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(Securities Code: 7459)
June 1, 2018

To our shareholders:

Shuichi Watanabe
Representative Director, President and CEO
MEDIPAL HOLDINGS CORPORATION
2-7-15, Yaesu, Chuo-ku, Tokyo, Japan

Notice of Convocation of the 109th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 109th Ordinary General Meeting of Shareholders of MEDIPAL HOLDINGS CORPORATION (the "Company"). The meeting will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights either in writing or via the Internet. Please review the attached Reference Documents for the Ordinary General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, June 25, 2018 (Japan Standard Time) by following the "Guidance for Methods of Exercise of Voting Rights" on pages 3 - 4.

1. **Date and time:** Tuesday, June 26, 2018 at 10:00 a.m.

2. **Place:** Iris Banquet Hall, 3F, Tokyo Bay Ariake Washington Hotel
3-7-11, Ariake, Koto-ku, Tokyo, Japan

3. **Agenda:**

Matters to be reported:
1. Business Report and Consolidated Financial Statements for the 109th Fiscal Term (from April 1, 2017 to March 31, 2018) and results of audits of the Consolidated Financial Statements by the Independent Auditors and the Audit & Supervisory Board
2. Financial Statements for the 109th Fiscal Term (from April 1, 2017 to March 31, 2018)

Matters to be resolved:
Proposal: Election of Ten (10) Directors

4. **Matters related to exercise of voting rights:**
   (1) Voting Forms that do not indicate a vote for or against a proposal will be counted as a vote for that proposal.
   (2) Only the most recent of multiple Internet votes submitted by the same shareholder will be counted as valid.
   (3) Only the Internet vote will be counted as valid for Internet and mail votes submitted by the same shareholder.
5. **Matters related to Reference Documents for the Ordinary General Meeting of Shareholders and documents provided in this Notice:**
   (1) The attached English version of the Reference Documents for the Ordinary General Meeting of Shareholders contains only the content of pages 8 to 15 of the Japanese Reference Documents (English pages 5 to 12).

(2) Any change made to the Reference Documents for the Ordinary General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements will be posted on the Company's website (http://www.medipal.co.jp/) in Japanese only.

◎ **Request**
Please present the enclosed Voting Form to the receptionist if you attend the meeting in person. Please help to protect the environment by bringing this Notice of Convocation with you to the meeting.

◎ **Notice**
Company employees and officers will attend the meeting in business casual clothing, without neckties or the like (a style known in Japan as "Cool Biz"). We kindly request that shareholders do the same.

Guidance for Methods of Exercise of Voting Rights

You may exercise your voting rights by one of the following three methods.

Shareholders Attending the General Meeting of Shareholders

Please present the enclosed Voting Form to the reception desk.

Date and time: Tuesday, June 26, 2018 at 10:00 a.m. (Japan Standard Time)
Place: Iris Banquet Hall, 3F, Tokyo Bay Ariake Washington Hotel
3-7-11, Ariake, Koto-ku, Tokyo, Japan

Exercising Voting Rights in Writing

Please vote for or against the proposals using the enclosed Voting Form and mail the Form to the Company (no postage is necessary).

Voting deadline: To be received no later than 5:30 p.m. on Monday, June 25, 2018 (Japan Standard Time)

Guidance for Exercising Voting Rights via the Internet, etc.

Voting deadline: No later than 5:30 p.m. on Monday, June 25, 2018 (Japan Standard Time)

"Smart Voting," method that works by scanning a QR code

You can log in to the website for exercising voting rights without having to enter your voting code and password.

1. Please scan the QR code on the lower right of Voting Form.
   * "QR code" is a registered trademark of DENSO WAVE INCORPORATED.
2. From there, please follow the instructions on the screen to indicate your vote for or against.

"Smart Voting" can only be used once to exercise your voting rights.
In the event that you wish to change your vote after exercising your voting rights, please access the PC website, enter the voting code and password printed on Voting Form, log in, and exercise your voting rights once again.
* When the QR code is read a second time, you will be transferred to the PC website.

Method for entering voting code and password

Website URL for Internet voting: **https://www.web54.net**

1. Please access the website for exercising voting rights.
2. Enter the voting code printed on Voting Form.
3. Enter the password provided on Voting Form.
4. From there, please follow the instructions on the screen to indicate your vote for or against.

