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> Stock code: 4343 April 25, 2019

AEON Fantasy Co., Ltd.

1-5-1, Nakase, Mihama-ku, Chiba-shi, Chiba President and Representative Director: Nobuyuki Fujiwara

To the Shareholders of AEON Fantasy Co., Ltd.:

Notice of the 23rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 23rd Ordinary General Meeting of Shareholders of AEON Fantasy Co., Ltd. (the "Company"), to be held as described below:

For those who will be attending the meeting in person, we request that you submit the enclosed Form for Exercising Voting Rights to a receptionist at the meeting venue. Those who are unable to attend may vote in writing. Please indicate your approval or disapproval for the agenda items on the enclosed Form for Exercising Voting Rights and return the form to the Company so that it arrives no later than 6:00 p.m. on Monday, May 20, 2019, after reviewing the enclosed Reference Documents for the General Meeting of Shareholders.

- **1. Date and Time**: Tuesday, May 21, 2019; 10:00 a.m.
- Banquet Hall "Iris," 3rd floor, Tokyo Bay Ariake Washington Hotel 2. Place:

3-7-11, Ariake, Koto-ku, Tokyo (Reception will open at 9:00 a.m.)

- 3. Objectives of Meeting
 - Matters to be reported: 1. Business Report and Consolidated Financial Statements for the

23rd fiscal year (from March 1, 2018 to February 28, 2019) and Reports of Audit on the Consolidated Financial Statements by

Financial Auditor and Audit & Supervisory Board

2. Nonconsolidated Financial Statements for the 23rd fiscal year (from March 1, 2018 to February 28, 2019)

Matters to be resolved:

Agenda Item 1: Election of ten (10) Directors

Agenda Item 2: Election of two (2) Audit & Supervisory Board Members

Reference Documents for the General Meeting of Shareholders

Agenda Item 1: Election of ten (10) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect ten (10) Directors.

The candidates for Directors are as follows:

1. Nobuyuki Fujiwara

Date of birth	Aug. 20, 1968	Number of the Company's shares owned: 4,100 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	May 2004 Jan. 2012 Jan. 2013 Jan. 2014 Sep. 2015 May 2017 May 2018	Joined the Company Director and Senior General Manager, AEON Fantasy (Beijing) Co., Ltd. (currently known as AEON Fantasy (China) Co., Ltd.) President and Senior General Manager, AEON Fantasy (Beijing) Co., Ltd. President, AEON Fantasy (China) Co., Ltd. Chief of China Business, the Company Director, the Company President and Representative Director, the Company (present post)
Reasons for selection as a candidate for Director Conflicts of interest	growth strateg abundant expe improving cor	iwara has been involved in the area of overseas business for many years, and has promoted efforts to realize gies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his erience and knowledge gained up until now to realize the growth strategies, and further contribute to prorate value. Sinterest exists between the Company and Nobuyuki Fujiwara.

2. Satoru Nitta

Date of birth	Jan. 5, 1959	Number of the Company's shares owned: 3,400 shares	
Career summary,	Mar. 1981	Joined Hokuriku Jusco Co., Ltd. (currently known as AEON CO., LTD.)	
position and areas of responsibility in the	May 2010	General Manager of Accounting Support Operation Department, AEON Integrated Business Service Co., Ltd.	
Company, and significant	May 2011	Senior General Manager of Financial Affairs Department, the Company	
concurrent positions	Apr. 2012 Senior General Manager of Financial Affairs & Administrative Department, the Company		
outside the Company	May 2012	Director, the Company	
	May 2013	Managing Director in charge of Management Control and Officer of Risk Management, the Company	
	Mar. 2017	General Auditor, AEON Fantasy (China) Co., Ltd. (present post)	
	Apr. 2017	Director, AEON FANTASY GROUP PHILIPPINES, INC. (present post)	
	Apr. 2017	General Auditor, PT. AEON FANTASY INDONESIA (present post)	
	Jul. 2017 General Auditor, AEON FANTASY VIETNAM CO., LTD. (present post)		
	Jun. 2018	Managing Director in charge of Global Management Control and Officer of Risk Management,	
		the Company (present post)	
		(Significant concurrent positions)	
		General Auditor, AEON Fantasy (China) Co., Ltd.	
		Director, AEON FANTASY GROUP PHILIPPINES, INC.	
		General Auditor, PT. AEON FANTASY INDONESIA	
		General Auditor, AEON FANTASY VIETNAM CO., LTD.	
Reasons for selection	Satoru Nitta	has been involved in the areas of finance, bookkeeping, and accounting for many years, and currently he is	
as a candidate for	executing operations in such areas as finance and accounting, internal control, and risk management. The Company		
Director	1 1	as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge	
	gained up un	til now to realize strategies for financial growth and further contribute to improving corporate value.	
Conflicts of interest	No conflict o	f interest exists between the Company and Satoru Nitta.	

