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Securities Code: 9302

June 6, 2018

To our shareholders:

Hirobumi Koga, President & CEO MITSUI-SOKO HOLDINGS Co., Ltd. 20-1, Nishi-Shimbashi 3-chome, Minato-ku, Tokyo

# Notice of Convening the 170th Ordinary General Meeting of Shareholders

MITSUI-SOKO HOLDINGS Co., Ltd. (the "Company") cordially invites you to attend the 170th Ordinary General Meeting of Shareholders of the Company.

If you are unable to attend in person, you may exercise your voting rights in writing or by the internet, etc. After reviewing the Reference Documents for the General Meeting of Shareholders, please follow the instructions described in 4. below and exercise your voting rights by 5 p.m. on June 26, 2018 (Tuesday).

**1. Date and Time:** June 27, 2018 (Wednesday) at 10:00 a.m.

(Reception opening time: 9:00 a.m.)

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

3. Agenda Items of the Meeting

### Items to be reported:

- 1. Business Report and Consolidated Financial Statements for the 170th fiscal year (from April 1, 2017 to March 31, 2018), as well as the audit reports of the Accounting Auditors and the Board of Corporate Auditors on the Consolidated Financial Statements
- 2. Report on Non-Consolidated Financial Statements for the 170th fiscal year (from April 1, 2017 to March 31, 2018)

#### Items to be resolved:

**Agenda Item 1:** Consolidation of Shares

**Agenda Item 2:** Partial Amendment to the Articles of Incorporation

**Agenda Item 3:** Election of Ten (10) Directors

# 4. Instructions for Exercise of Voting Rights

- (1) Exercise of voting rights in writing; Please indicate your approval or disapproval in the enclosed Exercise of Voting Rights form and return it to the Company by 5 p.m. on June 26, 2018 (Tuesday).
- (2) Exercise of voting rights by the internet, etc.; Please refer to "Instructions for the Exercise of Voting Rights by the Internet, etc." on pages 13 and 14 and vote by 5 p.m. on June 26, 2018 (Tuesday).
- (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 treated as effective.

When attending in person on the day of the meeting, please submit the enclosed Exercise of Voting Rights form at the reception desk. Pursuant to the provisions of applicable laws and regulations and Article 15 of the Articles of Incorporation of the Company, among the documents to be provided in this notice, the documents below are posted on the Company's website and are thus omitted from this notice of convocation.

- (i) Notes to the Consolidated Financial Statements; and
- (ii) Notes to the Non-Consolidated Financial Statements

These items are included in the audited Consolidated Financial Statements and Non-Consolidated Financial Statements audited at the time of the preparation of the accounting audit report by the accounting auditor and the audit report by Corporate Auditors.

In the event that any revision occurs with respect to the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements and/or Reference Documents for the General Meeting of Shareholders, such revisions will be available on our website.

# Reference Documents for the General Meeting of Shareholders

# **Agenda Item 1:** Consolidation of Shares

#### 1. Reasons for the consolidation of shares

Japanese stock exchanges have announced the Action Plan for Consolidating Trading Units, aiming to consolidate one hundred (100) shares of common stock of companies listed on the Japanese stock exchanges into one (1) trading unit.

As a company listed on the Tokyo Stock Exchange, the Company shall respect this intention, change the number of shares constituting one trading unit of shares of the Company to one hundred (100) shares, and consolidate shares with the objectives of maintaining the level of investment units in accordance with the wishes of the Tokyo Stock Exchange (equal to or greater than 50,000 yen and less than 500,000 yen), taking into consideration changes in stock prices in the medium to long term.

#### 2. Consolidation of shares

#### (1) Consolidation ratio

The consolidation shall be performed whereby five (5) shares of the Company are made one share. If fractional shares of less than one (1) share arise as a result of the consolidation of shares, such shares

shall be subject to a bulk disposal in accordance with the provisions of Article 235 of the Companies Act, and the Company shall distribute the proceeds of such disposal to all holders having such fractional shares in proportion to their respective holdings of such fractional shares.

- (2) Effective date of consolidation of shares
  - October 1, 2018
- (3) Total number of shares authorized to be issued as of the effective date 80.000,000 shares

### 3. Other

The consolidation of shares in this Agenda Item will be in effect on a condition that Agenda Item 2 "Partial Amendment to Articles of Incorporation" is approved.

