

Note: This document is a partial translation of the Notice of the 7th 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 6, 2016

Dear Shareholders,

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

Notice of the 7th Ordinary General Meeting of Shareholders

We express our heartfelt sympathy to those suffered from the 2016 Kumamoto Earthquake and wish for the earliest possible recovery and restoration of the areas affected.

You are cordially invited to attend the 7th 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 Tuesday, June 28, 2016.

Details

1. Date and Time: Wednesday, June 29, 2016, 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

Considering the fair treatment of shareholders who come to the venue of the Ordinary General Meeting of Shareholders and those for whom it is difficult to come to the venue of the meeting, we have decided not to provide souvenirs to shareholders who come to the venue of the meeting. We would ask for your kind understanding of this decision.

3. Purpose of the Meeting
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 7th Fiscal Year (from April 1, 2015 to March 31, 2016), 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 7th Fiscal Year (from April 1, 2015 to March 31, 2016)

Matters to be resolved:

- Proposal 1: Election of Eleven (11) Members of the Board
- Proposal 2: 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 Tuesday, June 28, 2016.
- (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 Tuesday, June 28, 2016.
- (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.

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 Transport Layer Security (TLS) 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: Election of Eleven (11) Members of the Board

The terms of office of all eleven (11) 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	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] [Chairman, Japan Foods & Biotechnology Intellectual Property Rights Center]	21,044
[Reason for nomination as candidate for Member of the Board] Masahiko Matsuo has experience and achievements in various areas of Meiji Group (the "Group"), including overseas business planning, production, sales, and corporate development, and has been responsible for promoting global business development, while being involved in business management. He assumed the position of Company President of the pharmaceuticals business of Meiji Seika in 2007, the position of President and Representative Director of Meiji Seika Pharma in 2011, and the position of President and Representative Director of the Company in 2014, handling the management of the Group. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience and achievements.			
2	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 June 2009 Executive Officer, Meiji Dairies April 2011 Managing Executive Officer, the Company June 2011 Member of the Board, the Company (incumbent) June 2015 Senior Managing Executive Officer, the Company (incumbent) June 2015 Senior Managing Executive Officer (Financial & Accounting Dept. and HR & General Affairs Dept.), the Company (incumbent)	22,324
[Reason for nomination as candidate for Member of the Board] Takashi Hirahara has experience and achievements in various areas of the Group, including finance, accounting, budget control, and general affairs. He assumed the position of Executive Officer, Financial & Accounting Department of the Company in 2009, the position of Member of the Board of the Company in 2011, and the position of Senior Managing Executive Officer of the Company in 2015, handling corporate management as chief financial officer of the Group. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience and achievements.			

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
3	Michiro Saza (August 19, 1953)	June 1978 Joined Meiji Seika	9,924
		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)			
[Reason for nomination as candidate for Member of the Board] Michiro Saza has experience and achievements in various areas of the Group, including corporate development and information systems. He assumed the position of Executive Officer, Corporate Development Department of the Company in 2009, the position of Member of the Board of the Company in 2012, and the position of Managing Executive Officer of the Company in 2013, being responsible for planning and promoting management strategies of the Group. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience and achievements.			
4	Koichiro Shiozaki (August 22, 1954)	April 1978 Joined Meiji Dairies	7,261
		April 2011 Executive Officer, Meiji	
June 2015 Member of the Board, the Company (incumbent)			
June 2015 Executive Officer, the Company (incumbent)			
June 2015 General Manager, Financial & Accounting Dept., the Company (incumbent)			
[Reason for nomination as candidate for Member of the Board] Koichiro Shiozaki has experience and achievements in various areas of the Group, including accounting, budget control, and general affairs. He assumed the position of Executive Officer, Administration Department of Meiji in 2011 and the position of Member of the Board and Executive Officer, Financial & Accounting Department of the Company in 2015. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience.			
5	Jun Furuta (August 17, 1957)	April 1981 Joined Meiji Seika	2,294
		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)			
[Reason for nomination as candidate for Member of the Board] Jun Furuta has experience and achievements in various areas of the Group, including corporate development, accounting, PR, and as accounting manager of U.S. subsidiaries. He assumed the position of Executive Officer, PR Department of Meiji in 2013 and the position of Member of the Board, Executive Officer, PR & IR Department of the Company in 2014. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience.			
6	Shuichi Iwashita (January 12, 1955)	April 1977 Joined Meiji Dairies	8,935
		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)			
[Reason for nomination as candidate for Member of the Board] Shuichi Iwashita has experience and achievements in various areas of the Group, including HR, legal affairs, and general affairs. He assumed the position of Member of the Board, Executive Officer, HR & General Affairs Department of the Company in 2014. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience.			

