To our shareholders:

Takashige Negishi, Representative President 1-19, Higashi Shimbashi 1-chome, Minato-ku, Tokyo

Yakult Honsha Co., Ltd.

### Notice of 65th Ordinary General Meeting of Shareholders

Dear Shareholders,

We are pleased to inform you that the 65th Ordinary General Meeting of Shareholders is scheduled as set forth below. We would greatly appreciate your attendance at the meeting.

If you are unable to attend the meeting on the scheduled day, you may exercise your vote using the voting form or over the Internet. Please exercise your voting right according to the directions provided.

### Details

**1. Date/time** June 21, 2017 (Wednesday) at 10:00 am

2. Venue "Hiten Main Banquet Hall" at Grand Prince Hotel New Takanawa

13-1, Takanawa 3-chome, Minato-ku, Tokyo

3. Purposes of the shareholders' meeting

#### Matters to be reported:

- 1. Presentation of the business report, the consolidated financial statements and the audit results of the consolidated financial statements by an accounting auditor and the Board of Auditors for the 65th fiscal year (from April 1, 2016 to March 31, 2017)
- 2. Presentation of the financial statements for the 65th fiscal year (from April 1, 2016 to March 31, 2017)

#### Matters to be resolved:

**Proposal 1** Appointment of 15 directors

**Proposal 2** Matters concerning special award to retiring representative director

### 4. Decisions regarding the convocation

- (1) When a shareholder exercises voting rights using the voting form, if the approval or disapproval for the proposal is not specified, it will be handled as an indication of approval.
- (2) If a shareholder who has exercised his or her vote over the Internet also returns the voting form, the vote performed over the Internet will be considered as the shareholder's voting intention.
- (3) In case the vote is cast more than once over the Internet, the final vote will be considered as the shareholder's intention.
- (4) Please make sure that the voting form is returned by 5 p.m., June 20, 2017.
- (5) Voting over the Internet should be completed by 5 p.m., June 20, 2017.
- (6) If a shareholder is unable to attend the shareholders' meeting, he or she may send a person with voting rights as a proxy. The person, however, should submit a written statement proving the appointment of the person as proxy.

© If it becomes necessary for the Company to modify the items included in the reference materials or accompanying documents used for the shareholders' meeting, the Company will notify such changes through its website (http://www.yakult.co.jp).

# Reference for General Meeting of Shareholders

## Proposal 1: Appointment of 15 directors

The tenure of all the directors (15 directors) will expire at the close of the upcoming general shareholders' meeting and therefore we would like to propose the appointment of 15 directors.

The details of the candidate for the post of directors are as stated below.

	The title of directors and their responsibilities				
No	Name	within the Group at present			
1	Takashige	Representative President, COO,			
1	Negishi	President & Executive Officer Reappointment		t	
2	Yoshihiro	Director, Deputy-president &			
_	Kawabata	Executive Officer	Reappointmen	t	
3	Hiroshi	Director, Senior Managing			
	Narita	Executive Officer	Reappointmen	t	
4	Hiroshi	Director, Senior Managing			
	Wakabayashi	Executive Officer	Reappointmen	it	
5	Fumiyasu	Director, Senior Managing			
	Ishikawa	Executive Officer	Reappointmen	ıt	
6	Masaki	Director, Managing	ъ		
	Tanaka	Executive Officer	Reappointmer	ıt	
7	Masanori	Director, Managing	D : .		
	Ito	Executive Officer	Reappointmen	ıt	
8	Richard	Director, Executive Officer	Reappointment		
	Hall		Reappointmer	ıt	
9	Ryuji	Director	Reappointment	Outside	Independent
	Yasuda		пеарропишени	Outside	maepenaem
10	Masayuki	Director	Reappointment Outside Indepe		Independent
	Fukuoka		iteappointment	Outside	maepenaent
11	Bertrand	Director	Reappointment Outside		
10	Austruy	D: .	reappointment Outside		1
12	Filip	Director	Reappointment Outside		
10	Kegels	D	Tecappointment Outside		
13	Norihito	Director	Reappointment		
1.4	Maeda	]	псаррошенен		
14	Akifumi	Managing Executive Officer	Newly-appointed		
1 =	Doi	Manager Francisco Francisc	Newly appointed		
15	Tetsuya	Managing Executive Officer	Newly-appointed		
	Hayashida		, orp		

