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Securities Code: 9302

June 2, 2015

To Our Shareholders:

Kei Fujioka, President and CEO
MITSUI-SOKO HOLDINGS Co., Ltd.
20-1 Nishi-Shimbashi 3-chome,
Minato-ku, Tokyo

Notice of Convening the 167th Ordinary General Meeting of Shareholders

MITSUI-SOKO HOLDINGS Co., Ltd. (the “Company”) cordially invites you to attend the 167th Ordinary General Meeting of Shareholders of the Company.

If you are unable to attend in person, you may exercise your voting right in writing or on the Internet, etc. After reviewing the Reference Documents for the General Meeting of Shareholders hereinafter described, please exercise your voting right by 5 pm on June 24, 2015 (Wednesday) by reference to the instructions described hereinafter.

1. Date and Time: Thursday, June 25, 2015 at 10:00 a.m.

2. Venue: MSC Center Building, 22-23 Kaigan 3-chome, Minato-ku, Tokyo

3. Agenda Items of Meeting:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 167th fiscal year (from April 1, 2014 to March 31, 2015), as well as the audit reports of the Accounting Auditors and the Board of Corporate Auditors on the Consolidated Financial Statements
2. Report on Financial Statements for the 167th fiscal year (from April 1, 2014 to March 31, 2015)

Items to be resolved:

- Agenda Item 1:** Partial Amendments to Articles of Incorporation
Agenda Item 2: Election of Ten (10) Directors
Agenda Item 3: Election of Two (2) Corporate Auditors

4. Instructions for exercise of voting right

- (1) Exercise of voting right in writing; Please indicate your approval or disapproval in the enclosed Exercise of Voting Rights and return it to the Company by 5 pm on June 24, 2015 (Wednesday).
- (2) Exercise of voting right by Internet, etc.; Please refer to “Instructions for the Exercise of Voting Rights by Internet, etc.” on page 10 and so vote by 5 pm on June 24, 2015 (Wednesday).
- (3) In the event that voting rights are exercised twice in writing and by the Internet, etc., the vote made by the Internet, etc. shall be treated as effective. In the event that multiple votes are cast by the Internet, etc., the last vote shall be effective.

When attending in person on the day of the meeting, please submit the enclosed Exercise of Voting Rights at the reception desk.

In the event that any revision occurs with respect to the Business Report, Consolidated Financial Statements, Financial Statements and/or Reference Documents for the General Meeting of Shareholders, such revisions will be available on our website (<http://msh.mitsui-soko.com/ir/167/>).

Reference Documents for General Meeting of Shareholders

Agenda Item 1: Partial Amendments to Articles of Incorporation

1. Reasons for Amendments

Upon amendment in November of 2014, the name of the Medical Affairs Act was changed to the “Act Relating to Procuring Quality, Efficiency and Safety of Pharmaceuticals and Medical Devices, etc.” Moreover, since the Group’s healthcare operations will be regulated by the “Act for Procuring Safety of Regenerative Medicine”, which was enacted in November of 2014, in order to respond comprehensively to future expansion of these operations and acts associated with the advancement in medical and pharmaceutical technologies, the Company has decided to change its Articles of Incorporation.

2. Particulars of Amendments

The particulars of amendments are as follows:
(The underlined indicate the changes.)

Articles of Incorporation in Current	Proposed Amendment
Article 1 (Text omitted)	Article 1 (No Amendment)
(Purposes) Article 2 The purposes of the Company shall be to carry on the following businesses and to control or manage the business activities of the companies by holding shares or interests in such companies carrying on any of the following businesses and foreign companies carrying on any of the corresponding businesses:	Article 2 (No Amendment)
1. through 7. (Text omitted)	1. through 7. (No Amendment)
8. <u>Packaging, descriptions, custody and sale of medicines, etc. under the Medical Affairs Act;</u>	8. <u>Manufacture and sale of medicines, in vitro diagnostics medicines, quasi-pharmaceutical products, cosmetics, medical devices and tissue-engineered medical products</u>
9. through 18. (Text omitted)	9. through 18. (No Amendment)
Article 3 through Article 40 (Text omitted)	Article 3 through Article 40 (No Amendment)