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
7	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]	23,442
		[Reason for nomination as candidate for Member of the Board] Kazuo Kawamura has experience and achievements in various areas of the Group, including corporate development, sales and PR. He assumed the position of Executive Officer, Nutritionals Sales Division of Meiji Dairies in 2009, the position of Director and Managing Executive Officer of Meiji Dairies in 2010, the position of Member of the Board and Senior Managing Executive Officer of Meiji in 2011, and the position of President and Representative Director of Meiji in 2012, handling corporate management as President of the food business company. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience and achievements.	
8	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]	4,678
		[Reason for nomination as candidate for Member of the Board] Daikichiro Kobayashi has achievements at the Group, including sales strategy, distribution policy, and pharmaceuticals information management. He assumed the position of Executive Officer, Marketing Planning Strategy Department of Meiji Seika in 2010, the position of Executive Officer of Meiji Seika Pharma in 2011, the position of Member of the Board and Managing Executive Officer of Meiji Seika Pharma in 2013, and the position of President and Representative Director of Meiji Seika Pharma in 2014, handling corporate management as President of the pharmaceuticals business company. We expect him to contribute to the sustainable growth and medium- and long-term improvement of the corporate value of the Group based on his extensive experience and achievements.	
9	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.]	1,795
		[Reason for nomination as candidate for Outside Member of the Board] 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 Group's management from a sophisticated and professional perspective, and appropriately supervise the execution of its business operations. 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.	

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
10	Tomochika Iwashita (November 14, 1946)	<p>July 1969 Joined The Tokio Marine & Fire Insurance Co., Ltd.</p> <p>June 1998 Director, The Tokio Marine & Fire Insurance Co., Ltd.</p> <p>April 2000 Managing Director, The Tokio Marine & Fire Insurance Co., Ltd.</p> <p>September 2000 Senior Managing Executive Officer, The Nippon Credit Bank, Ltd.</p> <p>December 2000 Senior Managing Director, The Nippon Credit Bank, Ltd.</p> <p>June 2002 Managing Director, The Tokio Marine & Fire Insurance Co., Ltd.</p> <p>June 2003 Senior Managing Director, The Tokio Marine & Fire Insurance Co., Ltd.</p> <p>October 2004 Senior Managing Director, Tokio Marine & Nichido Fire Insurance Co., Ltd.</p> <p>June 2005 Executive Vice President, Tokio Marine & Nichido Fire Insurance Co., Ltd.</p> <p>June 2006 President, Tokio Marine & Nichido Life Insurance Co., Ltd.</p> <p>June 2011 Outside Corporate Auditor, Honda Motor Co., Ltd. [Director (External), DCM Holdings Co., Ltd.]</p>	—
<p>[Reason for nomination as candidate for Outside Member of the Board]</p> <p>Tomochika Iwashita served as Executive Vice President of Tokio Marine & Nichido Fire Insurance Co., Ltd. and as President of Tokio Marine & Nichido Life Insurance Co., Ltd., and has had a long career and extensive knowledge as a corporate manager. We propose his election as an Outside Member of the Board, so that he can advise the Group's management from a broad perspective and appropriately supervise the execution of its business operations.</p>			
11	Tohru Murayama (June 11, 1954)	<p>April 1980 Joined Andersen Consulting (currently Accenture Japan Ltd)</p> <p>April 2003 Representative Director and President, Accenture Japan Ltd</p> <p>April 2006 Director and Vice Chairman, Accenture Japan Ltd</p> <p>September 2007 Director and Chairman, Accenture Japan Ltd [External Director, FAST RETAILING CO., LTD.]</p>	—
<p>[Reason for nomination as candidate for Outside Member of the Board]</p> <p>Tohru Murayama served as Representative Director and President, and Director and Chairman of Accenture Japan Ltd, a management consulting firm headquartered in the U.S., and has been involved in management strategies of various global companies. We propose his election as an Outside Member of the Board, so that he can advise the Group's management from a global perspective and appropriately supervise the execution of its business operations.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Yoko Sanuki, Tomochika Iwashita, and Tohru Murayama 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. Yoko Sanuki is currently an Outside Member of the Board of the Company. Her term of office as an Outside Member of the Board will be seven years and three months as of the conclusion of this meeting.
 5. The Company has notified the Tokyo Stock Exchange that Yoko Sanuki is an Independent Officer as provided for in the regulations of the Tokyo Stock Exchange.
 6. The Company plans to notify the Tokyo Stock Exchange that Tomochika Iwashita and Tohru Murayama are Independent Officers as provided for in the regulations of the Tokyo Stock Exchange.
 7. The Company has concluded a contract which limits liability with Yoko Sanuki, as provided for in Article 423, Paragraph 1 of the Companies Act. Under the contract, liability is limited to the amount set by laws and regulations.
 8. The Company plans to conclude contracts which limit liability with Tomochika Iwashita and Tohru Murayama, respectively, as provided for in Article 423, Paragraph 1 of the Companies Act. Under the contracts, liability is limited to the amount set by laws and regulations.
 9. Michiro Saza will assume the position of Member of the Board of Meiji Seika Pharma Co., Ltd. as of June 28, 2016.