No	Name (Date of Birth)	their	onal History, The title of directors and responsibilities within the Group, and	No. of Company Shares
	(Bate of Birtin)	O <sub>2</sub>	utside Positions as Representative	Owned
1	Takashige Negishi	Apr. 1971 Jun. 2005	Joined Yakult Honsha Director	15,300
	(Dec. 2, 1948)	Jun. 2008	Managing Director	
	Reappointment	Jun. 2009 Jun. 2011	Senior Managing Director Representative President, COO, President	
0	Yoshihiro	A 1071	& Executive Officer (to date)  Joined Yakult Honsha	19.700
2	Kawabata	Apr. 1971 Jun. 2003	Director	13,700
	(Jan. 5, 1949)	Jun. 2007	Managing Director	
	(0 00000)	Jun. 2009	Senior Managing Director	
	Reappointment	Jun. 2011	Director, Deputy-president & Executive Officer (to date)	
		President President	sitions as Representative of Hong Kong Yakult Co., Ltd. of Yakult China Co., Ltd. of Guangzhou Yakult Co., Ltd.	
			cative Chairman of Yakult Europe B.V.	
3	Hiroshi Narita	Apr. 1974	Joined Yakult Honsha	9,400
	(Oct. 8, 1951)	Jun. 2007	Director	
		Jun. 2010	Managing Director	
	Reappointment	Jun. 2011	Managing Executive Officer	
		Jun. 2012	Director, Managing Executive Officer	
		Jun. 2015	Director, Senior Managing Executive Officer (to date)	
			sitions as Representative	
4	Hiroshi	Apr. 1977	tative Director of Yakult UK Ltd.  Joined Yakult Honsha	6,500
4	Wakabayashi	Jun. 2009	Director	0,500
	(Apr. 4, 1952)	Jun. 2011	Executive Officer	
		Jun. 2012	Managing Executive Officer	
	Reappointment	Jun. 2015	Director, Managing Executive Officer	
		Jun. 2016	Director, Senior Managing Executive	
	ъ .	T	Officer (to date)	70.000
5	Fumiyasu	Jun. 1984	Joined Yakult Honsha	10,300
	Ishikawa (July 7, 1952)	Jun. 2009 Jun. 2011	Director Executive Officer	
	(July 1, 1954)	Jun. 2011 Jun. 2013	Managing Executive Officer	
	Reappointment	Jun. 2015	Director, Managing Executive Officer	
	reappointment	Jun. 2016	Director, Senior Managing Executive	
	M1 · m 1	A 1055	Officer (to date)	F 000
6	Masaki Tanaka	Apr. 1977 Jun. 2009	Joined Yakult Honsha Director	5,000
	(Sep. 1, 1953)	Jun. 2009 Jun. 2011	Executive Officer	
	Reappointment	Jun. 2011	Managing Executive Officer	
		Jun. 2016	Director, Managing Executive Officer (to date)	
7	Masanori Ito	Jun. 2000	Joined Yakult Honsha	6,500
	(Mar. 10, 1954)	Jun. 2010	Director	,
	110, 10, 1001)	Jun. 2011	Executive Officer	
	Reappointment	Jun. 2013 Jun. 2014	Managing Executive Officer Director, Managing Executive Officer (to	
			date)	

				No. of
	Name	Pers	onal History, The title of directors and	
No	(Date of Birth)	their	responsibilities within the Group, and	Company Shares
	(Date of Dirth)	C	Outside Positions as Representative	Owned
0	Richard Hall	Jul. 1993	Joined Danone International Brands	Owned
8		Jui. 1995		
	(Sep. 10, 1967)		Japan Co., Ltd. (present Danone Waters of	
		Jan. 2001	Japan Co., Ltd.)	
	Reappointment	Jan. 2001	President of Danone Waters of Japan Co., Ltd	
		Nov. 2002	Director of KIRIN MC DANONE WATERS	
		1404. 2002	Co., Ltd.	
		Oct. 2006	Representative of Group Danone (present	
			Danone), Yakult-Danone Liaison	
			Office (to date)	
		Jun. 2009	Director	
		Sep. 2011	Representative Director of Danone Waters	
			of Japan Co., Ltd.	
		Jun. 2012	Director, Executive Officer (to date)	
		Feb. 2013	· ·	
9	Ryuji Yasuda	Jul. 1976	Joined Morgan Guaranty Trust Company	
	(Apr. 28, 1946)		of New York (present JPMorgan Chase &	
			Co.)	
	Reappointment	Jun. 1991	Director, McKinsey & Company	
		Jul. 1996	Asia Representative, A.T. Kearny, Inc.	
	Outside	Jun. 2003	Representative Chairman, J Will Partners	
			Co., Ltd.	
	Independent		Outside Director, Daiwa Securities Group	
	писреписи	4 2004	Inc.	
		Apr. 2004	Professor, International Business Strategy,	
			Graduate School of International	
			Corporate Strategy, Hitotsubashi	
		Apr. 2007	University Outside Director, Fukuoka Financial	
		Apr. 2007	Group, Inc.	
		Jun. 2007	Outside Director, Sony Corp.	
		Jun. 2007	Director (to date)	
		Apr. 2010		
		11p1. 2010	International Business Strategy,	
			Graduate School of International	
			Corporate Strategy, Hitotsubashi	
			University (to date)	
		Jun. 2011	Outside Audit & Supervisory Board	
			Member, the Asahi Shinbun Company (to	
			date)	
		Jun.2013	Outside Director, Orix Corp. (to date)	
		Jun.2015	Outside Director, Benesse Holdings, Inc. (to	
			date)	
		0	D	
			ositions as Representative	
			approved visiting Professor, International	
			Strategy, Graduate School of International	
		_	e Strategy, Hitotsubashi University	
			Director, Orix Corp.	
		Outside Director, Benesse Holdings,Inc. Outside Audit & Supervisory Board Member, the		
			inbun Company	
		Asam Sh	moun company	