Agenda Item 2: Election of Ten (10) Directors

The term of all of the current 12 directors in office (Kazuo Tamura, Kei Fujioka, Makoto Ikari, Yukihiro Nakaya, Makoto Tawaraguchi, Eiji Michise, Motome Ikeda, Koji Yagawa, Ryoji Ogawa, Hirobumi Koga, Kazunari Uchida and Mamoru Furuhashi) will expire at the close of this general meeting of shareholders. For the transition to holding company system, in order to have each director in charge of business operation dedicate himself to the execution of operations of each subsidiary and in order to speed up the decision making process of the Company, 10 directors, by decreasing two (2) directors, are proposed to be elected. The candidates are as follows:

(“Company” as indicated in “Career summary, position and responsibility at the Company, and significant concurrent positions” column refers to MITSUI-SOKO HOLDINGS Co., Ltd. (the corporate name before the change on October 1, 2014 is MITSUI-SOKO Co., Ltd.)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
1	Kazuo Tamura (July 25, 1945)	<p>April 1968 Joined the Company</p> <p>June 1997 Director of the Company (in charge of Southeast Asia)</p> <p>September 1999 Director of the Company (in charge of Asia)</p> <p>February 2001 Director and General Manager of Kanto Branch of the Company</p> <p>January 2002 Executive Managing Director and General Manager of Kanto Branch of the Company</p> <p>June 2002 Executive Managing Director of the Company (in charge of General Affairs and Human Resources)</p> <p>June 2003 President of the Company</p> <p>April 2004 President & CEO of the Company</p> <p>June 2012 Chairman of the Company (Chairman of Board of Directors) (to the present)</p> <p>October 2014 Chairman of MITSUI-SOKO Co., Ltd. (to the present)</p> <p>(Significant concurrent position) Chairman of MITSUI-SOKO Co., Ltd.</p>	97,000 shares
2	Kei Fujioka (December 23, 1953)	<p>April 1977 Joined the Company</p> <p>June 2011 Managing Director and Responsible for Logistics Business Headquarters of the Company</p> <p>April 2012 Managing Director and Assistant to President of the Company</p> <p>June 2012 President & CEO of the Company</p> <p>April 2013 President & CEO, Responsible for Warehouse Business Headquarters of the Company Chairman of MITSUI-SOKO EXPRESS Co., Ltd. (to the present)</p> <p>April 2014 President & CEO, Responsible for Global Flow Business Headquarters of the Company Managing Director of MITSUI-SOKO INTERNATIONAL PTE LTD (to the present)</p> <p>October 2014 President CEO of the Company (to the present) President of MITSUI-SOKO Co., Ltd. (to the present)</p> <p>(Significant concurrent positions) President of MITSUI-SOKO Co., Ltd. Chairman of MITSUI-SOKO EXPRESS Co., Ltd. Managing Director of MITSUI-SOKO INTERNATIONAL PTE LTD</p>	25,000 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
3	Makoto Ikari (November 19, 1953)	<p>April 1976 Joined the Company</p> <p>April 2007 Executive Officer of the Company (in charge of Operations)</p> <p>April 2009 Executive Officer of the Company (in charge of Operations and LIT)</p> <p>April 2010 Senior Executive Officer and Responsible for Corporate Planning Headquarters of the Company</p> <p>January 2011 Senior Executive Officer, Responsible for Corporate Management Headquarters and Chief Financial Officer of the Company</p> <p>June 2011 Managing Director, Responsible for Corporate Management Headquarters and Chief Financial Officer of the Company</p> <p>June 2012 Executive Managing Director, Responsible for Corporate Management Headquarters and Chief Financial Officer of the Company</p> <p>April 2014 Executive Managing Director, Responsible for Finance Headquarters, Chief Financial Officer and Responsible for Business Administrative Headquarters of the Company</p> <p>June 2014 Director of MITSUI-SOKO LOGISTICS Co., Ltd. (to the present)</p> <p>October 2014 Executive Managing Director, Chief Financial Officer, in charge of Finance Headquarters and Business Administrative Headquarters of the Company Chairman of MITSUI-SOKO BUSINESS TRUST Co., Ltd. (to the present)</p> <p>April 2015 Executive Managing Director, in charge of Real Estate Business of the Company (to the present) Director of MITSUI-SOKO Supply Chain Solution Co., Ltd. (to the present)</p> <p>(Significant concurrent positions) Director of MITSUI-SOKO LOGISTICS Co., Ltd. Chairman of MITSUI-SOKO BUSINESS TRUST Co., Ltd. Director of MITSUI-SOKO Supply Chain Solution Co., Ltd.</p>	44,000 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