Proposal 2: 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	
	June 2013	Substitute Audit & Supervisory Board Member, the Company (incumbent)	
	January 2016	Opened Kasumimon Sogo Law Offices (incumbent) [Attorney at Law]	

- Notes:
1. There are no special interests between Makoto Imamura 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 contract which limits liability with him as provided for in Article 423, Paragraph 1 of the Companies Act. Under the contract, liability is limited to the amount set by laws and regulations.

Criteria for Independence

The Company has established Criteria for Independence of Outside Members of the Board and Outside Audit & Supervisory Board Members (Criteria for Independence) as follows.

Details

When an Outside Member of the Board and an Outside Audit & Supervisory Board Member are independent, such Member shall not fall under any of the following categories.

1. A person who executes business of the Company or its subsidiary
2. A person who executes business of the Company's parent company or a fellow subsidiary
3. A party which has material business transactions with the Company or a person who executes business transactions of that party, or a major business partner of the Company, or a person who executes business transactions of that business partner
4. A consultant, an accounting expert, or a legal expert who receives a considerable amount of cash or other assets other than compensation as a Member of the Board or an Audit & Supervisory Board Member from the Company (when a party who receives such assets is an organization, such as a corporation or an association, this shall refer to a person who is associated with such organization)
5. A person who fell under category 1 above during the ten-year period prior to assuming the position
6. A person who fell under category 2, 3, or 4 above during the one-year period prior to assuming the position
7. A relative within the second degree of kinship of a person (excluding a person who does not have an important management position) who currently falls or fell under category 1, 2, 3, or 4 above during the one-year period prior to assuming the position

- (Notes)
1. "A party which has material business transactions with the Company" is one that received payment from the Company during the latest fiscal year equivalent to 2% or more of the party's annual consolidated net sales or 100 million yen, whichever is greater.
 2. "A major business partner of the Company" is one that made payment to the Company during the latest fiscal year equivalent to 2% or more of the Company's annual consolidated net sales.
 3. "A consultant, an accounting expert, or a legal expert who receives a considerable amount of cash or other assets other than compensation as a Member of the Board or an Audit & Supervisory Board Member from the Company" is the one who received cash or assets from the Company during the latest fiscal year other than compensation as a Member of the Board or an Audit & Supervisory Board Member, equivalent to 2% or more of his/her consolidated net sales or 10 million yen, whichever is greater.