3. Tokuya Fujiwara

Date of birth	Jun. 5, 1970	Number of the Company's shares owned: 1,500 shares		
Career summary,	Mar. 2000	Joined the Company		
position and areas of responsibility in the	Mar. 2008	Chief Manager of Machines Group, Merchandising Department, the Company		
Company, and	Mar. 2009	Chief Manager of Medal Games Group, Merchandising Department, the Company		
significant	Dec. 2010	Acting Senior General Manager of Merchandising Department, the Company		
concurrent positions	Sep. 2011	Senior General Manager of Merchandising Department, the Company		
outside the Company	Mar. 2013	Senior General Manager of Merchandising Development Department, the Company		
	May 2013	Director, the Company		
	Mar. 2017	In charge of Global Merchandising and New Business Control, the Company (present post)		
	May 2017	Managing Director, the Company (present post)		
Reasons for selection as a candidate for Director	Tokuya Fujiwara has been involved in the area of merchandising for many years, and has promoted efforts to realize merchandising strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth and further contribute to improving corporate value.			
Conflicts of interest	No conflict of	No conflict of interest exists between the Company and Tokuya Fujiwara.		

4. Yoshihiro Tamura

Date of birth	May 5, 1968	Number of the Company's shares owned: 5,800 shares	
Career summary,	Dec. 1993	Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)	
position and areas of	Mar. 2008	Chief Manager of Keihin (Prize) Group, Merchandising Department, the Company	
responsibility in the	Mar. 2009	Chief Manager of Prize Group, Merchandising Department, the Company	
Company, and			
significant	Feb. 2011	Senior General Manager of West Japan Business Department, the Company	
concurrent positions	Apr. 2012	Senior General Manager of West Japan Store Operations Department, the Company	
outside the Company	May 2012	Director, the Company (present post)	
	Dec. 2013	Senior General Manager of West Japan Store Operations and New Business Development Department, the Company	
	May 2014	In charge of Store Operations Control, and Senior General Manager of New Business Development Department, the Company	
	Sep. 2014	In charge of Store Operations Control, the Company	
	May 2015	Senior General Manager of West Japan Store Operations Department, the Company	
	Sep. 2015	Senior General Manager of Sales Planning Department, the Company	
	May 2016	In charge of Store Operations Control, the Company	
	May 2017	Senior General Manager of Business Development Department, the Company (present post)	
	Yoshihiro Tai	nura has been involved in the areas such as merchandising and store operations for many years. Currently as	
Reasons for selection	Senior General Manager of Business Development Department, he has been promoting efforts to realize growth		
as a candidate for	strategies. Th	e Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant	
Director	experience an	d knowledge gained up until now to realize strategies for business growth and further contribute to	
	improving co		
Conflicts of interest	No conflict of interest exists between the Company and Yoshihiro Tamura.		