Further, any other procedural issues that may need to be addressed are to be entrusted to the Board of Directors.

# **Agenda Item 2:** Partial Amendment to the Articles of Incorporation

# 1. Reasons for the proposal

- (1) In consideration for the decrease in the total number of issued shares due to the consolidation of shares of the Agenda Item 1, the total number of issuable shares prescribed in Article 6 (Total Number of Shares Authorized to Be Issued) of the current Articles of Incorporation shall be changed from 400,000,000 shares to 80,000,000 shares, in conjunction with the share consolidation ratio.
- (2) As stated in the Agenda Item 1, the Company respects the purport of the Action Plan for Consolidating Trading Units of the Japanese stock exchanges, and the trading unit of shares of the Company prescribed in Article 7 (Number of Shares per Share Unit) of the current Articles of Incorporation shall be changed from 1,000 shares to 100 shares.

# 2. Particulars of amendment

(The underlined indicate the changes.)

	(	
Current Articles of Incorporation	Proposed Amendment	
Chapter II	Chapter II	
Shares	Shares	
(Total Number of Shares Authorized to Be Issued)	(Total Number of Shares Authorized to Be Issued)	
Article 6	Article 6	
The total number of shares authorized to be issued by the	The total number of shares authorized to be issued by the	
Company shall be <u>400,000,000</u> .	Company shall be <u>80,000,000</u> .	
(Number of Shares per Trading Unit)	(Number of Shares per Trading Unit)	
Article 7	Article 7	
The number of shares per trading unit of the Company shall be	The number of shares per trading unit of the Company shall be	
<u>1,000</u> .	<u>100</u> .	

#### 3. Other

The partial amendments to the Articles of Incorporation in this Agenda Item will be in effect on October 1, 2018, on a condition that Agenda Item 1 "Consolidation of Shares" is approved.

# **Agenda Item 3:** Election of Ten (10) Directors

The term of all of the twelve (12) Directors currently in office (Makoto Tawaraguchi, Hirobumi Koga, Osamu Odanaka, Nobuo Nakayama, Ryoji Ogawa, Takayoshi Masuda, Noboru Matsukawa, Takeshi Gohara, Yoshiaki Miyajima, Hiroshi Kino, Kazunari Uchida, and Mamoru Furuhashi) will expire at the close of this General Meeting of Shareholders. In that regard, the Company proposes the election of ten (10) Directors, lowering the number of Directors by two (2) to enable strategic and flexible decision to be made in the Board of Directors. The candidates for Directors are as follows.

[Reference] Candidate List

Literenen	J Canadate Elst				
Candidate No.		Name		Current Position	Tenure as Director
1	Makoto Tawaraguchi	(Age 68)	Reelection	Chairman	1 year
2	Hirobumi Koga	(Age 59)	Reelection	Representative Director President & CEO	4 years
3	Osamu Odanaka	(Age 59)	Reelection	Representative Director Senior Managing Director	1 year
4	Nobuo Nakayama	(Age 67)	Reelection	Representative Director Senior Managing Director	3 years
5	Ryoji Ogawa	(Age 62)	Reelection	Director Senior Executive Officer	4 years
6	Takayoshi Masuda	(Age 60)	Reelection	Director Senior Executive Officer	2 years
7	Takeshi Gohara	(Age 53)	Reelection	Director Senior Executive Officer	1 year
8	Hiroshi Kino	(Age 56)	Reelection	Director	1 year
9	Mamoru Furuhashi	(Age 68)	Reelection Outside Independent	Outside Director	4 years
10	Taizaburo Nakano	(Age 71)	New election Outside Independent	_	_

\* "Company" referred to in the column "Career summary, position and responsibility at the Company, and significant concurrent positions" refers to MITSUI-SOKO HOLDINGS Co., Ltd. (the corporate name before the change on October 1, 2014 was MITSUI-SOKO Co., Ltd.)