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*1 Depending on the Internet usage environment on your PC, smartphone or cell phone, you may not be able to access the website for exercising your voting rights.

*2 Only the Internet vote will be counted as valid for Internet and mail votes submitted by the same shareholder. In addition, only the most recent of multiple votes via the Internet submitted by the same shareholder will be counted as valid.

Inquiries about voting via the Internet

Dedicated number of Stock Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited
Telephone: 0120-652-031 (Toll free)
(accessible from 9:00 a.m. to 9:00 p.m. within Japan)

For institutional investors

With regard to institutional investors, for this General Meeting of Shareholders, it will be possible to use the electronic voting rights exercise platform operated by ICJ, Inc., so as to allow voting rights to be exercised by electromagnetic methods.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal: Election of Ten (10) Directors

The term of office of all ten (10) directors – Shuichi Watanabe, Yasuhiro Choufuku, Toshihide Yoda, Yuji Sakon, Takuro Hasegawa, Shinjiro Watanabe, Kunio Ninomiya, Michiko Kawanobe, Mitsuko Kagami, and Toshio Asano – will expire at the conclusion of this Ordinary General Meeting of Shareholders.

The Company therefore proposes the election of ten (10) directors.

The candidates for director are as follows:

Candidate No.	Name	Current position and assignment in the Company
1	Shuichi Watanabe	Representative Director, President and CEO
2	Yasuhiro Choufuku	Senior Managing Director, in charge of Pharmaceutical Business
3	Toshihide Yoda	Managing Director, in charge of IR, General Manager, Business Development Division, and Manager, Business Development Department, Business Development Division
4	Yuji Sakon	Director, General Manager, Administration Division, Manager, Corporate Planning and Public Relations Department, Administration Division, and Chairman, CSR Committee
5	Takuro Hasegawa	Director, in charge of Liaison
6	Shinjiro Watanabe	Director, in charge of System
7	Kunio Ninomiya	Director
8	Mitsuko Kagami [Candidate for Outside Director]	Outside Director
9	Toshio Asano [Candidate for Outside Director]	Outside Director
10	Kuniko Shoji [New Candidate] [Candidate for Outside Director]	–

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
1	**Shuichi Watanabe** (April 11, 1952)	Aug. 1979 Joined KURAYA Corporation (now the Company) Dec. 1990 Director of KURAYA Corporation Dec. 1994 Managing Director of KURAYA Corporation Apr. 2000 Director of KURAYA SANSEIDO Inc. (now the Company) Apr. 2004 President and Chief Executive Officer of KURAYA SANSEIDO Spin-off Preparation Inc. (now MEDICEO CORPORATION) Jun. 2007 Managing Director of Mediceo Paltac Holdings Co., Ltd. (now the Company) Jun. 2008 Senior Managing Director of Mediceo Paltac Holdings Co., Ltd. Apr. 2011 Representative Director, Executive Vice President of the Company Apr. 2012 Representative Director, President and CEO of the Company (current position) Representative Director, Chairman of MEDICEO CORPORATION (current position)	159,200
	Reasons for Proposal as Candidate Mr. Shuichi Watanabe has led the management of the MEDIPAL Group as Representative Director, President and CEO of the Company, has appropriately run the Board of Directors as Chairman, and has appropriately overseen the operational execution of the Directors. Based on the 2019 MEDIPAL Medium-Term Vision formulated in July 2016, he has pushed even more strongly for the transformation of existing businesses and the creation of new businesses, working to expand the earnings base and to achieve sustainable growth. The Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.		
2	**Yasuhiro Choufuku** (December 8, 1954)	Apr. 1977 Joined Sanseido Co., Ltd. (now the Company) Jul. 2004 Executive Officer of KURAYA SANSEIDO Inc. (now the Company) Jun. 2007 Director of Mediceo Paltac Holdings Co., Ltd. (now the Company) Oct. 2009 Director of MEDICEO CORPORATION Jun. 2010 Managing Director of MEDICEO CORPORATION Apr. 2012 Representative Director, President and CEO of MEDICEO CORPORATION (current position) Jun. 2012 In charge of Pharmaceutical Business of the Company (current position) Jun. 2016 Senior Managing Director of the Company (current position)	45,600
	Reasons for Proposal as Candidate Mr. Yasuhiro Choufuku has deep insight in the Pharmaceutical Business, a core business of the MEDIPAL Group, has been involved in operational execution as Representative Director, President and CEO of our subsidiary MEDICEO CORPORATION, and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, and position and assignment in the Company
(Status of important concurrent occupations or positions outside the Company)</th><th>Number of the Company's shares held</th></tr>
<tr><td rowspan="2">3</td><td>Toshihide Yoda
(January 8, 1963)</td><td>Apr. 1985