4	Yukihiro Nakaya (July 25, 1949)	<p>April 1976 Joined the Company</p> <p>April 2008 Executive Officer of the Company (in charge of Human Resources and Risk Management)</p> <p>April 2010 Executive Officer and Responsible for Corporate Administrative Headquarters of the Company</p> <p>January 2011 Executive Officer, Responsible for Corporate Administrative Headquarters and Responsible for Compliance of the Company</p> <p>June 2011 Managing Director, Responsible for Corporate Administrative Headquarters and Responsible for Compliance of the Company</p> <p>June 2012 Executive Managing Director, Responsible for Corporate Administrative Headquarters and Responsible for Compliance of the Company</p> <p>October 2014 Executive Managing Director, Responsible for Compliance and in charge of Corporate Administrative Headquarters of the Company (to the present) Director of MITSUI-SOKO Co., Ltd. (to the present)</p> <p>(Significant concurrent position) Director of MITSUI-SOKO Co., Ltd.</p>	27,000 shares
5	Nobuo Nakayama (September 1, 1950)*	<p>April 1975 Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2007 Joined the Company</p> <p>April 2010 Corporate Administrative Headquarters Risk Management Division Manager of the Company</p> <p>April 2013 Executive Officer, in charge of Financial Officer of Finance Headquarters of the Company</p> <p>April 2015 Senior Executive Officer, Chief Financial Officer and in charge of Finance Headquarters of the Company</p>	2,000 shares
6	Ryoji Ogawa (June 11, 1955)	<p>April 1979 Joined the Company</p> <p>January 2011 Executive Officer and Responsible for Air Cargo Business Headquarters of the Company</p> <p>April 2012 Executive Officer, Responsible for Logistics Systems Business Headquarters of the Company</p> <p>April 2013 Executive Officer, in charge of General Affairs, Human Resources and Legal Matters of the Company</p> <p>April 2014 Senior Executive Officer and Responsible for General Affairs Headquarters of the Company</p> <p>June 2014 Director, Senior Executive Officer and Responsible for General Affairs Headquarters of the Company</p> <p>October 2014 Director, Senior Executive Officer, in charge of General Affairs, Human Resources and Affiliated Companies of the Company (to the present) Director of MITSUI-SOKO INTERNATIONAL PTE LTD (to the present)</p> <p>(Significant concurrent position) Director of MITSUI-SOKO INTERNATIONAL PTE LTD</p>	29,000 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
7	Hirobumi Koga (August 15, 1958)	<p>April 1981 Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2011 Executive Officer of the Bank</p> <p>April 2013 Managing Executive Officer of the Bank</p> <p>May 2014 Joined the Company</p> <p>June 2014 Director, Assistant to Financial Officer of Finance Headquarters of the Company</p> <p>October 2014 Director, Senior Executive Officer and Assistant to Financial Officer of Finance Headquarters of the Company Director of MITSUI-SOKO BUSINESS TRUST Co., Ltd. (to the present)</p> <p>April 2015 Director, Senior Executive Officer and in charge of Planning, Business Development and Publicity of the Company (to the present)</p> <p>(Significant concurrent position) Director of MITSUI-SOKO BUSINESS TRUST Co., Ltd.</p>	5,000 shares
8	Seiji Sato (December 31, 1958)*	<p>January 1989 Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2010 Executive Officer of the Bank</p> <p>April 2013 Managing Executive Officer of the Bank</p> <p>May 2015 Joined the Company (to the present)</p>	3,000 shares
9	Kazunari Uchida (October 31, 1951)	<p>April 1974 Joined Japan Airlines Co., Ltd.</p> <p>January 1985 Joined the Boston Consulting Group Inc.</p> <p>June 2000 Japan Representative of Boston Consulting Group Inc.</p> <p>January 2005 Senior Vice President of Boston Consulting Group Inc.</p> <p>April 2006 Professor of Faculty of Commerce, Waseda University (to the present)</p> <p>February 2012 Outside Corporate Auditor of Kewpie Corporation (to the present)</p> <p>June 2012 Outside Director of the Company (to the present)</p> <p>June 2012 Outside Director of Lifenet Insurance Company(to the present)</p> <p>August 2012 Outside Director of Japan ERI Co., Ltd.</p> <p>December 2013 Outside Director of ERI Holdings Co., Ltd. (to the present)</p> <p>February 2015 Outside Director of Kewpie Corporation (to the present)</p> <p>(Significant concurrent position) Professor of Faculty of Commerce, Waseda University Outside Director of Kewpie Corporation Outside Director of Lifenet Insurance Company Outside Director of ERI Holdings Co., Ltd.</p>	0

