that the re-election of the said candidates is approved. Furthermore, if the election of the candidate Mr. Fumio Tahara is approved, the Company intends to enter into an agreement containing the same contents as the above agreement with him.

Proposal No. 3: Election of 2 Auditors

The terms of office of 3 Auditors will expire at the conclusion of this General Meeting of Shareholders. Since one of these Auditors has been elected as a Corporate Director as stated in the Proposal No. 2 above, the number of Auditors will be decreased by 1 and the Company requests approval for the election of 2 Auditors (including 1 Outside Auditor).

The Company has previously obtained the consent of the Board of Auditors with respect to the submission of this proposal.

The candidates for Auditors are as follows.

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Profile, status and positions in the Company,
and significant concurrent positions</th><th>Remarks</th></tr>
<tr><td rowspan="2">1</td><td>Makoto Suzuki
(February 11, 1957)

Re-elected</td><td>April 1979 Joined Former SKYLARK CO., LTD.
May 1994 General Manager of Kitakanto No. 2 Sales Department, Former SKYLARK CO., LTD.
January 1999 Manager of President’s Office, Former SKYLARK CO., LTD.
April 2009 Manager of President’s Office, Manager of Internal Audit Office, Former SKYLARK CO., LTD.
July 2010 Manager of President’s Office, Former SKYLARK CO., LTD.
March 2011 Full-Time Auditor, Former SKYLARK CO., LTD.
Auditor, FLO Japon Co., Ltd. (present)
Auditor, NILAX Inc. (present)
Auditor, Skylark D&M Co., Ltd. (present)
Auditor, Japan Cargo Co., Ltd. (present)
Auditor, Tomato and Associates Co., Ltd. (present)
July 2014 Full-Time Auditor of the Company (present)
November 2014 Auditor, Taiwan Skylark Co., Ltd. (present)
December 2015 Auditor, Skylark Split Preparation Co., Ltd. (Changed trade name to Skylark Restaurants Co., Ltd. on January 1, 2016) (present)</td><td rowspan="2">Number of the Company’s shares held:
2,000

Attendance at Board of Directors Meetings in FY2017:
14/14 times (100%)

Attendance at Board of Auditors Meetings in FY2017:
14/14 times (100%)

Years in office:
3 years and 8 months</td></tr>
<tr><td>Reasons to be nominated as candidate for Auditor</td><td>Since joining the Company in 1979, Mr. Makoto Suzuki has gained sales experience at stores and has successively held various posts including General Manager of a sales department, Manager of President’s Office, and Manager of Internal Audit Office. Throughout his career, he has accumulated a wealth of business experience and insight regarding corporate management at the Company. The Company therefore requests approval to re-elect him as an Auditor.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Profile, status and positions in the Company,
and significant concurrent positions</th><th>Remarks</th></tr>
<tr><td rowspan="2">2</td><td>Mitsuhiro Nagata
(July 9, 1956)

Re-elected

Outside</td><td>April 1981 Joined Saitama Bank (currently Resona Bank, Limited)
June 1987 General Manager of the Corporate Finance Division, Goldman Sachs Japan Co. Ltd.
May 1996 Managing Director, Union Bank of Switzerland (Tokyo Branch)
August 1996 Managing Director, UBS Securities Japan Co., Ltd.
May 1998 Managing Director, General Manager of Investment Banks Department, Financial Institutions Division, Merrill Lynch Securities Co., Ltd. (currently Merrill Lynch Japan Securities Co., Ltd.)
October 2006 Representative Lawyer, Yoyogi Uehara Law Office (present)
June 2015 Outside Director, JIP CAPITAL INC. (present)
December 2015 Outside Auditor, EduLab, Inc. (present)
March 2016 Outside Auditor of the Company (present)
March 2017 Outside Director, KH Neochem Co., Ltd. (present)</td><td rowspan="2">Number of the Company’s shares held:
1,000

Attendance at Board of Directors Meetings in FY2017:
14/14 times (100%)

Attendance at Board of Auditors Meetings in FY2017:
14/14 times (100%)

Years in office as Outside Auditor:
2 years</td></tr>
<tr><td>Reasons to be nominated as candidate for Outside Auditor</td><td>The Company believes Mr. Mitsuhiro Nagata will leverage his wealth of experience and deep insight accumulated from working in financial institutions and as a lawyer for the appropriate audit of the Company’s management. The Company therefore requests approval to elect him as an Outside Auditor.</td></tr>
</table>

(Notes)

1. There are no special interests between the Company and each candidate.
2. Mr. Mitsuhiro Nagata is a candidate for Outside Auditor.
3. With regard to candidates Mr. Makoto Suzuki and Mr. Mitsuhiro Nagata, pursuant to Article 427 Paragraph 1 of the Companies Act, the Company has entered into an agreement to limit the liability for damages prescribed by Article 423 Paragraph 1 of the same Act. The limit of amount of liability for damages based on such agreement shall be the minimum liability amount stipulated by Article 425 Paragraph 1 of the Companies Act. The Company intends to continue the said agreement in the event that the re-election of the said candidates is approved.