May 1989
Jul. 1996
Dec. 2000
Oct. 2008

Jun. 2010
Apr. 2012

Apr. 2012

May 2016

Jun. 2016

Feb. 2018</td><td>Joined Nippon Kangyo Kakumaru Securities Co., Ltd.
Joined UBS Securities Japan Co., Ltd.
Joined ING Baring Securities (Japan) Limited
Joined Lehman Brothers Japan Inc.
Joined Barclays Capital Japan Limited
Managing Director of Barclays Capital Japan Limited
Director of the Company
Managing Director of the Company (current position)
In charge of IR, General Manager, Business Development Division, and Manager, Business Development Department, Business Development Division of the Company (current position)
Director of SPLine Corporation (current position)
Director of MEDIE Co., Ltd. (current position)
Director of MEDICEO CORPORATION (current position)
Director of JCR USA, Inc. (current position)</td><td>8,400</td></tr>
<tr><td colspan="4">Reasons for Proposal as Candidate
Mr. Toshihide Yoda has utilized his insight developed as a pharmaceuticals sector analyst in the financial industry to the fullest extent, and because of his steady progress in driving the creation of new businesses for the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.</td></tr>
<tr><td rowspan="2">4</td><td>Yuji Sakon
(May 8, 1953)</td><td>Apr. 1977
Jul. 2008

Apr. 2012
Jun. 2012
Oct. 2012

Jun. 2013

Jan. 2016
Jun. 2017

Apr. 2018</td><td>Joined Sanseido Co., Ltd. (now the Company)
Executive Officer of KURAYA SANSEIDO Inc. (now MEDICEO CORPORATION)
Executive Officer of the Company
Director of the Company (current position)
Chairman, CSR Committee of the Company (current position)
General Manager, Administration Division of the Company (current position)
Director of ASTEC Co., Ltd. (current position)
Director of MM CORPORATION (current position)
Manager, Corporate Planning and Public Relations Department, Administration Division of the Company (current position)</td><td>16,900</td></tr>
<tr><td colspan="4">Reasons for Proposal as Candidate
Mr. Yuji Sakon has thorough knowledge of the MEDIPAL Group's operations and has worked in his role as the General Manager of the Administration Division of the Company to ensure the sound governance of the MEDIPAL Group leveraging his insights into management and his extensive experience. The Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.</td></tr>
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No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)		Number of the Company's shares held
5	**Takuro Hasegawa** (July 3, 1956)	Aug. 1987 Nov. 1990 Apr. 1991 Oct. 1997 Oct. 2004 Jun. 2009 Apr. 2011 Oct. 2012	Joined Osuido Yakuhin Co., Ltd. (now EVERLTH Co., Ltd.) Director of Osuido Yakuhin Co., Ltd. Director of OAK Yakuhin Co., Ltd. (now EVERLTH Co., Ltd.) Director of EVERLTH Co., Ltd. Director of MEDICEO Holdings Co., Ltd. (now the Company) (current position) Director of EVERLTH Co., Ltd. Representative Director, President and CEO of EVERLTH Co., Ltd. (current position) In charge of Liaison of the Company (current position)	129,205
	Reasons for Proposal as Candidate Mr. Takuro Hasegawa has worked to create connections with industry groups to which MEDIPAL Group belongs and been involved in operational execution as the Representative Director, President and CEO of our subsidiary EVERLTH Co., Ltd., and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.			
6	**Shinjiro Watanabe** (October 28, 1972)	Sep. 2008 Jun. 2009 Apr. 2013 Jun. 2013 Jun. 2016 Apr. 2018	Joined ATOL CO., LTD. Director of ATOL CO., LTD. President and Representative Director of ATOL CO., LTD. (current position) Director of the Company (current position) In charge of IT Business of the Company In charge of System of the Company (current position)	21,000
	Reasons for Proposal as Candidate Mr. Shinjiro Watanabe has supervised the MEDIPAL Group's System and been involved in operational execution as the President and Representative Director of our subsidiary ATOL CO., LTD., and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.			