5. Shigeru Kajita

Date of birth	Oct. 25, 1958	Number of the Company's shares owned: 1,000 shares
Career summary,	Nov. 1981	Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)
position and areas of responsibility in the	Mar. 2007	Senior General Manager of Administration Department, Talbots Japan Co., Ltd.
Company, and	Mar. 2008	Executive Officer, Talbots China Co., Ltd.
significant	May 2009	Chief Manager of Personnel Group, the Company
concurrent positions outside the Company	Apr. 2012	Senior General Manager of Personnel & General Affairs Department, and Officer of Risk Management, the Company
	May 2013	Director, the Company (present post)
	May 2013	Senior General Manager of Global Business Development Department, the Company
	Sep. 2014	Chief of ASEAN Business, the Company
	Mar. 2016	Senior General Manager of West Japan Store Operations Department, the Company
	May 2017	In charge of Store Operations Control, the Company (present post)
Reasons for selection as a candidate for Director	Shigeru Kajita has been involved in the areas of personnel and general affairs, and overseas business for many years, and currently while in charge of business in Japan, he has been promoting efforts to realize growth strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth and further contribute to improving corporate value.	
Conflicts of interest	No conflict of	interest exists between the Company and Shigeru Kajita.

6. Wataru Koiwa

Date of birth	Mar. 7, 1977 Number of the Company's shares owned: – shares		
Career summary,	Mar. 2003	Joined the Company	
position and areas of	Feb. 2012	General Manager of Store Format Development Group, the Company	
responsibility in the Company, and	May 2013	Acting Senior General Manager of Global Business Development Department, the Company	
significant	Aug. 2014	Acting Senior General Manager of New Business Development Department, the Company	
concurrent positions	Mar. 2016 Chief of ASEAN Business and Senior General Manager of Indoor Playground Business, the Com-		
outside the Company			
	Apr. 2016	Director, AEON Fantasy (Thailand) Co., Ltd. (present post)	
	Apr. 2016	Director, PT. AEON FANTASY INDONESIA (present post)	
	Apr. 2016	Director, AEON FANTASY GROUP PHILIPPINES, INC. (present post)	
	Jun. 2016	Director and Chairman, AEON FANTASY (MALAYSIA) SDN. BHD. (present post)	
	May 2017	Director, the Company (present post)	
	Mar. 2019	Senior General Manager of Overseas Business Department and Senior General Manager of Indoor	
		Playground Business, the Company (present post)	
		(Significant concurrent positions)	
		Director and Chairman, AEON FANTASY (MALAYSIA) SDN. BHD.	
		Director, AEON Fantasy (Thailand) Co., Ltd.	
		Director, PT. AEON FANTASY INDONESIA	
		Director, AEON FANTASY GROUP PHILIPPINES, INC.	
	Wataru Koiv	wa has been involved in the area of business development for many years, and has promoted efforts to realize	
Reasons for selection	growth strat	egies. Currently he serves as the chief of the overseas business and is executing operations related to the	
as a candidate for	Indoor Plays	ground Business in Japan and overseas. The Company proposes him as a candidate for reelection as Director	
Director	as it deems l	ne will apply his abundant experience and knowledge gained up until now to realize strategies for business	
	growth and	further contribute to improving corporate value.	
Conflicts of interest	No conflict	of interest exists between the Company and Wataru Koiwa.	

