

Note: This document is a partial translation of the Notice of the 6th Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 2269

June 4, 2015

Dear Shareholders,

Masahiko Matsuo  
President and Representative Director  
**MEIJI Holdings Co., Ltd.**  
4-16, Kyobashi 2-chome,  
Chuo-ku, Tokyo

## Notice of the 6th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 6th Ordinary General Meeting of Shareholders of MEIJI Holdings Co., Ltd. (the “Company”). The meeting will be held as described below.

**If you are unable to attend the meeting in person, you may exercise your voting rights by mail or via the Internet as explained on the following page. In that case, please review the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 5:40 p.m. on Thursday, June 25, 2015.**

### Details

1. Date and Time: Friday, June 26, 2015, at 10:00 a.m.  
Reception for attendees begins at 9:00 a.m.
2. Place: Convention Hall, B2F, The Prince Park Tower Tokyo  
8-1, Shiba-koen 4-chome, Minato-ku, Tokyo
3. Purpose of the Meeting  
Matters to be reported:
  1. Business Report and Consolidated Financial Statements for the 6th Fiscal Year (from April 1, 2014 to March 31, 2015), as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the 6th Fiscal Year (from April 1, 2014 to March 31, 2015)

#### Matters to be resolved:

- |             |   |
|-------------|---|
| Proposal 1: | Partial Amendments to the Articles of Incorporation             |
| Proposal 2: | Election of Eleven (11) Members of the Board                    |
| Proposal 3: | Election of One (1) Substitute Audit & Supervisory Board Member |

4. Other Matters Regarding the Exercise of Voting Rights

- (1) You are kindly requested to present the enclosed Voting Form to the receptionist when you attend the meeting.
- (2) If you exercise your voting rights by mail, indicate your approval or disapproval for each of the proposals on the enclosed Voting Form and send it to the Company to arrive no later than 5:40 p.m. on Thursday, June 25, 2015.
- (3) If you exercise your voting rights via the Internet, read the “Guide to Exercising Voting Rights via the Internet” on page 3, access the website designated by the Company for exercising voting rights (<http://www.evotep.jp/>), and follow the instructions on the display. Your vote must be transmitted no later than 5:40 p.m. on Thursday, June 25, 2015.
- (4) When voting rights are exercised via the Internet more than once, the last vote shall be deemed effective.
- (5) When voting rights are exercised in duplicate, both by mail and via the Internet, the vote cast via the Internet shall be deemed effective.
- (6) You may name one (1) shareholder who holds voting rights of the Company to act as a proxy and exercise your voting rights. Please note that the proxy will be required to submit a document evidencing his or her right of proxy.
- (7) The Company participates in the “Voting Rights Electronic Exercise Platform” for institutional investors operated by ICJ Inc.

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If any revision is made with regard to the matters stated in the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, we will post the revision on our website (<http://www.meiji.com/>).

## Guide to Exercising Voting Rights via the Internet

Please read carefully the following matters before you exercise your voting rights via the Internet.

### Details

#### 1. Website for exercising voting rights

(1) To exercise your voting rights via the Internet, please access the website designated by the Company (<http://www.evotep.jp/>) via a PC, a smartphone or a mobile phone (i-mode, EZweb or Yahoo! Keitai)\*. Only by accessing this website, you can exercise your voting rights via the Internet. (Please be advised that the website is not operational from 2:00 a.m. to 5:00 a.m. in Japan Standard Time every day.)

\* i-mode, EZweb and Yahoo! are trademarks or registered trademarks of NTT DOCOMO, INC., KDDI CORPORATION and Yahoo! Inc. U.S., respectively.

(2) Please be aware that, depending on your Internet connection environment, you may not be able to use your PC or smartphone to exercise your voting rights via the website for exercising voting rights (e.g., if you connect to the Internet via a firewall, have anti-virus software installed or use a proxy server, etc.).

(3) To exercise your voting rights via a mobile phone, please use one of the following services: i-mode, EZweb or Yahoo! Keitai. For security reasons, the website is only compatible with mobile phones capable of SSL (encrypted) communication and transmission of mobile phone information.

