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(Stock Exchange Code 3098)
June 6, 2017

To Shareholders with Voting Rights:

Atsushi Tsukamoto
President
cocokara fine Inc.
3-17-6 Shinyokohama, Kohoku-ku,
Yokohama, Kanagawa, Japan

**NOTICE OF
THE 9TH 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 9th Annual General Meeting of Shareholders of cocokara fine Inc. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders on page 3, and exercise your voting rights by 5:50 p.m. on Monday, June 26, 2017, Japan time.

- 1. Date and Time:** Tuesday, June 27, 2017 at 11:00 a.m. Japan time
Please note that the start time has changed from the previous year.
- 2. Place:** "Large Hall," Ota Kumin Plaza,
3-1-3 Shimomaruko, Ota-ku, Tokyo, Japan
Please note that the meeting place has changed from the previous year.
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 9th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 9th Fiscal Year (April 1, 2016 - March 31, 2017)
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Four (4) Members of the Board (Excluding Members of the Board serving as Audit & Supervisory Committee Members)
- Proposal No. 3:** Determination of Amount and Details of Performance-Based Stock Compensation for Members of the Board who are not Audit & Supervisory Committee Members (Excluding Outside Members of the Board)

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ The following items are, in accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, posted on the Company's website (<http://www.cocokarafine.co.jp/ir/stockinfo/annualmeeting.html>) and are therefore not included with the Attached Documents of this Notice of Convocation.
 - (1) Notes to the Consolidated Financial Statements
 - (2) Notes to the Non-consolidated Financial StatementsFurthermore, regarding the Audit Report prepared by Audit & Supervisory Committee Members and the Accounting Auditor's Report prepared by the Accounting Auditor, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements have been audited in addition to the Consolidated Financial Statements and the Non-consolidated Financial Statements included in the Attached Documents.
 - ◎ Please understand that any updates to the required contents of the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, and Non-consolidated Financial Statements will be posted on the Company's website after being updated (<http://www.cocokarafine.co.jp/ir/stockinfo/annualmeeting.html>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

It is the Company's basic profit distribution policy to emphasize continuous stable dividends as a measure for returning profits to shareholders, and at the same time, to prepare for future business expansion and strengthen the Company's financial standing by securing internal reserves. Comprehensively taking into account stable dividends and internal reserves, the Company proposes dividends of 35 yen per share.

As a result, full-year dividends for the fiscal year under review will total 70 yen per share, which include an interim dividend of 35 yen.

Matters concerning year-end dividends

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount
35 yen per share of common stock
Total dividends of 858,786,215 yen
- (3) Effective date of distribution of surplus
June 28, 2017

Proposal No. 2: Election of Four (4) Members of the Board (Excluding Members of the Board Serving as Audit & Supervisory Committee Members)

The terms of office of all three (3) Members of the Board (excluding Members of the Board serving as Audit & Supervisory Committee Members; hereinafter, the same shall apply in this proposal) shall expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of four (4) Members of the Board is proposed.