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
7	**Kunio Ninomiya** (February 22, 1956)	Apr. 1978 Joined PALTAC CORPORATION Dec. 2004 Executive Officer, General Manager of Merchandise Headquarters of PALTAC CORPORATION Apr. 2008 Managing Executive Officer, General Manager of Chugoku Branch Office of PALTAC CORPORATION Jun. 2010 Senior Managing Executive Officer, General Manager of Kinki Branch Office of PALTAC CORPORATION Jun. 2012 Director, Senior Managing Executive Officer, General Manager of General Affairs Headquarters of PALTAC CORPORATION Apr. 2014 Director, Vice President, Executive Officer, General Manager of West Japan Sales Headquarters, General Manager of Merchandise Headquarters of PALTAC CORPORATION Apr. 2015 Director, Vice President, Executive Officer, Director of Sales Headquarters of PALTAC CORPORATION Jun. 2016 Director of the Company (current position) Apr. 2017 Representative Director, Vice President, Executive Officer of PALTAC CORPORATION Jan. 2018 Representative Director, President, COO of PALTAC CORPORATION (current position)	–
	Reasons for Proposal as Candidate Mr. Kunio Ninomiya has extensive experience in the Cosmetics, Daily Necessities, and OTC Pharmaceutical Wholesale Business, one of the core businesses of the MEDIPAL Group, and has been involved in operational execution as Representative Director, President of our subsidiary PALTAC CORPORATION, and because of his work in improving performance of the MEDIPAL Group, the Company believes that he will suitably perform his duties as Director and contribute to further increases in corporate value of the Company.		

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
8	Candidate for Outside Director **Mitsuko Kagami** (May 18, 1958)	Apr. 1985 Assistant Judge of Tokyo District Court Apr. 1988 Assistant Judge of Akita District and Family Court Apr. 1991 Assistant Judge of Yokohama District Court Jan. 1995 Registered as an attorney at law Apr. 1998 Part-time Lecturer of Faculty of Law of Keio University Apr. 2000 Part-time Lecturer of Faculty of Law of Toin University of Yokohama Apr. 2004 Professor of Keio University Law School Apr. 2007 Part-time Lecturer of Keio University Law School Jun. 2014 Outside Director of the Company (current position) Jun. 2015 Outside Director of Sotetsu Holdings Inc. (current position)	900

Reasons for Proposal as Candidate

The Company proposes that Ms. Mitsuko Kagami be elected an outside director because her opinions from a broad perspective at meetings of the Board of Directors of the Company based on her extensive experience as a practicing attorney at law and her specialized knowledge in corporate legal affairs can be applied to supervision of the Company's future management. The Company therefore believes that she can suitably perform the duties as an outside director although she has never been involved in the management of a company.

Items Related to Independence

・The Company has appointed Ms. Kagami as an independent director as provided for in the regulations of the Tokyo Stock Exchange, Inc. and notified the Exchange to that effect. If Ms. Kagami is re-elected, the Company will continue to have her as an independent director.

・Ms. Kagami is a lawyer at Kagami Law Office, which does not provide any services to or otherwise have a business relationship with the Company.

Term of office as Outside Director

4 years (from the close of this General Meeting of Shareholders)

Other Important Items

The Company has entered into an agreement with Ms. Kagami to limit her liability as provided for in Article 427, paragraph 1 of the Companies Act, and the amount of the liability limitation under said agreement is the minimum amount stipulated by laws and regulations. If Ms. Kagami is re-elected, the Company plans to continue the agreement.

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
9	Candidate for Outside Director **Toshio Asano** (December 4, 1952)	Apr. 1975 Joined Asahi Kasei Corporation Oct. 2003 Executive Officer of Asahi Kasei Pharma Corporation Apr. 2008 Director and Senior Executive Officer of Asahi Kasei Pharma Corporation Apr. 2010 President & Representative Director and Presidential Executive Officer of Asahi Kasei Pharma Corporation Apr. 2011 Executive Officer of Asahi Kasei Corporation Apr. 2014 Presidential Executive Officer of Asahi Kasei Corporation Jun. 2014 President & Representative Director of Asahi Kasei Corporation Apr. 2016 Director of Asahi Kasei Corporation Jun. 2016 Full-time Counsellor of Asahi Kasei Corporation (current position) Aug. 2016 Advisor of the Company Dec. 2016 Outside Director of the Board of Maruho Co., Ltd. (current position) Jun. 2017 Outside Director of the Company (current position)	600

Reasons for Proposal as Candidate

Mr. Toshio Asano has served as President & Representative Director, etc. of Asahi Kasei Pharma Corporation and Asahi Kasei Corporation. Based on his abundant experience and wide-ranging insights in relation to company management, at meetings of the Board of Directors of the Company he expresses valuable opinions and appropriate advice from an objective and specialized viewpoint, for which reasons the Company believes that he is a suitable candidate for outside director.