No	Name (Date of Birth)	their	onal History, The title of directors and responsibilities within the Group, and outside Positions as Representative	No. of Company Shares Owned
10	Masayuki Fukuoka (Sep. 9, 1945)  Reappointment  Outside  Independent	Apr. 1973 Apr. 1980 Apr. 1992 Oct. 1997 Sep. 2002 Apr. 2011 Jun. 2011 Apr. 2016 Jun. 2016	Part-time lecturer of Meiji Gakuin University Faculty of Law Assistant Professor of Komazawa University Faculty of Law Professor of Hakuou University Faculty of Law Visiting Professor of Gifu Shotoku Gakuen University (to date) Visiting Professor of Ritsumeikan University Specially approved visiting Professor of Tohoku Fukushi University (to date) Director (to date) Honorary Professor, Hakuoh University (to date) Visiting Professor of Kenritsu Hiroshima University (to date) sitions as Representative	700
		Honorary Specially a Fukushi U	Professor, Hakuoh University, approved visiting Professor of Tohoku University, pan) Secretary General	
11	Bertrand Austruy (Sep.15, 1973)  Reappointment  Outside	Jan. 1998 Jan. 2001 Sep. 2003 Jan. 2008 May 2010 Jun. 2011 Jan. 2014 Jan. 2015 Mar.2017		<del></del>
			.A., Executive Vice President, esources and General Secretary	

No	Name (Date of Birth)	Personal History, The title of directors and their responsibilities within the Group, and Outside Positions as Representative	No. of Company Shares Owned
12	Filip Kegels (April 22, 1964)  Reappointment  Outside	Jun. 1987 Joined Danone France Dec. 2010 CEO, Danone Unimilk CIS July 2012 GM, Danone Eastern, Central and Northern Europe Jan. 2014 Vice-president, Danone Africa, Middle East and Asia Pacific Sep. 2015 Vice-president, Danone Asia-Pacific, India and Middle East and Non-executive Chairman Danone China and Japan Apr. 2016 Director, China Mengniu Dairy Co., Ltd. (to date) Jun. 2016 Director (to date) Mar.2017 Danone S.A., Regional Vice President Dairy, Asia Pacific and Middle East, and Greater China (to date)	
		Outside Positions as Representative Danone S.A., Regional Vice President Dairy, Asia Pacific and Middle East, and Greater China Director, China Mengniu Dairy Co., Ltd.	
13	Norihito Maeda (July. 24, 1962)  Reappointment	Dec.1993 Joined Yakult Kita-keihin Sales Co., Ltd.  (present Yakult Kanagawa-ken Tobu Sales Co., Ltd.)  Jun. 1995 Director of Yakult Kita-keihin Sales Co., Ltd.  Apr. 1998 President of Yakult Kita-keihin Sales Co., Ltd.  May. 1999 Joined Yakult Nagaoka Sales Co., Ltd.  (present Yakult Niigata Chuo Sales Co., Ltd.)  Nov. 2000 President of Yakult Nagaoka Sales Co., Ltd.  May. 2006 Chairman of Yakult Nagaoka Sales Co., Ltd.  Apr. 2011 President of Yakult Kanagawa-ken Tobu Sales Co., Ltd. (to date)  Jun. 2015 Director (to date)  Outside Positions as Representative President of Yakult Kanagawa-ken Tobu Sales Co., Ltd.	7,300