#### 2. Exercising your voting rights via the Internet

(1) On the website for exercising voting rights (<http://www.evotep.jp/>), you will be required to input the log-in ID and the temporary password. These are shown on the enclosed Voting Form. Please follow the instructions on the display and indicate your approval or disapproval for each of the proposals.

(2) Please be aware that, in order to prevent illegal online access (spoofing) and alteration of voting by non-shareholders, you will be requested to change your temporary password on the website for exercising voting rights.

#### 3. Fees incurred when accessing the website for exercising voting rights

Any fees (such as Internet connection charge) incurred when accessing the website for exercising voting rights shall be borne by shareholders. Similarly, if voting via a mobile phone, etc., any packet communication charges or other fees arising from the use of a mobile phone, etc. shall be borne by shareholders.

#### 4. For inquiries about the system for exercising voting rights via the Internet and other matters, please contact:

Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027 (9:00 a.m. to 9:00 p.m.; toll free in Japan only)

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Issues

#### Proposal 1: Partial Amendments to the Articles of Incorporation

##### 1. Reasons for amendments

- (1) In line with the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014), which was enforced on May 1, 2015, the scope of persons with whom it is possible to enter into a contract for limitation of liability for damage under Article 423, Paragraph 1 of the Companies Act (hereinafter a “Limited Liability Contract”) has been changed. Accordingly, the Company proposes to amend Article 29, Paragraph 2 and Article 38, Paragraph 2 of the Company’s current Articles of Incorporation, to newly enable it to enter into Limited Liability Contracts with Members of the Board who do not execute business and Audit & Supervisory Board Members other than Outside Audit & Supervisory Board Members. The agreement of all Audit & Supervisory Board Members has been obtained regarding the amendment to Article 29, Paragraph 2 of the current Articles of Incorporation.
- (2) Other than the above, the Company proposes to amend the English trade name of the Company.

##### 2. Details of proposed amendments

Details of proposed amendments are as described in the “comparison table of current Articles of Incorporation and proposed amendments” below.

#### Comparison Table of Current Articles of Incorporation and Proposed Amendments

(Underlined portions indicate the parts that are to be amended.)

Current Articles of Incorporation	Proposed Amendments
<p><b>CHAPTER 1. GENERAL PROVISIONS</b></p> <p>Article 1. (Trade Name)</p> <p style="padding-left: 40px;">The name of the Company shall be Meiji Holdings Kabushiki Kaisha, which shall be written as <u>MEIJI</u> Holdings Co., Ltd. in English.</p> <p><b>CHAPTER 4. MEMBERS OF THE BOARD AND BOARD OF DIRECTORS</b></p> <p>Article 29. (Exemption of Members of the Board from Liability)</p> <p style="padding-left: 40px;">1. Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt the Members of the Board (including the former Members of the Board) from liability for damage provided for in Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws and regulations.</p>	<p><b>CHAPTER 1. GENERAL PROVISIONS</b></p> <p>Article 1. (Trade Name)</p> <p style="padding-left: 40px;">The name of the Company shall be Meiji Holdings Kabushiki Kaisha, which shall be written as <u>Meiji</u> Holdings Co., Ltd. in English.</p> <p><b>CHAPTER 4. MEMBERS OF THE BOARD AND BOARD OF DIRECTORS</b></p> <p>Article 29. (Exemption of Members of the Board from Liability)</p> <p style="padding-left: 40px;">1. (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract for limitation of liability for damage with any <u>Outside Members of the Board</u> as provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damage under such contract shall be as stipulated by laws and regulations.</p> <p><b>CHAPTER 5. AUDIT &amp; SUPERVISORY BOARD MEMBERS AND AUDIT &amp; SUPERVISORY BOARD</b></p> <p>Article 38. (Exemption of Audit &amp; Supervisory Board Members from Liability)</p> <p>1. Pursuant to Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt the Audit &amp; Supervisory Board Members (including the former Audit &amp; Supervisory Board Members) from liability for damage provided for in Article 423, Paragraph 1 of the Companies Act to the extent permitted by laws and regulations.</p> <p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract for limitation of liability for damage with any <u>Outside Audit &amp; Supervisory Board Members</u> as provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damage under such contract shall be as stipulated by laws and regulations.</p>	<p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract for limitation of liability for damage with any <u>Members of the Board (excluding Members of the Board with executive authority over operations, etc.)</u> as provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damage under such contract shall be as stipulated by laws and regulations.</p> <p><b>CHAPTER 5. AUDIT &amp; SUPERVISORY BOARD MEMBERS AND AUDIT &amp; SUPERVISORY BOARD</b></p> <p>Article 38. (Exemption of Audit &amp; Supervisory Board Members from Liability)</p> <p>1. (Unchanged)</p> <p>2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company may enter into a contract for limitation of liability for damage with any <u>Audit &amp; Supervisory Board Members</u> as provided for in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damage under such contract shall be as stipulated by laws and regulations.</p>