Items Related to Independence

・The Company has appointed Mr. Asano as an independent director as provided for in the regulations of the Tokyo Stock Exchange, Inc. and notified the Exchange to that effect. If Mr. Asano is re-elected, the Company will continue to have him as an independent director.

・The MEDIPAL Group has transactions relating to the purchasing of pharmaceutical products, etc. with Asahi Kasei Pharma Corporation, a subsidiary of Asahi Kasei Corporation, where Mr. Asano served as President & Representative Director, as well as with Maruho Co., Ltd., where he currently serves as outside director, but because the amounts of these transactions with the MEDIPAL Group are negligible as they are both 1% or less of the MEDIPAL Group's consolidated sales, and because the purchasing of pharmaceutical products, etc. from both companies is decided through negotiations referencing current market prices, we do not believe these transactions have an effect on the independence of Mr. Asano.

Term of office as Outside Director

1 year (from the close of this General Meeting of Shareholders)

Other Important Items

・The Company has entered into an agreement with Mr. Asano to limit his liability as provided for in Article 427, paragraph 1 of the Companies Act, and the amount of the liability limitation under said agreement is the minimum amount stipulated by laws and regulations. If Mr. Asano is re-elected, the Company plans to continue the agreement.

・While Mr. Asano served as President of Asahi Kasei Corporation in October 2015, an issue of pile installation data manipulated by Asahi Kasei Construction Materials Corporation, a subsidiary of Asahi Kasei Corporation, was discovered, and in January 2016 Asahi Kasei Construction Materials Corporation received a supervisory penalty based on the Construction Business Act. While the construction in question was performed before Mr. Asano assumed his position as Director at Asahi Kasei Corporation, he has taken the issue quite seriously, and as the President of the parent company, launched an internal/external investigation committee to determine the cause of the problem and formulate a policy to prevent reoccurrence.

No.	Name (Date of birth)	Career summary, and position and assignment in the Company (Status of important concurrent occupations or positions outside the Company)	Number of the Company's shares held
10	New Candidate Candidate for Outside Director **Kuniko Shoji** (Jan 8, 1954)	Apr. 1977 Joined Mochida Pharmaceutical Co., Ltd. Jul. 1986 Joined Johnson & Johnson K.K. Sep. 2002 Joined Terumo Corporation Jun. 2004 Executive Officer of Terumo Corporation Jun. 2007 Senior Executive Officer of Terumo Corporation Jun. 2010 Director and Senior Executive Officer of Terumo Corporation Apr. 2017 Director and Corporate Advisor of Terumo Corporation Jun. 2017 Corporate Advisor of Terumo Corporation (current position)	–

Reasons for Proposal as Candidate

In addition to serving as Director, etc. of Terumo Corporation, Ms. Kuniko Shoji has also been responsible for the pharmaceutical and clinical development departments of that company. In order that her abundant experience and specialized knowledge may be reflected in the auditing of the management of the Company, the Company determined that she is a suitable candidate for outside director.

Items Related to Independence

・Ms. Shoji satisfies the requirements for an independent director as provided for by Tokyo Stock Exchange Inc., and if she is elected, the Company plans to submit notification to the aforementioned exchange concerning her appointment as an independent director.

・The MEDIPAL Group has transactions relating to the purchasing of medical equipment, etc. with Terumo Corporation, where Ms. Shoji served as Director, but because the amount of the transactions with the MEDIPAL Group is negligible as it is 1% or less of the MEDIPAL Group's consolidated sales, and because the purchasing of medical equipment, etc. from that company is decided through negotiations referencing current market prices, we do not believe these transactions have an effect on the independence of Ms. Shoji.

Other Important Items

If Ms. Shoji is elected, the Company plans to enter into an agreement with her to limit her liability as provided for in Article 427, paragraph 1 of the Companies Act.