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Securities code: 7532  
September 12, 2017

## 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 37th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 37th 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 26 (Tuesday), 2017 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 27 (Wednesday), 2017, 10:00 a.m.
- 2. Place:** Fuji-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 Committee for the 37th Fiscal Term (July 1, 2016 to June 30, 2017)
2. The Non-Consolidated Financial Statements for the 37th Fiscal Term (July 1, 2016 to June 30, 2017)

#### 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 Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of One (1) Director who Is an Audit and Supervisory Committee Member
- Proposal No. 5:** Revision of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 6:** Revision of Amount of Remuneration Related to Share Acquisition Rights Issued as Share-Based Compensation Stock Options for Directors (Excluding Directors Who Are Audit and Supervisory Committee 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 Committee for its 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 37th 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: 21 yen per common share of the Company  
Total amount: 3,321,656,667 yen
- (3) Effective date of dividend payment  
September 28, 2017

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

#### 1. Reason for the Proposal

In order to further enhance its management system in line with the expansion of its business fields, to promote future business development and to prepare for the reinforcement of its management base, the Company intends to change the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) stipulated in Article 20, paragraph 1 of the current Articles of Incorporation from ten (10) or less to twenty (20) or less.

#### 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
<p style="text-align: center;">Chapter 4    Directors and Board of Directors</p> <p>(Number of Directors)</p> <p>Article 20 The number of Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company shall be <u>ten (10)</u> or less.</p> <p>2. (Omitted)</p>	<p style="text-align: center;">Chapter 4    Directors and Board of Directors</p> <p>(Number of Directors)</p> <p>Article 20 The number of Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company shall be <u>twenty (20)</u> or less.</p> <p>2. (Same as at present)</p>

**Proposal No. 3: Election of Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. In that regard, the Company proposes the election of ten (10) Directors, increasing the number of Directors by seven (7) to enhance the management system in line with the expansion of its business fields.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Directors are eligible.

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	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.)</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.)</p> <p>September 2009    Director and CIO of the Company</p> <p>June 2012         Director of Doit Co., Ltd.</p> <p>July 2012         President and Representative Director of Don Quijote Shared Services Co., Ltd. (current position)</p> <p>September 2012    Director of Nagasakiya Co., Ltd. (current position)</p> <p>April 2013         Vice-President, Director and COO of the Company</p> <p>November 2013    Vice-President, Representative Director and COO of the Company</p> <p>December 2013    President and Representative Director of Don Quijote Co., Ltd. (current position)</p> <p>July 2014         President, Representative Director and COO of the Company</p> <p>Chairman and Representative Director of Japan Commercial Establishment Co., Ltd.</p> <p>Chairman and Representative Director of REALIT Co., Ltd.</p> <p>July 2015         President and CEO of the Company (current position)</p> <p>President and Representative Director of Don Quijote Holdings Retail Management Co., Ltd. (current position)</p> <p>April 2017         President and Representative Director of Doit Co., Ltd. (current position)</p>	50,300 shares

	<p>(Reasons for nomination as candidate for Director)</p> <p>Koji Oohara has a performance record of playing a key role in supporting many aspects of the Don Quijote Group since its foundation, such as store operation, development of store properties and systems. At present also, he is demonstrating strong leadership in overseeing the Group as President and CEO of the Company. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has continued to nominate him as a candidate for Director.</p>
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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
2	Mitsuo Takahashi (March 10, 1955)	<p>April 1977      Joined AOKI Fashion Sales Co., Ltd. (currently AOKI Holdings Inc.)</p> <p>June 1990      Director of AOKI Holdings Inc.</p> <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>January 2007      Director of Doit Co., Ltd.</p> <p>November 2007      Director of Nagasakiya Co., Ltd. (current position)</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) Division Director of Corporate Communications Division of the Company (current position)</p> <p>June 2013      Outside Director of Accretive Co., Ltd. President and Representative Director of Doit Co., Ltd.</p> <p>December 2013      Member of the Board of Directors of Don Quijote Co., Ltd. (current position)</p> <p>June 2016      Director [Audit and Supervisory Committee Member] of Accretive Co., Ltd.</p> <p>April 2017      Director of Doit Co., Ltd. (current position)</p>	14,000 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Mitsuo Takahashi takes charge of investor relations and corporate communications with stakeholders as Senior Managing Director and CFO of the Company. He possesses abundant experience and broad insight in relation to corporate management such as finance, accounting and capital policy. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has continued to nominate him as a candidate for Director.</p>			