Furthermore, the Audit & Supervisory Committee has considered this proposal, and did not identify any particular issues. The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Atsushi Tsukamoto (November 4, 1962) Reappointment	<p>April 1985 Joined Seijo Co., Ltd.</p> <p>December 1996 Member of the Board and General Manager of Branch Department, Seijo Co., Ltd.</p> <p>July 1999 Member of the Board and General Manager of Sales Department, Seijo Co., Ltd.</p> <p>December 2001 Managing Director and General Manager of Sales Division, Seijo Co., Ltd.</p> <p>December 2002 President, Seijo Co., Ltd.</p> <p>May 2006 President, WIN Drug Inc.</p> <p>April 2008 President, the Company (present post)</p> <p>April 2013 Member of the Board, cocokarafine Healthcare Inc.</p> <p>May 2014 President, WIN Drug Inc. (present post)</p> <p>April 2016 Representative Member of the Board, cocokarafine Healthcare Inc. (present post)</p> <p>[Significant concurrent positions]</p> <p>Representative Member of the Board, cocokarafine Healthcare Inc.</p> <p>President, WIN Drug Inc.</p>	32,888 shares
<p>Reason for selection as a candidate for Member of the Board</p> <p>Mr. Atsushi Tsukamoto has been involved in the pharmacy business and retail business for over 30 years, and serving as President of the Company from 2008 onward, he has a wealth of experience, achievements, and insights as a manager. As the Company has judged that he is suitable to advance the management and strengthen the corporate governance of the Company, he has been selected as a candidate for Member of the Board.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
2	Toru Shibata (June 24, 1956) Reappointment	<p>April 1983 Joined Kao Corporation</p> <p>January 1990 Joined Lever Japan, Co., Ltd. (currently Unilever Japan K.K.)</p> <p>May 1993 Joined Estee Lauder Group of Companies Inc. (currently ELGC K.K.)</p> <p> General Manager of Business Headquarters, Origins Natural Resources Co., Ltd.</p> <p>March 1996 Member of the Board and General Manager of Marketing Headquarters, Clinique Laboratories Co., Ltd.</p> <p>October 1996 Member of the Board and General Manager of Business Headquarters, Clinique Laboratories Co., Ltd.</p> <p>March 1998 Managing Director and General Manager of Business Headquarters, Clinique Laboratories Co., Ltd.</p> <p>February 2001 Representative Director of Consumer Company, Johnson & Johnson K.K.</p> <p>November 2014 Senior Advisor, the Company</p> <p>April 2015 Executive Vice President and Corporate Officer and Director of Corporate Strategy Division and General Manager of International Business Department, the Company</p> <p> Member of the Board, cocokarafine Healthcare Inc. (present post)</p> <p> Member of the Board, FINECARE Inc. (present post)</p> <p> Member of the Board, cocokarafine OEC Co., Ltd.</p> <p> Member of the Board, IWASAKI KOHKENDO Co., Ltd. (present post)</p> <p> Member of the Board, cocokarafine Next Co., Ltd. (present post)</p> <p>June 2015 Executive Vice President and Director of Corporate Strategy Division, the Company (present post)</p> <p>April 2016 Member of the Board, cocokarafine Associe Co., Ltd. (present post)</p> <p> Member of the Board, cocokarafine soleil Co., Ltd. (present post)</p> <p>[Significant concurrent positions]</p> <p> Member of the Board, cocokarafine Healthcare Inc.</p> <p> Member of the Board, FINECARE Inc.</p> <p> Member of the Board, IWASAKI KOHKENDO Co., Ltd.</p> <p> Member of the Board, cocokarafine Next Co., Ltd.</p> <p> Member of the Board, cocokarafine Associe Co., Ltd.</p> <p> Member of the Board, cocokarafine soleil Co., Ltd.</p>	0 shares
<p>Reason for selection as a candidate for Member of the Board</p> <p>Mr. Toru Shibata has experience in management at foreign companies, and maximizing utilization of this wealth of knowledge and wide network, the Company has judged that he is suitable to promote further advancement of management of the Group, and he has been selected as a candidate for Member of the Board.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	<p>Tsuyoshi Yamamoto (April 25, 1966)</p> <p>New appointment</p>	<p>April 1990 Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>May 1998 Deputy General Manager, Osaka Corporate Banking Department No. 1, The Fuji Bank, Limited</p> <p>May 2001 Deputy General Manager, Advisory Department No. 3, Mizuho Securities Co., Ltd.</p> <p>July 2011 Deputy General Manager, ALC Solutions Department, Mizuho Bank, Ltd.</p> <p>April 2014 General Manager, Sales Division, Mizuho Corporate Advisory Co., Ltd. (currently Mizuho Bank, Ltd.)</p> <p>November 2015 Managing Director, Mizuho Corporate Advisory Co., Ltd. (currently Mizuho Bank, Ltd.)</p> <p>May 2016 Senior Advisor, the Company</p> <p>June 2016 Executive Corporate Officer, in charge of Corporate Strategy and Finance, Corporate Strategy Division, the Company</p> <p>April 2017 Executive Corporate Officer, in charge of Business Development and General Manager, Finance Department, Corporate Strategy Division, the Company (present post) [Significant concurrent positions] Director, Koshi Pharmacy Y.K.</p>	<p>0 shares</p>
<p>Reason for selection as a candidate for Member of the Board</p> <p>Mr. Tsuyoshi Yamamoto has a wealth of experience and insight on advising primarily on M&A, financial strategy, and corporate restructuring over many years at a financial institution. In addition, he has a record of achievements as an Executive Corporate Officer of the Company in areas such as financial strategy, M&A, and store development. As the Company has judged that he is suitable to enhance the corporate value of the Group, he has been selected as a candidate for Member of the Board.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	Makoto Kitayama (March 11, 1961)	<p>April 1994 Registered as an attorney</p> <p>October 2003 Established Kitayama Law Office</p> <p>August 2004 Outside Audit & Supervisory Board Member, LIFORT Co., Ltd.</p> <p>November 2006 Outside Member of the Board, Allied Hearts Holdings Co., Ltd.</p> <p>October 2010 Outside Member of the Board, the Company (present post) [Significant concurrent positions] Representative, Kitayama Law Office</p>	390 shares
	<p>Reason for selection as a candidate for Outside Member of the Board</p> <p>Although Mr. Makoto Kitayama has not been involved in corporate management other than as Outside Member of the Board, he is a certified attorney, and from an objective viewpoint on overall corporate management including laws and regulations from his wealth of specialized knowledge and experience, he is suited to monitor management execution with independence. Due to these factors, the Company has judged that he will lead to strengthening of transparency for Members of the Board and supervisory functions, and he has been selected as a candidate for Outside Member of the Board.</p>		

