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(Stock Exchange Code 6059)
June 10, 2019

To Shareholders with Voting Rights:

Fumiharu Uchiyama
President and Representative Director
UCHIYAMA HOLDINGS Co., Ltd.
10-10, 2-chome, Kumamoto, Kokurakita-ku,
Kitakyushu, Fukuoka, Japan

**NOTICE OF
THE 13TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 13th Annual General Meeting of Shareholders of UCHIYAMA HOLDINGS Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, June 24, 2019, Japan time.

1. Date and Time: Tuesday, June 25, 2019 at 10:00 a.m. Japan time

2. Place: Banquet hall HISHO on the fifth floor, JR KYUSHU STATION HOTEL
KOKURA located at 1-1, 1-chome, Asano, Kokurakita-ku, Kitakyushu,
Fukuoka, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 13th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 13th Fiscal Year (April 1, 2018 - March 31, 2019)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of 9 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
Proposal 4: Election of 3 Directors Who Are Audit and Supervisory Committee Members
Proposal 5: Election of Accounting Auditor

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ In accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, the following items are posted on the Company's website (<http://www.uchiyama-gr.jp>) and are therefore not included in the Attached Documents to this notice of convocation.
 - 1) "Items Regarding Stock Acquisition Rights of the Company, etc." in the Business Report
 - 2) "Company's Systems and Policies" in the Business Report
 - 3) The "Consolidated Statements of Changes in Net Assets"
 - 4) The "Notes to the Consolidated Financial Statements"
 - 5) The "Non-Consolidated Statements of Changes in Net Assets"
 - 6) The "Notes to the Non-consolidated Financial Statements"

Accordingly, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements described in the Attached Documents to this notice of convocation are part of the documents which have been audited by Accounting Auditor and the Audit and Supervisory Committee during the preparation of the Accounting Auditor's Report and the Audit Report, respectively.
- ◎ Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.uchiyama-gr.jp>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Considering the enhancement of management structure and future business development and others, as well as internal reserve, the Company proposes to pay the following as the year-end dividend for the fiscal year 2018:

- (1) Type of dividend assets
Cash
- (2) Appropriation of dividend property to shareholders and total amount
¥5 per share of common stock, for a total of 97,015,865 yen
- (3) Effective date of distribution of surplus
June 26, 2019

Proposal 2: Partial Amendments to the Articles of Incorporation

(1) Reason for proposal

Due to the expansion of business operations of the Group, the Company proposes adding business objectives to Article 2 (Objectives) of the current Articles of Incorporation.

(2) Detail of the amendments

The Company proposes the following amendments to the current Articles of Incorporation (underlined sections indicate changes).

Current Articles of Incorporation	Proposed Amendments
Article 1 (Omitted)	Article 1 (Unchanged)
(Objectives)	(Objectives)
Article 2 (Omitted)	Article 2 (Unchanged)
1. (Omitted)	1. (Unchanged)
(1) – (6) (Omitted)	(1) – (6) (Unchanged)
(7). <u>Welfare service business for persons with disabilities</u> pursuant to the Act on the Comprehensive Support for the Daily and Social Life of Persons with Disabilities (Newly established)	(7). Service business pursuant to the Act on the Comprehensive Support for the Daily and Social Life of Persons with Disabilities <u>1) Management of designated specific consultation support business</u> <u>2) Management of welfare service business for persons with disabilities</u>
(8). <u>Day-care support business for children with disabilities</u> pursuant to the Child Welfare Act (Newly established)	(8). <u>Service business</u> pursuant to the Child Welfare Act <u>1) Management of consultation support business for children with disabilities</u> <u>2) Management of day-care support business for children with disabilities</u> <u>3) Management of welfare service business for persons with disabilities</u>
(9) – (26) (Omitted)	(9) – (26) (Unchanged)
2 – 5 (Omitted)	2 – 5 (Unchanged)
Article 3 – Article 45 (Omitted)	Article 3 – Article 45 (Unchanged)