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
3	Naoki Yoshida (December 7, 1964)	<p>December 1995    Joined McKinsey &amp; Company Inc. Japan</p> <p>March 1997        Joined Union Bancaire Privée</p> <p>August 2002      Established Alter Ego Consulting Co., Ltd.</p> <p>February 2003    President and Representative Director President and Representative Director of T-ZONE HOLDINGS, INC. (currently MAG NET HOLDINGS, INC.)</p> <p>July 2007          President of Don Quijote (USA) Co., Ltd.</p> <p>September 2012   Director of the Company</p> <p>November 2013   Senior Managing Director of the Company</p> <p>December 2013   Member of the Board of Directors of Don Quijote Co., Ltd. (current position) Director of Nagasakiya Co., Ltd. (current position) Director of Doit Co., Ltd. (current position)</p> <p>July 2015          Senior Managing Director and CCO of the Company (current position)</p> <p>June 2017         Outside Director of Accretive Co., Ltd. (current position)</p>	200 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Naoki Yoshida widely takes charge of the division responsible for compliance and governance including the Group's legal affairs and labor affairs, the divisions in charge of finance, accounting and tax affairs, and the Group's strategic planning division both inside Japan and overseas, as Senior Managing Director and CCO of the Company. In addition, he possesses abundant experience and broad insight in relation to corporate management based on his successive service as president at various companies. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has continued to nominate him as a candidate for Director.</p>			
*4	Hiroshi Abe (February 22, 1975)	<p>December 2003    Joined the Company</p> <p>June 2009          General Manager of Information System Department, Information and Communication Technology Division of the Company</p> <p>September 2011   Director of REALIT Co., Ltd.</p> <p>June 2012          Vice-President and Director of REALIT Co., Ltd.</p> <p>July 2014          President and Representative Director of REALIT Co., Ltd. (current position)</p> <p>July 2015          Director of Don Quijote Holdings Retail Management Co., Ltd. (current position) Director of Don Quijote Shared Services Co., Ltd. (current position) Division Director of Information and Communication Technology Division of Don Quijote Shared Services Co., Ltd. (current position)</p>	0 shares
<p>(Reasons for nomination as candidate for Director)</p> <p>Hiroshi Abe possesses abundant experience and broad insight gained primarily by overseeing operations in the IT and system fields, mainly while working for the Group. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has nominated him as a candidate for Director.</p>			

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
*5	Yuji Ishii (August 17, 1972)	September 2008 January 2013 July 2015 July 2016	Joined the Company General Manager, Accounting Department, Administration Division of Don Quijote Shared Services Co., Ltd. Vice-Division Director, Administration Division of Don Quijote Shared Services Co., Ltd. Director of Don Quijote Holdings Retail Management Co., Ltd. (current position) Division Director of Administration Division of Don Quijote Shared Services Co., Ltd. (current position)	0 shares
(Reasons for nomination as candidate for Director) Yuji Ishii possesses abundant experience and broad insight in relation to accounting, tax practices and corporate planning gained primarily by overseeing the accounting and finance division, mainly while working for the Group. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has nominated him as a candidate for Director.				
*6	Nobuharu Ohashi (August 6, 1974)	June 1999 December 2013 December 2014 July 2015 April 2017	Joined the Company Executive Officer of Don Quijote Co., Ltd. President and Representative Director of Nagasakiya Co., Ltd. (current position) Director of Don Quijote Holdings Retail Management Co., Ltd. (current position) President and Representative Director of Daishin Corporation (current position) Division Director of Nagasakiya MEGA Sales and Market Division of Nagasakiya Co., Ltd. (current position)	400 shares
(Reasons for nomination as candidate for Director) Nobuharu Ohashi possesses abundant experience and a performance record primarily in relation to store operation and the development of new business categories, gained mainly in the Group's retail division. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has nominated him as a candidate for Director.				
*7	Kosuke Suzuki (September 30, 1976)	March 2000 December 2013 July 2015 April 2017	Joined the Company Executive Officer of Don Quijote Co., Ltd. Director of Don Quijote Holdings Retail Management Co., Ltd. (current position) Division Director of NewMEGA Don Quijote East Japan Sales and Market Division of Don Quijote Co., Ltd. (current position)	3,600 shares
(Reasons for nomination as candidate for Director) Kosuke Suzuki possesses abundant experience and a performance record primarily in relation to store operation and merchandise procurement, gained mainly in the Group's retail division. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has nominated him as a candidate for Director.				