- Notes
1. There are no special interests between the candidates for Member of the Board and the Company.
 2. Mr. Makoto Kitayama is a candidate for Outside Member of the Board.
Additionally, the Company has designated Mr. Makoto Kitayama as an Independent Director/Auditor as stipulated by the Tokyo Stock Exchange, and has made a submission to the aforementioned Exchange.
 3. The term of office of Mr. Makoto Kitayama as Outside Member of the Board will be six years, nine months at the conclusion of this General Meeting.
 4. Based on the stipulations of Article 427, Paragraph 1 of the Companies Act, the Company has concluded a liability limitation agreement with Mr. Makoto Kitayama to limit liabilities of Article 423, Paragraph 1 of the same Act. The liability limit under this agreement is 5 million yen or the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is greater, and if he is reelected at this General Meeting, the Company plans to continue with this agreement.

Proposal No. 3: Determination of Amount and Details of Performance-Based Stock Compensation for Members of the Board who are not Audit & Supervisory Committee Members (Excluding Outside Members of the Board)

In order to provide an incentive to Members of the Board who are not Audit & Supervisory Committee Members (excluding Outside Members of the Board; hereinafter, “Eligible Members of the Board”) to sustainably increase the corporate value of the Company, and to further promote the sharing of values between the Eligible Members of the Board and shareholders, the Company proposes the new introduction of a plan for granting performance-based stock compensation, etc. to the Eligible Members of the Board (hereinafter, the “Plan”).

Specifically, as new stock compensation, the Company proposes the delivery, etc. of common stock of the Company, etc. to Eligible Members of the Board after the end of applicable periods of three (3) to five (5) fiscal years as defined by the Board of Directors (hereinafter, the “Applicable Period”; the initial Applicable Period shall cover the three (3) fiscal years from the fiscal year ending on March 31, 2018 to the fiscal year ending on March 31, 2020), in accordance with the level of achievement, etc. of numerical targets, relating to such factors as the business performance of the Company during the Applicable Period. Furthermore, after the end of the aforementioned initial Applicable Period, the Board of Directors of the Company may approve the continuation of the Plan with an Applicable Period newly defined by the Board of Directors, three (3) to five (5) fiscal years from the next fiscal year (the fiscal year ending on March 31, 2019) within a range approved at this General Meeting of Shareholders.