Candidate No.	Name (Date of birth)	Career sum	mary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
		Apr. 1974 Apr. 2009	Joined the Company Executive Officer, in charge of Port Operation Business, of the Company	
		Apr. 2010	Executive Officer, responsible for Port Transport Business Headquarters, of the Company	
		June 2011	Managing Director, responsible for Port Transport Business Headquarters, of the Company	
	Makoto Tawaraguchi (May 17, 1950)	Oct. 2014	Managing Director of the Company, Senior Executive Managing Director of MITSUI-SOKO Co., Ltd.	30,000
1		June 2015	Senior Executive Managing Director of MITSUI-SOKO Co., Ltd.	
		June 2017	Chairman and Chairman of Board of Directors, of the Company (to the present)	
			Chairman of MITSUI-SOKO Co., Ltd. (to the present)	
			oncurrent positions) MITSUI-SOKO Co., Ltd.	

the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.

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
		Apr. 1981	Joined The Mitsui Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	
		Apr. 2013	Managing Executive Officer of Sumitomo Mitsui Banking Corporation	
		May 2014	Joined the Company	
		June 2014	Director, Assistant to Financial Officer of Finance Headquarters of the Company	
		Oct. 2014	Director, Senior Executive Officer and Assistant to Financial Officer of Finance Headquarters of the Company Director of MITSUI-SOKO BUSINESS TRUST Co., Ltd.	
	Hirobumi Koga	Apr. 2015	Director, Senior Executive Officer, in charge of Planning, Business Development and Publicity, of the Company	15,000
	(August 15, 1958)	Jan. 2016	Senior Vice President of MITSUI-SOKO TRANSPORT Co., Ltd.	15,000
2		Apr. 2016	Director, Senior Executive Officer, in charge of Planning, Research, and Development Administration, of the Company	
		June 2016	Managing Director, in charge of Planning, Research, and Development Administration, of the Company	
		June 2017	Representative Director, President & CEO of the Company and CEO of the Group (to the present)	
			Chairman of MITSUI-SOKO EXPRESS Co., Ltd. (to the present)	
		(Significant o	concurrent positions)	
		Chairman of	MITSUI-SOKO EXPRESS Co., Ltd.	

Mr. Hirobumi Koga has served as an officer in charge of Finance Headquarters and Planning Headquarters since joining the Company, and is overseeing the operations of the Group and is leading the management of the Group as the President & CEO of the Company. As such, he has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.

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	Osamu Odanaka (September 27, 1958)	Auditor of M	Joined the Company Executive Officer, in charge of IT System and Risk Management, of the Company Executive Officer of MITSUI-SOKO Co., Ltd. Executive Vice President of MITSUI-SOKO Co., Ltd. Executive Vice President of MITSUI-SOKO Co., Ltd. Representative Director and Senior Managing Director, in charge of Personnel, HR, and IT System Administration, of the Company Director of MITSUI-SOKO Co., Ltd. Director of MITSUI-SOKO Supply Chain Solutions, Inc. Representative Director and Senior Managing Director, in charge of Personnel, HR, Public Relations, and IT System Administration, of the Company (to the present) Auditor of MITSUI-SOKO EXPRESS Co., Ltd. (to the present) Director of MITSUI-SOKO LOGISTICS Co., Ltd. (to the present) Concurrent positions) IITSUI-SOKO EXPRESS Co., Ltd.	12,000
	subsidiary, and is currently Sen	as executive of ior Managing Di	MITSUI-SOKO LOGISTICS Co., Ltd.  ficer, in charge of Information Systems, as well as Virector, in charge of Personnel, HR, Public Relations, s suited to director of the Company, and we continue	and IT System

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
		Apr. 1975 Apr. 2007 June 2015 Jan. 2016 Apr. 2016 June 2016 June 2017		
	(Reasons for nomination)	Director of M Director of M	Representative Director and Senior Managing Director, in charge of Finance Headquarters and Risk Management, Chief Financial Officer and Compliance Officer, of the Company (to the present) Director of MITSUI-SOKO Co., Ltd. (to the present) Director of MITSUI-SOKO Supply Chain Solutions, Inc. (to the present) concurrent positions) MITSUI-SOKO Co., Ltd. MITSUI-SOKO Supply Chain Solutions, Inc. MITSUI-SOKO Supply Chain Solutions, Inc. MITSUI-SOKO TRANSPORT Co., Ltd.	

Since joining the Company, Mr. Nobuo Nakayama has served as President of an overseas subsidiary and General Manager of the Risk Management Division of the Company, has worked as executive officer in charge of the Finance Headquarters, and is currently Senior Managing Director (in charge of Finance Headquarters and Risk Management and Chief Financial Officer and Compliance Officer). He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.