7. Yoshinori Iseki

New election

Date of birth	Jul. 8, 1967	Number of the Company's shares owned: - shares	
Career summary,	Apr. 1990	Joined The Daiei, Inc.	
position and areas of	Apr. 1995	Joined The Daiei Leisure Land, Inc. (currently known as the Company)	
responsibility in the	Sep. 2006	General Manager of Business Management Department, Fun Field Co., Ltd. (currently known as the	
Company, and	Бер. 2000	Company)	
significant	2014		
concurrent positions	Sep. 2014	General Manager of Business Planning Department, Fun Field Co., Ltd.	
outside the Company	Jun. 2015	Acting General Manager of President's Office, the Company	
	Mar. 2016	General Manager of Publication & Investor Relations, the Company	
	Mar. 2017	Acting Senior General Manager of Financial Affairs & Administrative Department, the Company	
	Sep. 2017	Senior General Manager of Financial Affairs & Administrative Department, the Company	
	Mar. 2018	Senior General Manager of Financial Affairs Department, the Company (present post)	
	Yoshinori Iseki has been involved in the areas of finance and control for many years. He served as General Manager of		
Reasons for selection	Publication & Investor Relations and currently executes operations as Senior General Manager of Financial Affairs		
as a candidate for	Department. The Company proposes him as a candidate for election as Director as it deems he will apply his abundant		
Director	experience ar	nd knowledge gained up until now to realize financial strategies and further contribute to improving	
	corporate val	ue.	
Conflicts of interest	No conflict of interest exists between the Company and Yoshinori Iseki.		

8. Takeshi Kyogoku

New election

Date of birth	Jun. 25, 1971	Number of the Company's shares owned: 1,300 shares	
Career summary,	Apr. 1994 Joined MYCAL Corp. (currently known as AEON RETAIL Co., Ltd.)		
position and areas of responsibility in the	Sep. 1997 Apr. 2012	Joined Mycal Create Corp. (currently known as the Company) General Manager of Personnel Group, the Company	
Company, and significant concurrent positions	May 2014	President and Representative Director, AEON FANTASY GROUP PHILIPPINES, INC.	
outside the Company	Jun. 2018	Senior General Manager of Personnel Department, the Company (present post)	
Reasons for selection as a candidate for	Takeshi Kyogoku has been involved in the Personnel area for many years. He served as the President of an overseas subsidiary and currently executes operations as Senior General Manager of Personnel Department. The Company proposes him as a candidate for election as Director as it deems he will apply his abundant experience and knowledge		
Director	gained up unt	il now to promote various personnel measures to realize growth strategies and further contribute to reporate value.	
Conflicts of interest	No conflict of interest exists between the Company and Takeshi Kyogoku.		

9. Kazuko Ohya

Reelection	Candidate for	Candidate for	Number of years served as	
receive	Outside Director	Independent Officer	Outside Director:	6 years

Date of birth	Sep. 5, 1950 Number of the Company's shares owned: – shares			
Career summary,	Apr.	1973	Joined Shiseido Company, Limited	
position and areas of	Jun. 2001 Corporate Officer, Shiseido Company, Limited		Corporate Officer, Shiseido Company, Limited	
responsibility in the	Jun.	n. 2007 Full-time Audit & Supervisory Board Member, Shiseido Company, Limited		
Company, and				
significant concurrent positions		2010	Outside Auditor, Tokyo Electric Power Company, Incorporated	
outside the Company	May	2011	Chairman, Shiseido Social Welfare Foundation (present post)	
отпольти от отпольти	Jun.	2011	Advisor, Shiseido Company, Limited	
	Dec.	2011	External Statutory Auditor, MTI Ltd. (present post)	
	May	2013	Outside Director, the Company (present post)	
	Jul.	2013	Outside Director, Asahi Mutual Life Insurance Company (present post)	
	Jun. 2015 Oct. 2015		Outside Corporate Auditor, MIRAIT Corporation (present post)	
			General Auditor, Japan Aerospace Exploration Agency	
			(Significant concurrent positions)	
			Chairman, Shiseido Social Welfare Foundation	
			Outside Director, Asahi Mutual Life Insurance Company	
			External Statutory Auditor, MTI Ltd.	
			Outside Corporate Auditor, MIRAIT Corporation	
	Kazul	ko Ohya	has been applying her abundant experience in global company management, which includes serving as a	
D 0 1 1	senior manager and audit & supervisory board member in a company that operates business in countries around the world			
Reasons for selection as a candidate for	and her extensive knowledge to proactively offer her opinions and advice on important matters related to the management			
Outside Director	of the Company in deliberations by the Board of Directors. Accordingly, the Company proposes her as a candidate for			
	reelec	tion as	Outside Director as it deems it would be most appropriate to continue receiving her supervision relating to	
	the m	anagem	ent of the Company.	
Conflicts of interest	No co	nflict of	finterest exists between the Company and Kazuko Ohya.	