Candidate No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
10	Mamoru Furuhashi (January 3, 1950)	<p>April 1973 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>June 2003 Managing Officer of Toyota</p> <p>June 2007 Senior Managing Director, Deputy General Manager of Public Relations and Advertising Department of Toyota</p> <p>June 2009 Senior Managing Director, General Manager of Public Relations and Advertising Department of Toyota</p> <p>June 2011 Director and Senior Managing Officer of Toyota</p> <p>April 2013 Director and Representative of Tokyo District of Toyota</p> <p>June 2014 Executive Advisor of Toyota (to the present)</p> <p>June 2014 Outside Director of the Company (to the present)</p> <p>(Significant concurrent position) Executive Advisor of Toyota</p>	0

- Notes:
1. There is no special interest between each candidate and the Company.
 2. Kazunari Uchida and Mamoru Furuhashi are candidates for outside directors.
 3. Kazunari Uchida was the Japan representative for the Boston Consulting Group, and has had considerable experience in the development of marketing strategy, new business strategy and global strategies and has been involved in many support projects. As a professor at Waseda University's Faculty of Commerce, he is currently engaged in research in the same fields. Based on his history of providing meaningful advices based on his academic knowledge and practical experience, we ask that he be appointed as our outside director.
 4. Mamoru Furuhashi has served as director at Toyota Motor Corporation for many years, and in light of his wide-ranging insights based on his rich experience as a corporate manager, which has enabled him to provide fitting advice on management oversight and management systems overall, we ask that he be appointed as our outside director.
 5. Kazunari Uchida was elected as our outside director at the 164th Ordinary General Meeting of Shareholders held on June 28, 2012, and his tenure will have been three (3) years at the conclusion of this general meeting.
 6. Mamoru Furuhashi was elected as our outside director at the 166th Ordinary General Meeting of Shareholders held on June 27, 2014, and his tenure will have been one (1) year at the conclusion of this general meeting.
 7. An overview of limitation of liability contracts with outside directors is as follows:
Kazunari Uchida and Mamoru Furuhashi are currently the Company's outside directors, and in accordance with the terms of the Articles of Incorporation, the Company has entered into limitation of liability contracts with each of them. These contracts will be renewed if they are reelected.
For the purpose of liabilities under Paragraph 1, Article 423 of the Companies Act, in the event that after entering into this Contract an outside director has performed his duties in good faith and without gross negligence, such outside director shall be liable for damages in the amount up to the limitation of 15 million yen or the minimum liability amount as specified in Paragraph 1, Article 425 of the Companies Act, whichever is the higher.
 8. The Company has filed notification that Kazunari Uchida and Mamoru Furuhashi are independent directors under the rules of the Tokyo Stock Exchange. If they are reelected, they will remain independent directors.
 9. The * symbols indicate that the individuals are new candidates for directors.