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
		Apr. 1979 Jan. 2011 Apr. 2012 Apr. 2013 Apr. 2014 June 2014 Oct. 2014 Apr. 2016 Apr. 2017 June 2017 Apr. 2018		of the Company
			MITSUI-SOKO LOGISTICS Co., Ltd.  President of MITSUI-SOKO TRANSPORT Co.,	

Mr. Ryoji Ogawa has served as executive officer responsible for Air Cargo Business, Logistics Systems Business, General Affairs, Human Resources, and Legal, and is currently Director, in charge of General Affairs Administration and Legal. He has the experience and skills suited to director of the Company, and we continue to nominate him as a candidate for director.

Candidate No.	Name (Date of birth)	Career sum	mary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
		Apr. 1982 Apr. 2012	Joined the Company Director and Senior Executive Officer of MITSUI-SOKO LOGISTICS Co., Ltd.	
		Apr. 2015	Executive Officer, in charge of Real Estate Division, of the Company	
	Takayoshi Masuda	Nov. 2015	Director of MITSUI-SOKO TRANSPORT Co., Ltd. (to the present)	
6	(May 23, 1958)	Apr. 2016	Senior Executive Officer, in charge of Real Estate Administration, of the Company	14,000
6		June 2016	Director, Senior Executive Officer, in charge of Real Estate Administration, of the Company (to the present)	
		(Significant o	concurrent positions)	
		Director of M	IITSUI-SOKO TRANSPORT Co., Ltd.	
	officer of operating subsidiaries	s, and is currently	officer in charge of Real Estate Division of the Comp of Director, responsible for Real Estate Administration ompany, and we continue to nominate him as a candi	n. He has the
	•	Apr. 1987	Joined the Company	
	Takeshi Gohara (September 18, 1964)	Jan. 2011	General Manager of Business Development Division of the Company	
		July 2012	General Manager of Strategic Planning Division of the Company	
		Apr. 2013	Senior Executive Managing Director of MITSUI-SOKO EXPRESS Co., Ltd.	
		June 2017	Director, Senior Executive Officer, in charge of Business Development and Business Administration, of the Company	
			Director of MITSUI-SOKO LOGISTICS Co., Ltd.	9,000
	(80)100116, 1901)		Director of MITSUI-SOKO Supply Chain	
7		Apr. 2018	Solutions, Inc. (to the present) Director, Senior Executive Officer, in charge of Strategic Sales, Development Administration	
			and Business Administration, of the Company (to the present)	
			Director of MITSUI-SOKO Co., Ltd. (to the present)	
			concurrent positions)	
			IITSUI-SOKO Co., Ltd.	
	(D	Director of M	IITSUI-SOKO Supply Chain Solutions, Inc.	
	Planning Division, as well as o	fficer of a subsid nd Business Adm	ager of Business Development Division, General Ma iary, and is currently Director, in charge of Strategic anistration. He has the experience and skills suited to	Sales,

Candidate No.	Name (Date of birth)	Career sum	mary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
		Apr. 1984 Apr. 2014 Oct. 2014	Joined the Company Executive Officer, responsible for Sales Coordination of the Company Senior Executive Officer of MITSUI-SOKO	
		Apr. 2015	Co., Ltd.  Director, Senior Executive Officer of MITSUI-SOKO Co., Ltd.	
	Hiroshi Kino (October 9, 1961)	Apr. 2016	President & CEO of MITSUI-SOKO BUSINESS TRUST Co., Ltd.	5,000
8		Apr. 2017	Senior Executive Managing Director of MITSUI-SOKO Co., Ltd.	
		June 2017	Director of the Company (to the present) President & CEO of MITSUI-SOKO Co., Ltd. (to the present)	
			concurrent positions) CEO of MITSUI-SOKO Co., Ltd.	
		O of a subsidiar	r responsible for the Sales Division, as well as office y. He has the experience and skills suited to director for director	• •
	and we continue to nominate min	Apr. 1973	Joined Toyota Motor Co., Ltd. (currently	
		June 2003	Toyota Motor Corporation)  Managing Officer of the same	
		June 2007	Senior Managing Director, Deputy General Manager of Public Relations and Advertising Department of the same	
		June 2009	Senior Managing Director, General Manager of Public Relations and Advertising Department of the same	
	Mamoru Furuhashi (January 3, 1950)	June 2011	Director and Senior Managing Officer of the same	0
9	(( )	Apr. 2013	Director and Representative of Tokyo District of the same	
		June 2014	Executive Advisor of the same	
		June 2014	Outside Director of the Company (to the present)	
		Jan. 2018	Advisor of Toyota Motor Corporation (to the present)	
		(Significant o	concurrent position)	
		Advisor of To	oyota Motor Corporation	
	(Reasons for nomination)			
			an automobile company for many years, and in ligh	
	nominate him as a candidate for		hts based on his rich experience as a corporate mana	ger, we continue to