The Plan shall be introduced separately to the maximum amount of compensation for Members of the Board approved at the 8th Annual General Meeting of Shareholders held on June 28, 2016 (no more than 300 million yen per year; excluding Members of the Board serving as Audit & Supervisory Members). In addition, the Plan shall be introduced as a replacement for the compensation for Members of the Board (excluding Outside Members of the Board) in the form of stock compensation-type stock options of no more than 30 million yen per year, as approved at the 5th Annual General Meeting of Shareholders held on June 26, 2013, and upon the approval of this proposal as proposed, the Company shall discontinue compensation in the form of stock compensation-type stock options.

Furthermore, if Proposal No. 2 is approved as proposed, there will be three (3) Eligible Members of the Board. In addition, the Audit & Supervisory Committee has considered this proposal, and did not identify any particular issues.

1. Reasons for the proposal and reasons this compensation is appropriate

The Company is currently promoting company-wide initiatives under a medium-term management plan for the period till the fiscal year ending on March 31, 2020, as it looks toward the realization of its management principle “to pursue the health of mind and body, and to contribute to the community.” Now, in order to accelerate and strengthen this movement, the Company believes the introduction of the Plan is appropriate as it can make clearer the relationship between the compensation of Eligible Members of the Board and the business performance of the Company, increase the desire of Eligible Members of the Board to contribute to improving business performance over the medium- to long-term and increasing corporate value, and further promote the sharing of values between Eligible Members of the Board and shareholders.

In that case, the aforementioned compensation in the form of stock compensation-type stock options of no more than 30 million yen per year shall lose its significance, and therefore the Company shall discontinue it upon the approval of this proposal.

2. Amount and details, etc. of compensation, etc. under the Plan

(1) Overview of the Plan

The Plan is a performance-based stock compensation plan whereby delivery and payment (hereinafter, “Delivery, etc.”) of common stock of the Company and money (hereinafter, “Company Stock, etc.”) shall be made to Eligible Members of the Board in accordance with the level of achievement, etc. of numerical targets relating to such factors as the business performance of the Company during the Applicable Period. The Delivery, etc. of the Company Stock, etc. to the Eligible Members of the Board shall be made after the end of the Applicable Period.

Applicable Periods of the Plan shall be determined by the Board of Directors, and shall be, in principle, a period following the election of the Eligible Members of the Board and lasts three (3) or more fiscal years until the end of the effective medium-term plan of the Company. The current effective medium-term plan of the Company is a five (5) year plan that covers the period from the 8th Fiscal Year (the fiscal year ended on March 31, 2016) to the 12th Fiscal Year (the fiscal year ending on March 31,

2020), and as current fiscal year is the third fiscal year of the plan, the initial Applicable Period to be determined by the Board of Directors shall cover the three (3) fiscal years from this fiscal year to the 12th Fiscal Year. In addition, if the Plan is applied to Eligible Members of the Board who are elected in the next fiscal year or later, the Applicable Period determined by the Board of Directors shall be, if elected in the first year of the medium-term plan of the Company, following five (5) fiscal years; if elected in the second year of the plan, following four (4) fiscal years; and if elected in the third year of the plan, following three (3) fiscal years.

Furthermore, under the Plan, Company Stock, etc. shall be delivered in accordance with the level of achievement, etc. of numerical targets relating to such factors as the business performance of the Company during the Applicable Period, and therefore if the business performance of the Company underperforms the numerical targets during the Applicable Period, the number of shares of Company Stock, etc. delivered to Eligible Members of the Board shall decrease in accordance with the level of achievement, etc. Accordingly, the number of shares of Company Stock, etc. to be delivered to the Eligible Members of the Board is unconfirmed as of the introduction of the Plan.