(Note) If this proposal is approved, the Company will enter into respective Limited Liability Contracts with Audit & Supervisory Board Members Hideaki Sato and Hiroshi Tago. The maximum amount of the liability for damage under such contracts shall be as stipulated by laws and regulations.

**Proposal 2: Election of Eleven (11) Members of the Board**

The terms of office of all ten (10) Members of the Board will expire at the conclusion of this meeting. Accordingly, we propose to elect eleven (11) Members of the Board.

The candidates for Members of the Board are as follows:

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company [Significant concurrent positions]	Number of the Company's shares held
1	Shigetaro Asano (September 17, 1943)	April 1966 Joined Meiji Dairies June 1995 Director, Meiji Dairies June 1999 Senior Managing Director, Meiji Dairies June 2001 Representative Director, Meiji Dairies June 2001 Executive Vice President and Director, Meiji Dairies April 2003 President and Director, Meiji Dairies April 2009 Member of the Board, the Company (incumbent) April 2009 Representative Director, the Company (incumbent) April 2009 Executive Vice President, the Company June 2009 Director, Meiji Dairies June 2009 President, Meiji Dairies April 2011 Member of the Board, Meiji April 2011 Representative Director, Meiji April 2011 President, Meiji June 2012 Member of the Board, Meiji Seika Pharma (incumbent) June 2012 President, the Company June 2014 Chairman, the Company (incumbent) [Member of the Board, Meiji Seika Pharma] [President, Japan Packaging Institute] [President, Japan Dairy Association (J-Milk)] [Chairman, The Japan Containers and Packaging Recycling Association]	30,778
2	Masahiko Matsuo (August 7, 1946)	April 1969 Joined Meiji Seika June 2001 Executive Officer, Meiji Seika June 2002 Director, Meiji Seika June 2003 Managing Executive Officer, Meiji Seika June 2007 Senior Managing Executive Officer, Meiji Seika April 2009 Member of the Board, the Company (incumbent) April 2011 Member of the Board, Meiji Seika Pharma (incumbent) April 2011 Representative Director, Meiji Seika Pharma April 2011 President, Meiji Seika Pharma June 2014 Member of the Board, Meiji (incumbent) June 2014 Representative Director, the Company (incumbent) June 2014 President, the Company (incumbent) [Member of the Board, Meiji Seika Pharma] [Member of the Board, Meiji]	9,847
3	Takashi Hirahara (May 16, 1950)	April 1974 Joined Meiji Dairies June 2007 Director, Meiji Dairies April 2009 Executive Officer, the Company April 2009 General Manager, Financial & Accounting Dept., the Company (incumbent) June 2009 Executive Officer, Meiji Dairies April 2011 Managing Executive Officer, the Company (incumbent) June 2011 Member of the Board, the Company (incumbent)	10,685