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
*8	Takeshi Nishii (September 11, 1975)	August 1998 December 2013	Joined the Company Executive Officer of Don Quijote Co., Ltd.	0 shares
		July 2015 April 2017	Director of Don Quijote Holdings Retail Management Co., Ltd. (current position) Division Director of Sales Support Division of Don Quijote Co., Ltd. (current position)	
(Reasons for nomination as candidate for Director) Takeshi Nishii possesses abundant experience and a performance record primarily in relation to store operation and analysis of sales numbers, gained mainly in the Group's retail division. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has nominated him as a candidate for Director.				
*9	Takeshi Haga (February 3, 1976)	March 1999 December 2013	Joined the Company Vice-President and Director of Japan Commercial Establishment Co., Ltd.	600 shares
		July 2014	President and Representative Director of Japan Commercial Establishment Co., Ltd. (current position)	
		July 2015	Director of Don Quijote Holdings Retail Management Co., Ltd. (current position)	
		March 2016	General Manager, Store Development Department of Don Quijote Shared Services Co., Ltd. (current position)	
		May 2016	President and Representative Director of Pan Pacific Foods Co., Ltd. (current position)	
(Reasons for nomination as candidate for Director) Takeshi Haga possesses abundant experience and a performance record primarily in relation to store operation, property development, and the tenant leasing business, gained mainly while working for the Group. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has nominated him as a candidate for Director.				
*10	Tetsuji Maruyama (April 11, 1973)	October 1997 December 2013	Joined the Company Executive Officer of Don Quijote Co., Ltd.	0 shares
		July 2015 April 2017	Director of Don Quijote Holdings Retail Management Co., Ltd. (current position) Division Director of Store Management Support Division of Don Quijote Co., Ltd. (current position)	
(Reasons for nomination as candidate for Director) Tetsuji Maruyama possesses abundant experience and a performance record primarily in relation to store operation and improving the efficiency of store operations, gained mainly in the Group's retail division. Accordingly, the Company deems that he is an appropriate person for promoting further improvement in the Group's corporate value going forward, and has nominated him as a candidate for Director.				

- (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.

**Proposal No. 4: Election of One (1) Director who Is an Audit and Supervisory Committee Member**

The Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member, increasing the number of Directors who are Audit and Supervisory Committee Members by one (1) to strengthen the audit system.

As for this proposal, the Audit and Supervisory Committee of the Company has already given their consent to this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions)	Number of the Company shares held
Jumpei Nishitani (December 2, 1971)	March 1995 Graduated from the Faculty of Economics, The University of Tokyo	0 shares
	March 1997 Earned a master's degree from the Faculty of Economics, The University of Tokyo	
	March 2000 Obtained scores for doctorate degree and resigned from Graduate School of Economics, The University of Tokyo	
	April 2000 Assistant Professor, Faculty of Management and Economics, Aomori Public University	
	April 2005 Associate Professor, College of Business Administration, Ritsumeikan University	
	August 2009 Visiting Fellow, The University of British Columbia	
	April 2015 Professor, College of Business Administration, Ritsumeikan University (current position)	
<p>(Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member) Although Jumpei Nishitani 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, using his high level of expertise and broad experience in relation to accounting and economics gained as a professor at a university's College of Business Administration, he is able to appropriately execute the duties of a Director who is an Audit and Supervisory Committee Member.</p>		

- (Notes)
1. Mr. Jumpei Nishitani is a new candidate.
  2. There is no special interest between the candidate and the Company.
  3. Mr. Jumpei Nishitani is a candidate for Outside Director of the Company.
  4. Mr. Jumpei Nishitani fulfills the criteria of independent officer stipulated by the Tokyo Stock Exchange, and the Company intends to register Mr. Nishitani as an independent officer if he is elected.