Candidate No.	Name (Date of birth)	Career sum	Career summary, position and responsibility at the Company, and significant concurrent positions	
10	Taizaburo Nakano (March 11, 1947)  [New election]	President and	Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.) Joined Tokyo Coca-Cola Bottling Co., Ltd. (currently Coca-Cola Bottlers Japan Inc.) Director of the same Managing Director of the same Senior Managing Director of the same Representative Director & Vice President of the same Director, Vice President of the same President and CEO of TIEUP Co., Ltd. (to the present) concurrent positions) CEO of TIEUP Co., Ltd.	held
		de from his wid	a beverage company for many years, and in expectate- e-ranging insights gained through his rich experience atside director.	

Notes:

- 1. There is no special conflict of interest between each candidate and the Company.
- 2. Mr. Mamoru Furuhashi and Mr. Taizaburo Nakano are candidates for outside directors.
- 3. Mr. 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 four (4) years at the conclusion of this general meeting.
- An overview of limitation of liability contracts with outside directors is as follows:
   Mr. Mamoru Furuhashi is currently the Company's outside director, and in accordance with the terms of the Articles of

Incorporation of the Company, the Company has entered into a contract for limitation of liability with him. The contract will be renewed if he is reelected. In addition, if Mr. Taizaburo Nakano is elected, the Company intends to enter into a same limited liability contract with the same terms with him. An overview of the contract is as follows:

For the purpose of liabilities under Paragraph 1, Article 423 of the Companies Act, upon entering into this contract an outside director has performed his/her duties in good faith and in the absence of 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.

5. The Company has filed a notification that Mr. Mamoru Furuhashi is an independent director under the rules of the Tokyo Stock Exchange. If he is reelected, he will remain an independent director. Furthermore, Mr. Taizaburo Nakano satisfies the requirements for an independent director as provided for by Tokyo Stock Exchange, and the Company plans to submit a notification to the Tokyo Stock Exchange concerning his appointment as an independent director.

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

In exercising your voting rights by the internet, etc. please be noted of the following:

1. Website for Exercise of Voting Rights

Exercise of voting rights by the internet, etc. is only possible via website designated by the Company for voting.

Website address for exercise of voting rights https://www.web54.net/

### 2. Treatment of Voting

- (1) When exercising voting rights by the internet, please use the "Voting Code" and "Password" indicated in the enclosed Exercise of Voting Rights Form and enter your vote in accordance with the online instructions.
- (2) The deadline for voting is 5 p.m. on June 26, 2018 (Tuesday). Please exercise your voting rights 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 treated as 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 Form 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) A web browser and a PDF viewer must be installed. (The following combinations have been confirmed to work correctly.)

OS	Web browser	PDF viewer
Windows Vista®	Internet Explorer® 7 to 9	Adobe® Reader® 9
Windows® 7	Internet Explorer® 8 to 11	Adobe <sup>®</sup> Reader <sup>®</sup> 11
Windows® 8.1	Internet Explorer® 11	Adobe <sup>®</sup> Reader <sup>®</sup> 11

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- (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 this website in your privacy setting.
- (4) If you cannot access this 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: 9:00 a.m. - 9:00 p.m.)

- (2) For all other enquiries, please contact the following:
  - (a) For a shareholder holding securities account(s) at securities company(ies)

    For a shareholder holding securities account(s) at securities company(ies), please contact your securities company.
  - (b) For a shareholder not holding any securities account at any securities company (a shareholder holding special account(s)):

Sumitomo Mitsui Trust and Banking Limited Securities Administration Center

Phone: 0120 (782) 031

(Open: 9:00 a.m. - 5:00 p.m., 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.