Proposal 3: Election of 9 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 10 Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the appointment of 9 Directors who are not Audit and Supervisory Committee Members.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Fumiharu Uchiyama (April 12, 1941)	<p>June 1971 President and Representative Director of Uchiyama Building Co., Ltd.</p> <p>October 1984 President and Representative Director of Uchiyama Urbest Co., Ltd.</p> <p>October 1984 Director of Bonheure Corporation</p> <p>March 1987 President and Representative Director of House Twenty-two Co., Ltd.</p> <p>February 1998 Director of Kouno LLC.</p> <p>December 2004 President and Representative Director of Sawayaka Club Co., Ltd. (current position)</p> <p>October 2006 President and Representative Director of the Company (current position)</p> <p>November 2009 President and Representative Director of Sawayaka Amanogawa Co., Ltd. (currently Sawayaka Club Co., Ltd.) (to present)</p> <p>[Significant concurrent positions] President and Representative Director of Sawayaka Club Co., Ltd.</p>	2,151,420
<p>[Reason for nomination as a candidate for Director] As a founder, the candidate has been engaged in the management of the Group for many years since its foundation and built the foundation of the present Group. The Company has determined that, for the Group to achieve further growth and development, the role to be performed by his leadership and wealth of experience would be significant, and has thus made him again a candidate for Director.</p>			
2	Yoshiaki Takemura (August 23, 1963)	<p>January 1989 Joined Uchiyama Building Co., Ltd.</p> <p>May 1991 Corporate Auditor of AMENITY Co., Ltd.</p> <p>October 1995 Director of ZEN Corporation Co., Ltd.</p> <p>June 1996 President and Representative Director of AMENITY Co., Ltd.</p> <p>October 1998 Director of Uchiyama Building Co., Ltd.</p> <p>December 2004 Senior Managing Director of Sawayaka Club Co., Ltd. (current position)</p> <p>October 2006 Senior Managing Director of the Company (current position)</p> <p>November 2009 Senior Managing Director of Sawayaka Amanogawa Co., Ltd. (currently Sawayaka Club Co., Ltd.) (to present)</p> <p>[Significant concurrent positions] Senior Managing Director of Sawayaka Club Co., Ltd.</p>	64,935
<p>[Reason for nomination as a candidate for Director] The candidate has been engaged in the corporate management for many years as a head of the Nursing Care Business, one of the Group's principal segments. In addition, with a wealth of experience in Real Estate Business, he has achievements in the respective fields. The Company has determined that he would be able to continue supervising the Company's managerial decision-making and business execution appropriately, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
5	Nobuyuki Yoshioka (January 2, 1956)	March 2002 Office Manager of Social Welfare Corporation Sawayaka October 2006 Director of the Company (current position) March 2007 Director of Sawayaka Club Co., Ltd. (current position) (to present) [Significant concurrent positions] Director of Sawayaka Club Co., Ltd.	26,338
<p>[Reason for nomination as a candidate for Director]</p> <p>The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. As he is a certified Long-Term Care Support Specialist and has a wealth of work experience and professional knowledge in the field of long-term care, the Company has determined that he would continue to appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.</p>			
6	Kenji Kawamura (August 30, 1961)	August 2003 Joined Kouno LLC. June 2005 Director of Sawayaka Club Co., Ltd. (current position) October 2006 Director of the Company (current position) (to present) [Significant concurrent positions] Director of Sawayaka Club Co., Ltd.	17,638
<p>[Reason for nomination as a candidate for Director]</p> <p>The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. In addition, he has a wealth of working experience at medical institutions, along with broad knowledge and expertise covering both fields of long-term care and medical care. Drawing on these experiences and achievements, the Company has determined that he would continue to appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.</p>			
7	Koji Futamura (January 15, 1976)	May 1996 Joined Bonheure Corporation March 2002 Director of NOA LLC March 2002 Director of Kouno LLC. March 2002 Director of ZEN Corporation Co., Ltd. November 2005 Managing Director of Bonheure Corporation June 2010 Director of the Company (current position) April 2011 Senior Managing Director of Bonheure Corporation (current position) (to present) [Significant concurrent positions] Senior Managing Director of Bonheure Corporation	34,019
<p>[Reason for nomination as a candidate for Director]</p> <p>The candidate has been engaged in the Karaoke Business and Restaurant Business, the Group's principal segments, for many years. He is well-versed in the store operation of karaoke and restaurant, and has a wealth of experience and achievements. The Company has determined that he would continue to appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
8	Itsuo Yada (February 12, 1940)	February 1964 Joined Kokurakita Welfare Office, Kitakyushu City Office March 2000 Joined Incorporated Foundation Kitakyushu Water and Sewerage Association June 2008 Corporate Auditor of the Company June 2014 Director of the Company (current position) (to present)	1,638
[Reason for nomination as a candidate for Outside Director] The candidate has a wealth of experience at the Kitakyushu City Office and is particularly well-versed in welfare administration at the Kokurakita Welfare Office, and the Company has determined that his personality and views will allow him to appropriately execute duties, and proposes his election as Outside Director. Furthermore, although he has not been involved in corporate management outside of roles as Outside Officer in the past, due to the above reasons, the Company has determined that he would appropriately execute duties as an Outside Director, and has thus made him again a candidate.			
9	Eiichi Kamio (August 25, 1933)	April 1971 Established Kamio CPA firm (currently Kamio and Partners) (current position) July 1979 Representative member of Fukuoka Office of Dai-ichi Audit Firm July 1992 Director of The Japanese Institute of Certified Public Accountants April 2000 Representative member and Director of Century Ota Showa & Co. (currently Ernst & Young ShinNihon LLC) November 2000 Adviser of Century Ota Showa & Co. (currently Ernst & Young ShinNihon LLC) April 2001 Member of Audit Committee, Kitakyushu City May 2009 Corporate Auditor of KYOKUTO Co., Ltd. (current position) June 2015 Director of the Company (current position) (to present) [Significant concurrent positions] Managing representative member, Kamio and Partners Corporate Auditor of KYOKUTO Co., Ltd.	8,000
[Reason for nomination as a candidate for Outside Director] The candidate has past experience as a Representative member of a major auditing company as a certified public accountant, and has a high level of views and experiences. And as he has been involved in practice of corporate accounting for many years, the Company has determined him to be appropriate as an Outside Director, and has thus made him again a candidate.			