Agenda Item 3: Election of Two (2) Corporate Auditors

Out of the current four (4) corporate auditors, the term of Shinichiro Sasao, a full-time standing corporate auditor, and Osamu Sudo, an outside corporate auditor, will expire at the close of this General Meeting of Shareholders, and accordingly the meeting is requested to elect two (2) corporate auditors.

The Board of Corporate Auditors has given its approval to this agenda item.

The candidates are as follows:

(“Company” as indicated in “Career summary, position at the Company, and significant concurrent positions” column refers to MITSUI-SOKO HOLDINGS Co., Ltd. (the corporate name before the change on October 1, 2014 is MITSUI-SOKO Co., Ltd.)

Candidate No.	Name (Date of birth)	Career summary, position at the Company, and significant concurrent positions	Number of shares of the Company held
1	Shinichiro Sasao (January 27, 1947)	<p>April 1971 Joined the Company</p> <p>June 2003 Director (in charge of General Affairs and Human Resources), Manager of General Affairs Division of the Company</p> <p>April 2006 Managing Director (Chief Operating Officer in charge of General Affairs, Human Resources, Risk Management and Compliance) of the Company</p> <p>June 2006 Executive Managing Director and Managing Director (Chief Operating Officer in charge of General Affairs, Human Resources, Risk Management and Compliance) of the Company</p> <p>April 2009 Senior Managing Director (Chief Operating Officer in charge of General Affairs, Human Resources and Risk Management and Compliance) of the Company</p> <p>January 2011 Senior Managing Director (in charge of Corporate Administrative Headquarters) of the Company</p> <p>June 2011 Senior corporate auditor of the Company (to the present)</p> <p>October 2014 Corporate auditor of MITSUI-SOKO Co., Ltd. (to the present)</p> <p>(Significant concurrent positions) Corporate auditor of MITSUI-SOKO Co., Ltd.</p>	38,000 shares
2	Osamu Sudo (January 24, 1952)	<p>April 1980 Admitted to the bar in Japan; joined the Tokyo Yaesu Law Office</p> <p>April 1983 Promoted to partner of Tokyo Yaesu Law Office</p> <p>April 1993 Founds Asahi Law Office as a partner</p> <p>June 1999 Founds Sudo & Takai Law Office as a partner (to the present)</p> <p>September 2005 Outside corporate auditor of Namco Bandai Holdings Inc. (to the present)</p> <p>June 2011 Outside corporate auditor of the Company (to the present)</p> <p>June 2012 Outside director of Accordia Golf Co., Ltd., (to the present)</p> <p>(Significant concurrent positions) Partner of Sudo & Takai Law Office Outside corporate auditor of Namco Bandai Holdings Inc. Outside director of Accordia Golf Co., Ltd.</p>	0

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Osamu Sudo is a candidate for outside corporate auditor.
 3. Although Osamu Sudo has no experience in company management, given his achievements in providing meaningful advice on our Group's sound and transparent governance based on his own insights as lawyer specializing in Companies Act and other relevant laws, we ask that Osamu Sudo be elected as outside corporate auditor.
 4. Osamu Sudo was elected as an outside corporate auditor at the 163rd Ordinary General Meeting of Shareholders held on June 29, 2011, and his tenure will have been four (4) years at the conclusion of this general meeting.
 5. An overview of limitation of liability contracts with outside corporate auditors is as follows:
Osamu Sudo is currently the Company's outside corporate auditor, and in accordance with the terms of the Articles of Incorporation, the Company has concluded limitation of liability contract with him. This contract will be renewed if he is reelected.
For the purpose of liabilities under Paragraph 1, Article 423 of the Companies Act, in the event that after entering into this Contract an outside corporate auditor has performed his duties in good faith and without gross negligence, such outside corporate auditor shall be liable for damages in the amount up to the limitation of 10 million yen or the minimum liability amount as specified in Paragraph 1, Article 425 of the Companies Act, whichever is the higher.
 6. The Company has filed notification that Osamu Sudo is an independent auditor under the rules of the Tokyo Stock Exchange. If he is reelected, he will remain an independent auditor.

