

May 12, 2015

Name of Company: Meiji Holdings Co., Ltd.  
Name of Representative: Masahiko Matsuo, President and Representative Director  
Code Number: 2269, 1st Section, Tokyo Stock Exchange

## Notice Concerning Partial Change to Articles of Incorporation

The following resolution was passed at the Company board of directors meeting held today concerning submitting a motion to the 6th regular general meeting of shareholders regarding a partial change to the Articles of Incorporation.

### 1. Purpose of change to Articles of Incorporation

- 1) With the May 1, 2015 enactment of the Law Concerning Partial Revisions to the Companies Act (2014 Law No. 90), the scope of persons applicable for agreements limiting liability (hereinafter, Liability Limitation Agreements) as defined under Article 423, Paragraph 1 of the Companies Act has been revised. Revisions will be made to Article 29, Paragraph 2 and Article 38, Paragraph 2 of the Company's Articles of Incorporation to enable the Company to enter into Liability Limitation Agreements with directors who are not executive officers and corporate auditors who are not outside members of the Audit & Supervisory Board. Consent from each member of the Audit & Supervisory Board has been obtained concerning the revisions to Articles of Incorporation Article 29, Paragraph 2.
- 2) Revision to English representation of Company name.

### 2. Details of revisions to Articles of Incorporation

The details of revisions are as indicated on the supplemental attachment.

### 3. Schedule

Scheduled date of the general meeting of shareholders concerning revisions to the Articles of Incorporation	June 26, 2015 (Friday)
Date of effectuation for revisions to Articles of Incorporation	June 26, 2015 (Friday)

Attachment

The details of revisions are as follows. Underlining indicates revised text

Current Articles of Incorporation (excerpt)	Proposed revision
<p>CHAPTER I. GENERAL PROVISIONS (Trade Name) Article 1 The Company shall be called “Meiji Holdings Kabushiki Kaisha” in Japanese and shall be expressed in English as “<u>MEIJI</u> Holdings Co., Ltd.” (the “Company”).</p> <p>CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS (Director indemnity) Article 29 Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act and to the extent permitted by laws and regulations, the Company may, by resolution of the Board of Directors, exempt its directors (including persons who have previously served as the Company’s director) from liabilities set forth in Article 423, Paragraph 1 of the Companies Act.</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into contracts with its <u>outside directors</u> to limit their liabilities set forth in Article 423, Paragraph 1 of the Companies Act, provided that the maximum amount of liabilities under such contracts shall be in accordance with the amounts provided in applicable laws and regulations.</p>	<p>CHAPTER I. GENERAL PROVISIONS (Trade Name) Article 1 The Company shall be called “Meiji Holdings Kabushiki Kaisha” in Japanese and shall be expressed in English as “<u>Meiji</u> Holdings Co., Ltd.” (the “Company”).</p> <p>CHAPTER IV. DIRECTORS AND THE BOARD OF DIRECTORS (Director indemnity) Article 29 (As per original)</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into contracts with its <u>directors (excluding executive directors, etc.)</u> to limit their liabilities set forth in Article 423, Paragraph 1 of the Companies Act, provided that the maximum amount of liabilities under such contracts shall be in accordance with the amounts provided in applicable laws and regulations.</p>
<p>CHAPTER V. AUDITORS AND THE BOARD OF AUDITORS (Exemption of Auditors’ Liabilities) Article 38 Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act and to the extent permitted by laws and regulations, the Company may, by resolution of the Board of</p>	<p>CHAPTER V. AUDITORS AND THE BOARD OF AUDITORS (Exemption of Auditors’ Liabilities) Article 38 (As per original)</p>

Current Articles of Incorporation (excerpt)	Proposed revision
<p>Directors, exempt its auditors (including persons who have previously served as the Company's auditor) from liabilities set forth in Article 423, Paragraph 1 of the Companies Act.</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into contracts with its <u>outside auditors</u> to limit their liabilities set forth in Article 423, Paragraph 1 of the Companies Act, provided that the maximum amount of liabilities under such contracts shall be in accordance with the amounts provided in applicable laws and regulations.</p>	<p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into contracts with its <u>auditors</u> to limit their liabilities set forth in Article 423, Paragraph 1 of the Companies Act, provided that the maximum amount of liabilities under such contracts shall be in accordance with the amounts provided in applicable laws and regulations.</p>

Note: When this motion is passed, the Company plans to enter into Liability Limitation Agreements with corporate auditors Hideaki Sato and Hiroshi Tago. The maximum amount of liability set forth in said contracts shall be the amounts provided in applicable laws and regulations.