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. Messrs. Itsuo Yada and Eiichi Kamio are candidates for Outside Director. Furthermore, the Company has designated both of them as Independent Directors as stipulated by the Tokyo Stock Exchange, and has submitted them to the aforementioned Exchange.
3. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Messrs. Itsuo Yada and Eiichi Kamio to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the amount set forth by laws and regulations. If this proposal is approved at this General Meeting, the Company plans to continue with these agreements with Messrs. Itsuo Yada and Eiichi Kamio.
4. Messrs. Itsuo Yada and Eiichi Kamio are currently Outside Directors of the Company. The terms of office of Messrs. Itsuo Yada and Eiichi Kamio as Outside Directors will be 5 years and 4 years, respectively, at the close of this General Meeting.
5. The number of shares of the Company held by candidates for Director is the effective number of shares held, which includes shares held individually under the Uchiyama Holdings Officer Shareholding Association.

Proposal 4: Election of 3 Directors Who Are Audit and Supervisory Committee Members

The terms of office of all 3 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the appointment of 3 Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Taro Shimai (July 15, 1974)	<p>April 1997 Joined NTT DATA Corporation</p> <p>March 2001 Joined Bonheure Corporation</p> <p>October 2006 Joined the Company</p> <p>April 2007 Corporate Auditor of Bonheure Corporation (current position)</p> <p>June 2014 Corporate Auditor of the Company</p> <p>Corporate Auditor of Sawayaka Club Co., Ltd. (current position)</p> <p>June 2017 Director of the Company (Audit and Supervisory Committee Member) (current position)</p> <p>(to present)</p> <p>[Significant concurrent positions]</p> <p>Corporate Auditor of Bonheure Corporation</p> <p>Corporate Auditor of Sawayaka Club Co., Ltd.</p>	8,140
<p>[Reason for nomination as a candidate for Director]</p> <p>The candidate has a wealth of knowledge about business through his career at the Corporate Planning Office, etc. In addition, he has served as Director who is an Audit and Supervisory Committee Member since June 2017 after serving as Full-Time Corporate Auditor of the Company from June 2014. The Company has determined that he would be able to adequately fulfill the duties of Director who is an Audit and Supervisory Committee Member by leveraging his experience and deep insight, and has thus made him again a candidate.</p>			
2	Mamoru Sumikawa (December 16, 1947)	<p>April 1966 Joined Kumamoto Regional Taxation Bureau</p> <p>July 1971 Personnel Division of Nagasaki Tax Office</p> <p>July 1991 Large Enterprise Examination and Criminal Investigation Department, Fukuoka Regional Taxation Bureau</p> <p>July 2005 Lead Examiner of Yahata Tax Office</p> <p>July 2007 Resigned from Yahata Tax Office</p> <p>October 2007 Established Mamoru Sumikawa Tax Accountant Office (current position)</p> <p>July 2009 Corporate Auditor of the Company</p> <p>June 2017 Director of the Company (Audit and Supervisory Committee Member) (current position)</p> <p>(to present)</p> <p>[Significant concurrent positions]</p> <p>Representative, Mamoru Sumikawa Tax Accountant Office</p>	3,287
<p>[Reason for nomination as a candidate for Outside Director]</p> <p>The candidate has specialized knowledge and experience in accounting as a certified public tax accountant and possesses objective views. Although he does not have experience of being directly involved in corporate management, the Company has determined that he would be able to adequately fulfill the duties of Outside Director who is an Audit and Supervisory Committee Member of the Company, and has thus made him again a candidate.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
3	Shinichiro Kishimoto (June 16, 1975)	<p>October 2001 Joined Asahi & Co. (current KPMG AZSA LLC)</p> <p>June 2005 Registered as Certified Public Accountant</p> <p>April 2006 Joined Adachi Mitsuzo Certified Public Accountant Office</p> <p>January 2007 Established Kishimoto Certified Public Accountant Office (current position)</p> <p>June 2012 Corporate Auditor of the Company</p> <p>June 2017 Director of the Company (Audit and Supervisory Committee Member) (current position) (to present)</p> <p>[Significant concurrent positions] Representative, Kishimoto Certified Public Accountant Office</p>	4,935
<p>[Reason for nomination as a candidate for Outside Director]</p> <p>The candidate has insight and experience as a certified public accountant and licensed tax accountant, and has been involved in corporate accounting operations for many years. Although he does not have experience of being directly involved in corporate management, the Company has determined that he would be able to adequately fulfill the duties of Outside Director who is an Audit and Supervisory Committee Member of the Company, and has thus made him again a candidate.</p>			