**Proposal No. 5: Revision of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

Remuneration paid to the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) in the amount of 400 million yen or less per year (not including their remuneration as employees) was approved by the 36th Ordinary General Meeting of Shareholders held on September 28, 2016 and has remained at that amount to the present. However, in order to further enhance its management system in line with the expansion of its business fields, the Company proposes the revision of the amount of remuneration to 600 million yen or less per year by taking into account the increase in maximum number of Directors (excluding Directors who are Audit and Supervisory Committee Members) from ten (10) or less to twenty (20) or less, on the condition that the Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved and adopted as proposed.

The amount of remuneration does not include the portion for employee salaries paid to those Directors who also serve as employees as before.

The Company currently has three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) (including zero (0) Outside Directors). If Proposal No. 3 "Election of Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) related to this proposal will be ten (10) (including zero (0) Outside Directors).

As for this proposal, the Audit and Supervisory Committee of the Company has expressed no significant opinion.

**Proposal No. 6:** Revision of Amount of Remuneration Related to Share Acquisition Rights Issued as Share-Based Compensation Stock Options for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The 36th Ordinary General Meeting of Shareholders, held on September 28, 2016, resolved to set a remuneration related to share-based compensation stock options for Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) of the Company at 100 million yen or less per year, separately from the amount of annual remuneration, as share-based compensation stock options for Directors excluding Outside Directors. However, taking into consideration the increase in number of Directors excluding Outside Directors by seven (7) if the Proposal No. 3 “Election of Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted in its original form, as well as the expansion of its business fields, the Company proposes the revision of the amount of remuneration related to share-based compensation stock options for Directors excluding Outside Directors to 400 million yen or less per year, separately from the amount of remuneration in Proposal No. 5.

In accordance with the revision of the amount of remuneration, the details of share acquisition rights to be allotted as share-based compensation stock options for Directors shall be determined as follows.

The Company shall determine the number of share acquisition rights to be granted to each director at a meeting of the Board of Directors in view of the operating results of the Company and other factors.

As for this proposal, the Audit and Supervisory Committee of the Company has expressed no significant opinion.

(1) Number of share acquisition rights

800 shall be the maximum number of share acquisition rights to be issued per year counted from the day of the General Meeting of Shareholders for the relevant fiscal year.

(2) Number and type of shares issued for the object of share acquisition rights

80,000 shall be the maximum number of shares issued per year for the object of share acquisition rights, counted from the day of the General Meeting of Shareholders for the relevant fiscal year. The type of shares issued for the object of share acquisition rights shall be common share, and the number of shares issued for the object of share acquisition right (hereinafter referred to as the “Number of Granted Shares”) shall be 100 per one (1) share acquisition right. The Company shall be permitted to make necessary adjustments if changes in the Number of Granted Shares are appropriate due to common share splits (including common share allotment without contribution; applicable to the rest of this proposal) or common share consolidation carried out by the Company.

(3) Amount paid in exchange for share acquisition rights

The amount paid for share acquisition rights shall be the assessed fair value of the share acquisition rights calculated using the Black-Scholes model on the day of the option grant. However, the remuneration to those being granted these share acquisition rights shall be treated as the cash payment of an amount equivalent to the assessed fair value of the share acquisition rights. The debt from payment of said share acquisition rights shall offset the right to remuneration.

(4) Price of property invested when share acquisition rights are exercised

The price of property invested when each share acquisition right is exercised shall be the amount paid for one (1) share (hereinafter referred to as the “Exercise Price”) receivable when a share acquisition right is exercised, multiplied by the Number of Granted Shares.

The Exercise Price shall be one (1) yen.

The Company shall be permitted to make necessary adjustments if changes in the Exercise Price are appropriate due to common share splits or common share consolidation carried out by the Company.

(5) The period when share acquisition rights can be exercised

This shall be a period determined by the Board of Directors, within 30 years of the day options are granted.

(6) Restrictions on acquiring transferred share acquisition rights

Approval by the Board of Directors shall be required to acquire transferred share acquisition rights.

(7) Criteria for exercising share acquisition rights

1) Individuals with share acquisition rights shall be able to exercise their share acquisition rights in one batch for a period of ten (10) days after the day the individual ceases being a Director of the Company, within the period stipulated in provision (5) above.

2) Other criteria for exercising share acquisition rights shall be determined by resolution by the Board of Directors.

(8) Other matters concerning the subscription requirements of share acquisition rights

Other matters concerning the details, etc. of share acquisition rights shall be stipulated by Board of Directors, which decides the subscription requirements of share acquisition rights.