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Securities code: 7532
September 10, 2012

To Our Shareholders

Junji Narusawa
President and Representative Director
Don Quijote Co., Ltd.
2-19-10 Aobadai, Meguro-ku, Tokyo

Notice of Convocation of the 32nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 32nd Ordinary General Meeting of Shareholders of Don Quijote Co., Ltd. (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and return the enclosed Voting Rights Exercise Form by indicating your approval or disapproval to arrive at the Company by 6:00 p.m. on September 25 (Tuesday), 2012 in Japan time, or exercise your voting rights via the Internet, etc. at the designated website (<http://www.evot.jp/>) by 6:00 p.m. on the same day.

- 1. Date and Time:** September 26 (Wednesday), 2012, 10:00 a.m.
- 2. Place:** Hourai-no-ma (2nd floor), Meiji Kinenkan
2-2-23 Moto-Akasaka, Minato-ku, Tokyo

3. Agenda for the Meeting

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements and Audit Reports of the Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors for the 32nd Fiscal Term (July 1, 2011 to June 30, 2012)
2. The Non-Consolidated Financial Statements for the 32nd Fiscal Term (July 1, 2011 to June 30, 2012)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Partial Amendments to the Articles of Incorporation
Proposal No. 3: Election of Five (5) Directors
Proposal No. 4: Election of One (1) Statutory Auditor

For those attending, please present the enclosed Voting Rights Exercise Form on attendance to the receptionist.
Of the documents to be provided, information concerning the following items is not included in the documents provided with this Notice of Convocation of the General Meeting of Shareholders, but is posted on our Website at <http://www.donkigroup.jp/ir/> (in Japanese only) pursuant to laws and regulations and Article 15 of the Company's Articles of Incorporation.

1) Notes to the Consolidated Financial Statements

2) Notes to the Non-Consolidated Financial Statements

If there are any amendments to the Business Report, Non-Consolidated Financial Statements, Consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders, the revised version will be posted on our Website at <http://www.donkigroup.jp/ir/> (in Japanese only).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company considers the return of profits to shareholders to be one of the most important tasks. Taking into consideration future business development while assuming the basic stance of maintaining stable dividends, the year-end dividend of the 32nd Fiscal Term and appropriation of other surplus is proposed as follows.

1. Year-End Dividend
 - (1) Type of dividend property
Cash
 - (2) Matter and total amount regarding dividend property's allocation to shareholders
Cash payment of dividend per share: 21 yen per common share of the Company
Total amount: 1,619,806,356 yen
 - (3) Effective date of dividend payment
September 27, 2012
2. Appropriation of Other Surplus
 - (1) Item and amount to be decreased in surplus
Retained earnings brought forward: 8,000,000,000 yen
 - (2) Item and amount to be increased in surplus
General reserve: 8,000,000,000 yen

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reason for the Proposal

The Company intends to change the number of Statutory Auditors stipulated in Article 32 of the current Articles of Incorporation from four (4) or less to seven (7) or less in order to strengthen and enhance the audit system.

2. Description of the Amendments

The Company proposes that the Articles of Incorporation of the Company be amended as follows:

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
Chapter 5 Statutory Auditors and Board of Statutory Auditors (Number of Statutory Auditors)	Chapter 5 Statutory Auditors and Board of Statutory Auditors (Number of Statutory Auditors)
Article 32 The number of Statutory Auditors of the Company shall be <u>four (4)</u> or less.	Article 32 The number of Statutory Auditors of the Company shall be <u>seven (7)</u> or less.

Proposal No. 3: Election of Five (5) Directors

The terms of office of all four (4) Directors are to expire at the conclusion of this Ordinary General Meeting of Shareholders. Consequently, the Company proposes that shareholders elect five (5) Directors, increasing their number by one (1) Director in order to further enhance and strengthen the management team.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company (Significant concurrent positions)	Number of the Company shares held
1	Takao Yasuda (May 7, 1949)	<p>September 1980 Established Just Co., Ltd. (currently Don Quijote Co., Ltd.) President and Representative Director</p> <p>October 1997 Established Anryu Shoji Co., Ltd. President and Representative Director (current position)</p> <p>September 2005 Chairman, Representative Director and CEO of the Company (current position)</p> <p>December 2005 Chairman of Yasuda Scholarship Foundation (current position)</p>	10,872,000 shares
2	Junji Narusawa (August 23, 1962)	<p>November 1992 Joined the Company</p> <p>November 1993 Manager of Suginami Store of the Company</p> <p>May 1995 Division Director of Sales and Market Division of the Company</p> <p>September 1995 Director and Division Director of 1st Sales Division of the Company</p> <p>January 2005 Director and Vice-President in charge of Sales of the Company</p> <p>September 2005 President, Representative Director and COO of the Company (current position)</p> <p>November 2007 Director and Vice-Chairman of Nagasakiya Co., LTD.</p> <p>May 2008 President and Representative Director of Nagasakiya Co., LTD. (current position)</p>	16,700 shares
3	Mitsuo Takahashi (March 10, 1955)	<p>July 1997 Joined the Company</p> <p>September 1997 Director of the Company</p> <p>February 2000 Division Director of Corporation Management and Strategic Division of the Company</p> <p>January 2005 Senior Managing Director of the Company</p> <p>September 2005 Senior Managing Director and CFO of the Company</p> <p>December 2010 Senior Managing Director, CFO and CCO of the Company</p> <p>July 2012 Senior Managing Director and CFO of the Company (current position)</p>	13,000 shares