(Notes)

1. There are no special interests between each candidate for Director who is an Audit and Supervisory Committee Member and the Company.
2. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Messrs. Taro Shimai, Mamoru Sumikawa and Shinichiro Kishimoto to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreements is the amount set forth by laws and regulations. If this proposal is approved at this General Meeting, the Company plans to continue with these agreements with Messrs. Taro Shimai, Mamoru Sumikawa and Shinichiro Kishimoto.
3. Messrs. Mamoru Sumikawa and Shinichiro Kishimoto are candidates for Outside Directors who are Audit and Supervisory Committee Members. The terms of office of Messrs. Mamoru Sumikawa and Shinichiro Kishimoto as Outside Directors who are Audit and Supervisory Committee Members of the Company are 2 years.
4. The number of shares of the Company held by each candidate for Director who is an Audit and Supervisory Committee Member is the effective number of shares held, which includes shares held individually under the Uchiyama Holdings Officer Shareholding Association.

Proposal 5: Election of Accounting Auditor

Based on a decision by the Audit and Supervisory Committee, the Company proposes the election of Grant Thornton Taiyo LLC in place of ARK MEIJI AUDIT & Co. whose term of office will expire at the conclusion of this Annual General Meeting of Shareholders.

The Audit and Supervisory Committee has nominated Grant Thornton Taiyo LLC as a candidate for Accounting Auditor with an expectation that audits would be conducted from a new perspective, while considering the years of service by the current Accounting Auditor. In addition, taking into comprehensive consideration the independence, quality control system, professional expertise, degree of understanding to the business fields for the Company's global development, and audit fee of Grant Thornton Taiyo LLC, the candidate was judged appropriate for the role.

The candidate for Accounting Auditor is as follows:

(As of March 31, 2019)

Name	Grant Thornton Taiyo LLC		
Locations of Main Offices	AKASAKA K-TOWER, 1-2-7 Motoakasaka, Minato-ku, Tokyo Headquarters/Tokyo, Osaka, Kobe Office, Sapporo Office, Tohoku Office, Niigata Office, Nagoya, Hokuriku, Fukui Office, Toyama Office, Chugoku・Shikoku Office, Kyushu Office		
Corporate History	September	1971	Established Taiyo Audit Corporation
	October	1994	Joined Grant Thornton International
	January	2006	Merged with ASG Audit Corporation and changed the name to Grant Thornton Taiyo ASG Audit Corporation
	July	2008	Changed the corporate form to limited liability company
			Formed Grant Thornton Taiyo ASG LLC
	July	2012	Merged with Eisho Audit Corporation
	October	2013	Merged with Kasumigaseki Audit Corporation
	October	2014	Changed the name to Grant Thornton Taiyo LLC
Overview	July	2018	Merged with YUSEI Audit & Co.
	Capital	443 million yen	
	Members	Representative partners / Partners	77 persons
		Specified partners	3 persons
		Certified public accountants	292 persons
		Passers of certified public accountant exam, etc.	137 persons
		Other professionals	162 persons
		Administrative staff	67 persons
		Total (excluding part-timers)	738 persons
	Number of clients (to which audit services are provided)		922 companies

(Note) If the election of Accounting Auditor is approved, the Company intends to conclude the liability limitation agreement with Grant Thornton Taiyo LLC under Article 427, Paragraph 1 of the Companies Act, and Article 39 of the Articles of Incorporation of the Company. The limit of liability for damages under the agreement is to be set at the minimum liability amount set forth by each item under Article 425, Paragraph 1 of the Companies Act.