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company [Significant concurrent positions]	Number of the Company's shares held
4	Michiro Saza (August 19, 1953)	June 1978 Joined Meiji Seika June 2008 Executive Officer, Meiji Seika April 2009 Executive Officer, the Company April 2009 General Manager, Corporate Development Dept., the Company (incumbent) June 2012 Member of the Board, the Company (incumbent) June 2013 Managing Executive Officer, the Company (incumbent)	4,696
5	Koichiro Shiozaki (August 22, 1954)	April 1978 Joined Meiji Dairies April 2011 Executive Officer, Meiji (incumbent) April 2015 General Manager, Administration Dept., Administration Div. and General Manager, Operating Innovation Dept., Administration Div., Meiji (incumbent)	3,402
6	Jun Furuta (August 17, 1957)	April 1981 Joined Meiji Seika June 2013 Executive Officer, Meiji June 2014 Member of the Board, the Company (incumbent) June 2014 Executive Officer, the Company (incumbent) June 2014 General Manager, PR & IR Dept., the Company (incumbent)	963
7	Shuichi Iwashita (January 12, 1955)	April 1977 Joined Meiji Dairies June 2014 Member of the Board, the Company (incumbent) June 2014 Executive Officer, the Company (incumbent) June 2014 General Manager, HR & General Affairs Dept., the Company (incumbent)	3,991
8	Kazuo Kawamura (August 25, 1953)	April 1976 Joined Meiji Dairies June 2007 Director, Meiji Dairies June 2009 Executive Officer, Meiji Dairies June 2010 Director, Meiji Dairies June 2010 Managing Executive Officer, Meiji Dairies April 2011 Member of the Board, Meiji (incumbent) April 2011 Senior Managing Executive Officer, Meiji June 2012 Representative Director, Meiji (incumbent) June 2012 President, Meiji (incumbent) June 2012 Member of the Board, the Company (incumbent) [President and Representative Director, Meiji] [Chairman, Japan Dairy Industry Association] [Chairman, All Nippon Kashi Association]	11,047
9	Daikichiro Kobayashi (August 21, 1954)	April 1979 Joined Meiji Seika June 2010 Executive Officer, Meiji Seika April 2011 Executive Officer, Meiji Seika Pharma June 2013 Member of the Board, Meiji Seika Pharma (incumbent) June 2013 Managing Executive Officer, Meiji Seika Pharma June 2014 Representative Director, Meiji Seika Pharma (incumbent) June 2014 President, Meiji Seika Pharma (incumbent) June 2014 Member of the Board, the Company (incumbent) [President and Representative Director, Meiji Seika Pharma]	1,792
10	Hidetoshi Yajima (January 25, 1935)	December 1959 Joined Nihon Aeroplane Manufacturing Company June 1977 Joined Shimadzu Corporation June 1990 Director, Shimadzu Corporation June 1994 Managing Director, Shimadzu Corporation June 1996 Senior Managing Director, Shimadzu Corporation June 1998 President and Representative Director, Shimadzu Corporation June 2003 Chairman and Representative Director, Shimadzu Corporation June 2006 Outside Member of the Board, Meiji Seika April 2009 Outside Member of the Board, the Company (incumbent) [Outside Director, Tsubakimoto Chain Co.]	5,639

No.	Name (Date of birth)	Career summary and positions and areas of responsibility in the Company [Significant concurrent positions]	Number of the Company's shares held
11	Yoko Sanuki (April 3, 1949)	April 1981 Registered as Attorney at Law (Daini Tokyo Bar Association) November 2001 Opened NS Law Office (incumbent) June 2007 Outside Auditor, Meiji Dairies April 2009 Outside Member of the Board, the Company (incumbent) [Attorney at Law] [Outside Director, Resona Holdings, Inc.]	774