10. Akira Kokaze

Reelection	Candidate for	Candidate for	Number of years served as	
Reciection	Outside Director	Independent Officer	Outside Director:	2 years

Date of birth	Sep.	12, 1954	Number of the Company's shares owned: - shares
Career summary,	Apr.	1979	Joined National Police Agency
position and areas of	Jul.	1985	District Director of Suma Tax Office, National Tax Agency JAPAN
responsibility in the	Feb.	1990	First Secretary, Embassy of Japan in Germany
Company, and	Jun.	1998	General Manager of General Affairs and Planning Division, Tohoku Bureau of International Trade and
significant concurrent positions	Jun.	1998	Industry, Ministry of International Trade and Industry (currently known as Tohoku Bureau of Economy,
outside the Company			Trade and Industry, Ministry of Economy, Trade and Industry)
	A	2007	
		2007	Chief, Ibaraki Prefectural Police Headquarters
	Oct.	2011	Director-General, Kyusyu Regional Police Bureau
	Oct.	2012	Special Advisor, Japan Securities Dealers Association
	May	2015	Director, International Kendo Federation (present post)
	Jul.	2015	Executive Board Member, Japanese Olympic Committee (present post)
	Nov.	2016	Advisor, Meiji Yasuda Life Insurance Company (present post)
	May	2017	Outside Director, the Company (present post)
	Jun.	2017	Auditor, All Japan Kendo Federation (present post)
	Sep.	2017	Director, The Japan Sports Arbitration Agency (present post)
			(Significant concurrent positions)
			Director, International Kendo Federation
			Executive Board Member, Japanese Olympic Committee
			Advisor, Meiji Yasuda Life Insurance Company
			Auditor, All Japan Kendo Federation
			Director, The Japan Sports Arbitration Agency
	Akira	Kokaze	possesses abundant experience and extensive knowledge from many years of service as Director of public
D	servio	ce corpor	ations including important police administration posts and temporary assignments to other government
Reasons for selection as a candidate for	agenc	cies. Acc	ordingly, the Company proposes him as a candidate for reelection as Outside Director as it deems it would
Outside Director	be mo	ost appro	priate to receive his opinions and advice on important matters related to the management of the Company,
	risk n	nanagem	ent and compliance in deliberations by the Board of Directors, and receive his supervision relating to the
	mana	gement o	f the Company.
Conflicts of interest	No co	onflict of	interest exists between the Company and Akira Kokaze.

- (Note 1) The Company has notified the Tokyo Stock Exchange of the election of Kazuko Ohya and Akira Kokaze, as Independent Officer pursuant to Regulations of the Tokyo Stock Exchange. If their reelections are approved, the Company plans to maintain their positions as Independent Officer.
- (Note 2) The Company has entered into an agreement with Kazuko Ohya and Akira Kokaze that limits the liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent stipulated by laws and regulations, provided that candidates have performed their duties in good faith and without gross negligence. If their reelections are approved, the Company will continue the said agreement with them.
- (Note 3) Number of years served as Outside Director is the number of years as of the end of this General Meeting of Shareholders.

Agenda Item 2: Election of two (2) Audit & Supervisory Board Members

Audit & Supervisory Board Members Yuzo Fujiwara and Nobuo Nakano will retire from office at the conclusion of this General Meeting of Shareholders due to his resignation. Accordingly, the Company proposes to elect two (2) Audit & Supervisory Board Members. As provided for in the Articles of Incorporation, the term of office shall be the remaining term of the predecessor.

This agenda has been approved by the Audit & Supervisory Board.

