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Securities code: 7532  
September 9, 2015

## To Our Shareholders

Koji Oohara  
President and Representative Director  
Don Quijote Holdings Co., Ltd.  
2-19-10 Aobadai, Meguro-ku, Tokyo

### Notice of Convocation of the 35th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 35th Ordinary General Meeting of Shareholders of Don Quijote Holdings 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 24 (Thursday), 2015 in Japan time, or exercise your voting rights via the Internet, etc. at the designated website (<http://www.it-soukai.com/>) by 6:00 p.m. on the same day.**

- 1. Date and Time:** September 25 (Friday), 2015, 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 Audit and Supervisory Board for the 35th Fiscal Term (July 1, 2014 to June 30, 2015)
2. The Non-Consolidated Financial Statements for the 35th Fiscal Term (July 1, 2014 to June 30, 2015)

#### Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of One (1) Director  
**Proposal No. 3:** Election of Two (2) Audit and Supervisory Board Members

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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.donki-hd.co.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

The Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Audit and Supervisory Board Members for their audit report and the Accounting Auditors for their accounting audit report include, in addition to the contents of the documents provided here, items to be presented as the Notes to the Consolidated Financial Statements and the 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.donki-hd.co.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 its most important tasks. Taking into consideration future business development while assuming the basic stance of maintaining stable dividends, the year-end dividend of the 35th Fiscal Term is proposed as follows.

- (1) Type of dividend property  
Cash
  - (2) Matter and total amount regarding dividend property's allocation to shareholders  
Cash payment of dividend per share: 30 yen per common share of the Company  
Total amount: 2,368,747,080 yen
  - (3) Effective date of dividend payment  
September 28, 2015
- (Note) Although the Company conducted a 1:2 stock split with an effective date of July 1, 2015, the above year-end dividend was conducted for the number of shares existing on June 30, 2015.

**Proposal No. 2: Election of One (1) Director**

The Company proposes that shareholders elect one (1) Director, increasing its number by one (1) Director in order to further enhance the management team and strengthen governance. The term of office of the newly elected Director is to expire on the same date as those of the currently serving Directors, pursuant to the provisions of the Company's Articles of Incorporation.

The candidate for Director is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions)	Number of the Company shares held	
Yasunori Yoshimura (January 26, 1949)	March 1975	Graduated from Keio University School of Medicine	0 share
	November 1995	Professor of Keio University (Department of Obstetrics and Gynecology, School of Medicine)	
	November 2010	President of Japan Society for Reproductive Medicine	
	June 2011	Outside Director of ASKA Pharmaceutical Co., Ltd. (current position)	
	August 2011	President of Japan Society of Gynecologic and Obstetric Endoscopy and Minimally Invasive Therapy	
	October 2012	Established Yoshimura Bioethics Institute Chairman of Yoshimura Bioethics Institute (current position)	
	March 2013	Special Advisor to the Cabinet (in charge of measures to counter the declining birthrate and support for child-raising) (current position)	
	November 2013	Outside Audit and Supervisory Board Member of the Company (current position)	
April 2014	Professor Emeritus of Keio University (Department of Obstetrics and Gynecology) (current position) Honorary Director of SHIN-YURIGAOKA General Hospital (current position)		

- (Notes)
1. Mr. Yasunori Yoshimura is a candidate for new Director.
  2. There is no special interest between the candidate and the Company.
  3. Mr. Yasunori Yoshimura is the candidate for Outside Director of the Company.
  4. Although Mr. Yasunori Yoshimura has not been directly involved in company management, he was selected as a candidate for Outside Director of the Company based on the judgment that he is able to appropriately execute the duties of that position from an objective perspective using his experience in important positions such as Special Advisor to the Cabinet and presidents of various societies and the like.
  5. Mr. Yasunori Yoshimura is currently serving as Outside Audit and Supervisory Board Member of the Company, and his term as Audit and Supervisory Board Member shall be one (1) year and ten (10) months at the conclusion of this Ordinary General Meeting of Shareholders.

**Proposal No. 3: Election of Two (2) Audit and Supervisory Board Members**

The term of office of Audit and Supervisory Board Member, Mr. Yoshihiro Hongo is to expire at the conclusion of this Ordinary General Meeting of Shareholders. In addition, Audit and Supervisory Board Member, Mr. Yasunori Yoshimura is to resign at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that shareholders elect two (2) Audit and Supervisory Board Members.

The Company has obtained the consent of the Audit and Supervisory Board on this proposal.

The candidates for Audit and Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions)	Number of the Company shares held
*1	Shoji Wada (March 4, 1953)	April 1979      Joined Hinode Co., Ltd. (currently Doit Co., Ltd.) February 2007      Department Manager of Information System Department of Doit Co., Ltd. April 2009      Transferred to the Company July 2009      Acting Department Manager of Information System Department, Information and Communication Technology Division of the Company July 2012      Transferred to Don Quijote Shared Services Co., Ltd. Acting Department Manager of Information System Department, Information and Communication Technology Division of Don Quijote Shared Services Co., Ltd. (current position)	0 share
2	Yoshihiro Hongo (April 11, 1945)	April 1972      Joined Showa & Co. (currently Ernst & Young ShinNihon LLC) March 1975      Registered as a certified public accountant May 1975      Registered as a tax accountant January 1977      Established Hongo Certified Public Accountant Firm October 2000      Outside Statutory Auditor of e-System corporation April 2002      Representative Partner and Chairman of Hongo Tsuji Certified Public Accountant's Corporation (current position) September 2002      Outside Statutory Auditor of MOC Corporation December 2002      Outside Statutory Auditor of Asia Air Survey Co., Ltd. June 2006      Outside Auditor of The Tokyo Tomin Bank, Limited September 2007      Outside Audit and Supervisory Board Member of the Company (current position) June 2009      Auditing Officer of UT Holdings Co., Ltd. June 2011      Independent Auditor of Fidec Corporation (currently Accretive Co., Ltd.)	0 share

- (Notes)
1. Person marked with an asterisk is a candidate for new Audit and Supervisory Board Member.
  2. There is no special interest between the candidates and the Company.
  3. Mr. Yoshihiro Hongo is a candidate for Outside Audit and Supervisory Board Member of the Company.
  4. Mr. Yoshihiro Hongo is currently serving as Outside Audit and Supervisory Board Member of the Company, and his term as Audit and Supervisory Board Member shall be eight (8) years at the

conclusion of this Ordinary General Meeting of Shareholders.

5. Mr. Yoshihiro Hongo was selected as a candidate for Outside Audit and Supervisory Board Member of the Company based on the judgment that he is able to appropriately execute the duties of that position, being a talent with a high level of expertise regarding corporate accounting and tax affairs as a certified public accountant and a tax accountant.