No.	Name (Date of birth)	Career summary and position and areas of responsibility in the Company (Significant concurrent positions)	Number of the Company shares held
4	Koji Oohara (August 23, 1963)	<p>February 1993 Joined the Company</p> <p>September 1995 Director and Division Director of 2nd Sales Division of the Company</p> <p>January 2005 President and Representative Director of Donkicom Co., Ltd. (currently REALIT Co., Ltd.) (current position)</p> <p>April 2007 Resigned from the position of Director of the Company</p> <p>April 2009 President and Representative Director of PAW Creation Co., Ltd. (currently Japan Commercial Establishment Co., Ltd.) (current position)</p> <p>September 2009 Director and CIO of the Company (current position)</p> <p>July 2012 President and Representative Director of Don Quijote Shared Services Co., Ltd. (current position)</p>	9,000 shares
*5	Naoki Yoshida (December 7, 1964)	<p>December 1995 Joined McKinsey & Company, Inc. Japan</p> <p>March 1997 Joined Union Bancaire Privée</p> <p>August 2002 Established Alter Ego Consulting Co., Ltd. President and Representative Director</p> <p>February 2003 President and Representative Director of T-ZONE HOLDINGS, INC. (currently MAGNET HOLDINGS, INC.)</p> <p>July 2012 Director of Don Quijote Shared Services Co., Ltd. (current position)</p>	0 share

- (Notes)
1. Person marked with an asterisk is a candidate for new Director.
 2. The candidate for Director, Mr. Takao Yasuda is serving concurrently as Representative Director of Anryu Shoji Co., Ltd. and Chairman of the Yasuda Scholarship Foundation. The Company has business relationships with both entities involving real estate leasing, etc.
 3. The candidate for Director, Mr. Junji Narusawa is serving concurrently as Representative Director of Nagasakiya Co., LTD., which has a business relationship with the Company involving the purchasing and selling of goods, real estate leasing, etc.
 4. The candidate for Director, Mr. Koji Oohara is serving concurrently as Representative Director of REALIT Co., Ltd., which has a business relationship with the Company involving outsourcing, advertising media, etc. Mr. Oohara is also serving concurrently as Representative Director of Japan Commercial Establishment Co., Ltd., which has a business relationship with the Company involving outsourcing, real estate leasing, etc. In addition, he is serving concurrently as Representative Director of Don Quijote Shared Services Co., Ltd., which has a business relationship with the Company involving outsourcing, etc.
 5. There is no special interest between the Company and the other candidates.

Proposal No. 4: Election of One (1) Statutory Auditor

The Company proposes that shareholders elect one (1) Statutory Auditor, increasing the number of Statutory Auditors by one (1) in order to further strengthen and enhance the audit system.

This proposal is subject to approval of Proposal No. 2, “Partial Amendments to the Articles of Incorporation.” The Company has obtained the consent of the Board of Statutory Auditors on this proposal.

The candidate for Statutory Auditor is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions)	Number of the Company shares held
Koichi Otoshi (June 18, 1955)	September 1980 Joined Hinode Co., Ltd. (currently Doit Co., Ltd.) March 2006 Department Manager of General Affairs Department, Administration Division of Doit Co., Ltd. January 2008 Seconded to the Company December 2008 Acting Department Manager of Personnel Administration Department, Personnel Division of the Company July 2012 Seconded to Don Quijote Shared Services Co., Ltd. Acting Department Manager of Labor Administration Department, General Affairs Division of Don Quijote Shared Services Co., Ltd. (current position)	0 share

- (Notes) 1. Mr. Koichi Otoshi is a candidate for new Statutory Auditor.
 2. There is no special interest between the above candidate and the Company.