Instructions for the Exercise of Voting Rights by Internet, etc.

In exercising your voting right by Internet, etc. please be noted of the following:

1. Website for exercise of voting rights
Exercise of voting rights by Internet, etc. is only possible via website designated by the Company for voting.
Website address for exercise of voting rights <http://www.web54.net/>
2. Treatment of Voting
 - (1) When exercising voting rights by Internet, please use the “Voting Code” and “Password” indicated in the enclosed Exercise of Voting Rights and enter your vote in accordance with the online instructions.
 - (2) The deadline for voting is 5 pm, June 24, 2015 (Wed.). Please exercise your voting right allowing enough time before this deadline.
 - (3) In the event that voting rights are exercised twice in writing and by the Internet, etc., the vote made by the Internet, etc. shall be treated as effective. In the event that multiple votes are cast by the Internet, etc., the last vote shall be effective.
 - (4) Any fees charged by the Internet service provider or telecommunications company (connection fees, etc.) when using the website to vote shall be borne by the shareholder.
3. Security of Passwords and Voting Codes
 - (1) Passwords are important information by which persons exercising voting rights are confirmed as shareholders. Please handle with care as is the case with your personal seal or personal identification number.
 - (2) If incorrect password is entered over a specified number of times, your password becomes ineffective. If you wish reissue of password, please follow the instructions on the screen.
 - (3) The Voting Code provided in the Exercise of Voting Rights is effective only for this general meeting of shareholders.
4. System specifications
The following system specifications are necessary in order to use the Internet for voting:
 - (1) The computer monitor resolution must be at least 800 x 600 (dots wide by long - SVGA).
 - (2) The following applications must be installed:
 - (a) As web browser, Microsoft[®] Internet Explorer version 5.01 Service Pack 2 or above
 - (b) As PDF file browser, Adobe[®] Acrobat[®] Reader[™] version 4.0 or above or Adobe[®] Reader[®] version 6.0 or above

*Internet Explorer, Adobe[®] Acrobat[®] Reader[®] and Adobe[®] Reader[™] are registered trade marks, trade marks or product names of Microsoft Corporation and Adobe Systems Incorporated, respectively, in the U.S. and other countries.

*These softwares can be downloaded for free from each companies’ website.
 - (3) If the Pop-Up Block function is in effect on your web browser and add-in tool, please make these functions ineffective (at least temporarily) and permit Cookie functions for our website in your privacy setting.
 - (4) If you cannot access the above website, there are cases where communications over the Internet are restricted by firewalls, proxy server and security measures, etc. Please check the settings of your network access.
5. Enquiries relating to Operation Method of Personal Computers, etc.
 - (1) For enquiries on operations of your computer concerning the exercise of voting rights on the Internet, etc., please contact the following:

Sumitomo Mitsui Trust and Banking Limited Securities Web Support Helpline
Phone: 0120 (652) 031 (Open: 9 am - 9 pm)
 - (2) For all other enquiries, please contact the following:
 - (a) For a shareholders holding securities account(s) at securities company(ies)
For a shareholders holding securities account(s) at securities company(ies), please contact your securities company.
 - (b) For a shareholders not holding any securities account at any securities company (shareholders holding special account(s)):

Sumitomo Mitsui Trust and Banking Limited Securities Administration Center
Phone: 0120 (782) 031
(Open: 9 am - 5 pm, excluding Saturdays, Sundays, and national holidays)
6. Use of the Platform for Electronic Exercise of Votes (for Institutional Investors)
Institutional investors may use the Platform for Electronic Exercise of Votes administered by ICJ Ltd. to exercise voting rights electronically for this general meeting of shareholders.