Conflicts of

interest

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

1. Yoshihiko	o Takegaki	New election Candidate for Outside Audit & Supervisory Board Member
Date of birth	Mar. 12, 1958	Number of the Company's shares owned: - shares
Career summary,	Sep. 2008	Joined AEON Hokkaido Co., Ltd. General Manager of Business Planning Department, AEON Hokkaido Co., Ltd.
position in the Company, and	Mar. 2009	Executive Officer, General Manager of Business Planning Department, AEON Hokkaido Co., Ltd.
significant concurrent positions outside the Company	Sep. 2010	Executive Officer, General Manager of Business Planning Department and General Manager of New Business Department, AEON Hokkaido Co., Ltd.
	Mar. 2011	Executive Officer, General Manager of Business Planning Department and General Manager of New Business Development Department, AEON Hokkaido Co., Ltd.
	May 2011	Director, AEON Hokkaido Co., Ltd. (present post) Executive Officer, Senior General Manager of Business Department and General Manager of New Business Development Department, AEON Hokkaido Co., Ltd.
	Sep. 2012	Executive Officer, Senior General Manager of Store Operations Department, AEON Hokkaido Co., Ltd.
	Sep. 2013	Executive Officer, Senior General Manager of General Planning Department, AEON Hokkaido Co., Ltd.
	Mar. 2015	Executive Officer, Senior General Manager of Administrative Department, AEON Hokkaido Co., Ltd.
	Mar. 2016	Executive Officer, Senior General Manager of Administrative Department and Chief of Diversity Development Department, AEON Hokkaido Co., Ltd.
	May 2016	Managing Executive Officer, Senior General Manager of Administrative Department and Chief of Diversity Development Department, AEON Hokkaido Co., Ltd. (present post)
Reasons for selection as a candidate for Outside Audit &	Yoshihiko Takegaki has been involved in the business management at AEON Hokkaido Co., Ltd. for many years. He has served in various posts in the areas of Sales and Administration and has contributed to the growth and development of that	
Supervisory Board Member	1	y proposes him as a candidate for election as Outside Audit & Supervisory Board Member as it expects bundant experience and broad insight to provide supervision of overall management and valuable advice.

No conflict of interest exists between the Company and Yoshihiko Takegaki.

2. Hitoshi Takahashi

New election Candidate for Outside Audit & Supervisory Board Member

Date of birth	Mar. 23, 1957	Number of the Company's shares owned: - shares
Career	Mar. 1979	Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)
summary, position in the Company, and significant concurrent positions outside the Company	Sep. 1986 May 1992 Apr. 2003 May 2007 May 2014	General Manager of Tohoku Store Operations Department, BOOK BAHN CO., LTD. (currently known as MIRAIYA SHOTEN CO., LTD.) Director, Book BAHN CO., LTD. General Manager of West Japan Area Store Operations Department, BOOK BAHN CO., LTD. General Manager of Store Operations Department, BOOK BAHN CO., LTD. Officer of Store Operations Department, MIRAIYA SHOTEN CO., LTD. Full-time Audit & Supervisory Board Member, Reform Studio Co., Ltd. (present post)
Reasons for selection as a candidate for Outside Audit & Supervisory Board Member	Hitoshi Takahashi has been involved in the business of MIRAIYA SHOTEN CO., LTD. for many years and has contributed to the growth and development of that firm. He currently serves as Full-time Audit & Supervisory Board Member of Reform Studio Co., Ltd. The Company proposes him as a candidate for election as Outside Audit & Supervisory Board Member as it expects him to apply his abundant experience and broad insight to provide supervision of overall management and valuable advice.	
Conflicts of interest	No conflict of interest exists between the Company and Hitoshi Takahashi.	

(Note) The information in "Career summary, position in the Company, and significant concurrent positions outside the Company" above includes the respective candidate's positions and responsibilities at the Company's parent company AEON CO., LTD., or at AEON CO., LTD.'s subsidiaries held concurrently at present or during the past five years while serving as a business executive at the Company.