- Notes:
1. There are no special interests between each candidate and the Company.
  2. Hidetoshi Yajima and Yoko Sanuki are candidates for Outside Members of the Board pursuant to Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
  3. The name of Yoko Sanuki in the family register is Yoko Itazawa.
  4. Hidetoshi Yajima has had a long career and has extensive knowledge as a manger. We propose his election as an Outside Member of the Board so that he can advise the Company's management from a broad perspective.
  5. Yoko Sanuki has had a long career as a lawyer and has extensive expertise in corporate legal affairs. We propose her election as an Outside Member of the Board so that she can advise the Company's management from a sophisticated and professional perspective. While she has not been involved in corporate management in the past, except as an Outside Member of the Board or an Outside Audit & Supervisory Board Member, we have concluded that she will be able to perform her duties appropriately as an Outside Member of the Board for the reasons mentioned above.
  6. In March 2011, it was revealed that multiple plants of Mitsubishi Motors Corporation, at which Hidetoshi Yajima served as an Outside Director, had been using facilities without filing the notifications required under environmental laws and regulations, and the company submitted reports, including measures to prevent recurrence, to the Ministry of the Environment and others. Yajima was not aware of the facts, because the events occurred before he took office as an Outside Director of the company. He routinely drew attention to issues from the perspective of legal compliance at meetings of the Board of Directors of the company. Subsequent to the revelation of the facts, he performed his duties, including issuing instructions to conduct a thorough investigation and prevent recurrence of similar incidents.
  7. In September 2012, it was revealed that equipment using insulating oil that contains or may contain polychlorinated biphenyls (PCBs) was improperly disposed of at multiple locations of Mitsubishi Motors Corporation, at which Hidetoshi Yajima served as an Outside Director. Yajima was not aware of the facts. He routinely drew attention to issues from the perspective of legal compliance at meetings of the Board of Directors of the company. Subsequent to the revelation of the facts, he performed his duties, including issuing instructions to conduct a thorough investigation and prevent recurrence of similar incidents.
  8. Hidetoshi Yajima and Yoko Sanuki are currently Outside Members of the Board of the Company. Their terms of office as an Outside Member of the Board will be six years and three months, respectively, as of the conclusion of this meeting. The Company has notified the Tokyo Stock Exchange that Hidetoshi Yajima and Yoko Sanuki are Independent Officers as provided for in the regulations of the Tokyo Stock Exchange.
  9. The Company has concluded Limited Liability Contracts with Hidetoshi Yajima and Yoko Sanuki. Under the said contracts, liability is limited to the amount set by laws and regulations.
  10. Even in case Proposal 1 and this Proposal are approved, the Company does not plan to conclude Limited Liability Contracts with Kazuo Kawamura and Daikichiro Kobayashi, who will become Members of the Board who do not execute business.
  11. Shigetaro Asano will retire from office as President of the Japan Dairy Association (J-Milk) as of June 18, 2015 and as Chairman of the Japan Containers and Packaging Recycling Association as of June 29, 2015, due to the expiration of his respective terms of office.
  12. Koichiro Shiozaki will retire from office as Executive Officer of Meiji Co., Ltd. at the expiration of his term of office, as of June 25, 2015.

**Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member**

In order to prepare for the case when the number of Audit & Supervisory Board Members stipulated by laws and regulations might be insufficient, we propose to elect one (1) substitute Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary [Significant concurrent positions]		Number of the Company's shares held	
Makoto Imamura (December 13, 1961)	April	1988	Registered as Attorney at Law (Daini Tokyo Bar Association)	—
	April	1988	Joined Mori Sogo Law Offices	
	February	1996	Registered as Attorney at Law in the State of New York, the United States	
	December	1998	Joined Miyakezaka Sogo Law Offices (incumbent)	
	June	2013	Substitute Audit & Supervisory Board Member, the Company (incumbent)	
	[Attorney at Law]			

- Notes:
1. There are no special interests between the candidate and the Company.
  2. Makoto Imamura is a candidate for Outside Audit & Supervisory Board Member pursuant to Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act.
  3. Because Makoto Imamura has had a long career as a lawyer and extensive expertise in corporate legal affairs, we propose his election as a substitute for Outside Audit & Supervisory Board Member. While he has not been involved in corporate management in the past, except as an Outside Director or an Outside Audit & Supervisory Board Member, we have concluded that he will be able to perform his duties appropriately as an Outside Audit & Supervisory Board Member for the reasons mentioned above.
  4. In case Makoto Imamura takes office as an Audit & Supervisory Board Member, the Company plans to conclude a Limited Liability Contract. Under the said contract, liability is limited to the amount set by laws and regulations.