(2) Calculation method and upper limit of the Company Stock, etc. to be delivered to Eligible Members of the Board

In accordance with the provisions of items (3) and (4) below, after the end of the Applicable Period, the Company shall deliver, as common stock of the Company (fractions constituting less than one share shall be rounded down), 50% of the number of deliverable shares (hereinafter, the “Number of Deliverable Shares”), which shall be determined in accordance with the level of achievement, etc. of numerical targets relating to such factors as the business performance of the Company during the Applicable Period, , Company shall deliver pay as cash compensation and an amount equivalent to the market value of the number of shares of common stock of the Company corresponding to the remaining Number of Deliverable Shares.

Delivery of the common stock of the Company shall use a method whereby the Company shall grant claims to monetary compensation to Eligible Members of the Board, and when an Eligible Member of the Board receives issued shares or disposed treasury stock from the Company, he or she shall make a contribution in kind of the claims to monetary compensation. The amount of money for the claims to monetary compensation to be contributed in kind shall be determined by the Board of Directors within a range that is not particularly advantageous to the Eligible Members of the Board who will receive the common stock of the Company, and the aforementioned amount equivalent to the market value of the common stock of the Company shall also comply with this.

In addition, the upper limit of the total value of the claims to monetary compensation that the Company shall grant to Eligible Members of the Board after the end of the Applicable Period shall be 240 million yen for the Applicable Period, and the upper limit of the total number of shares of the common stock of the Company to be delivered shall be 20,000 shares for the Applicable Period. However, in the event that the total number of issued shares of the Company increases or decreases as the result of, for example, a consolidation of shares, a share split, or a gratis allotment of shares, the upper limit on the total number of shares of common stock of the Company and the number of shares of common stock of the Company to be delivered to the Eligible Members of the Board shall be reasonably adjusted in accordance with the ratio thereof.

(3) Calculation method for the Number of Deliverable Shares

The Number of Deliverable Shares shall be calculated in two stages with the below formulas.

1) Basic Number of Deliverable Shares (determined at the time of election of each Member of the Board)

= Amount of money determined according to the rank and responsibilities of each Eligible Member of the Board ÷ Amount equivalent to the market value of the common stock of the Company at the time of the election of each Eligible Member of the Board

2) Number of Deliverable Shares (determined after the end of the Applicable Period)

= Basic Number of Deliverable Shares × Payment ratio based on the achievement level, etc. of numerical targets relating to such factors as the business performance of the Company (between 33.3% and 100%)

Details of the amount of money to be determined for each Member of the Board in the above item 1) and the method of determining the payment ratio in the above item 2), etc. shall be determined separately by the Board of Directors of the Company, within the range of the maximum value required by the above formulas.

Furthermore, for Eligible Members of the Board to whom compensation applies based on multiple

iterations of the Plan for which the Applicable Periods end at the same time, the Number of Deliverable Shares shall be aggregated (in this case, the upper limit of the total value of the claims to monetary compensation granted and the upper limit of the total number of shares of common stock granted shall be within the range of the aggregated upper limits for each of the multiple Applicable Periods).

(4) Delivery requirements for the Company Stock, etc. for Eligible Members of the Board

Under the Plan, Company Stock, etc. shall be delivered to Eligible Members of the Board if they fulfill all of the delivery requirements for the Company Stock, etc. set forth below when the Applicable Period ends. When the Company delivers the common stock of the Company, it shall do so by issuing shares or disposing of treasury stock, and the Eligible Members of the Board to whom common stock of the Company will be delivered and the number of shares to be delivered shall be determined by the Board of Directors after the Applicable Period has passed.

- 1) The person was in office as an Eligible Member of the Board of the Company during the Applicable Period.
- 2) There were no incidences of certain illegal activities.
- 3) Any other requirements determined by the Board of Directors as necessary for achieving the intent of the Plan as a stock compensation plan.

Furthermore, if an Eligible Member of the Board retires during the Applicable Period, the Company shall deliver the Company Stock, etc. reasonably calculated in accordance with his or her term of office until the time of retirement.