No	Name (Date of Birth)	Personal History, The title of directors and their responsibilities within the Group, and Outside Positions as Representative		No. of Company Shares Owned
14	Akifumi Doi	Apr. 1978	Joined Yakult Honsha	7,000
	(Nov. 3, 1953)	Apr. 2006	General Manager of Production Control	
	NT 1		Department	
	Newly-appointed	Apr. 2008	Plant manager of Kyoto Plant	
		Jun. 2011		
		Jun. 2015	Managing Executive Officer(to date)	
15	Tetsuya	Apr. 1978	Joined Yakult Honsha	5,500
	Hayashida	Apr. 2006	Assistant General Manager of	
	(Jun. 21, 1955)		Chu-Shikoku Branch(present West Japan	
			Branch) and President, then Yakult Hofu	
	Newly-appointed		Sales Co., Ltd. (present Yakult Yamaguchi	
			Sales Co., Ltd.)	
		Jun. 2007	Manager of Tokyo Branch (present	
			Metropolitan Branch)	
		Jun. 2011	Executive Officer	
		Jun. 2015	Managing Executive Officer(to date)	

(Notes) 1. Four Candidates No.9 Mr. Ryuji Yasuda, No.10 Mr. Masayuki Fukuoka, No.11 Mr. Bertrand Austruy and No.12 Mr. Filip Kegels are candidates for outside directors.

- 2. The proposal of Candidate No.9 Mr. Ryuji Yasuda as a candidate for outside director is based on the expertise in business strategy he has accumulated over the years in wide-ranging positions including those of university professor, consultant and business manager and the assessment that he can offer pertinent advice regarding the overall management of the Company which would further strengthen and enrich its management structure.
- 3. The proposal of Candidate No.10 Mr. Masayuki Fukuoka as a candidate for outside director is based on the assessment that his expertise and experience as a university professor of political science studies would enable him to offer objective views to the Company's management and subsequently lead to further reinforcement and enhancement of the management structure. While he has no experience of direct involvement in management of a company except to be an outside officer, the Company believes that he would be able to perform the duty as outside director appropriately for the above reason.
- 4. The proposal of Candidate No.11 Mr. Bertrand Austruy and No.12 Mr. Filip Kegels as candidates for outside director is based on the high rating of their abundant overseas management experience and the assessment that they can offer pertinent advice from a broad perspective regarding overall management when going forward with future business development which would lead to further strengthening of the management structure.
- 5. Candidate No.9 Mr. Ryuji Yasuda, No.10 Mr. Masayuki Fukuoka, No.11 Mr. Bertrand Austruy and No.12 Mr. Filip Kegels are currently serving as the Company's outside directors

- and their respective terms of office as of the end of this Shareholders' Meeting are 8 years for Candidate No.9 Mr. Ryuji Yasuda, 6 years for Candidate No.10 Mr. Masayuki Fukuoka, 6 years for Candidate No.11 Mr. Bertrand Austruy and 1 year for Candidate No.12 Mr. Filip Kegels.
- 6. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with each director (excluding executive director, etc.) to limit the liability for damages under Article 423, Paragraph 1 of the law. In the event the proposal of Candidate No.9 Mr. Ryuji Yasuda, No.10 Mr. Masayuki Fukuoka, No.11 Mr. Bertrand Austruy, No.12 Mr. Filip Kegels and No.13 Mr. Norihito Maeda as director position is approved, the Company intends to conclude these agreements with five candidates to limit the liability for damages again.

The overview of the contents of the Contract for Limitation of Liability is as follows:

- If a director (excluding executive director ,etc. ), by neglecting his duty, causes damage to the Company, the each director (excluding executive director ,etc. ) shall be liable to pay damages up to the minimum liability amount in accordance with Paragraph 1, Article 425 of the Companies Act, as long as the director had carried out his duty in good faith and there was no gross negligence on the part of the director.
- 7. Companies that have relationships with the Company (excluding 100% subsidiaries) and at which candidates for the position of director serve in representative positions are as follows:
  - Candidate No.2 Mr. Yoshihiro Kawabata is a representative of Hong Kong Yakult Co.,
     Ltd, and Guangzhou Yakult Co.,
     Ltd which engages in transactions for production materials with the Company on an equal basis with other overseas business offices.
  - Candidates No.13 Mr. Norihito Maeda is President of Yakult Kanagawa-ken Tobu Sales Co., Ltd., which engage in merchandise sales transactions with the Company on an equal basis with other sales companies.
- 8. Candidate No.8 Mr. Richard Hall, No.11 Mr. Bertrand Austruy and No.12 Mr. Filip Kegels serve as directors of Danone and of several Danone subsidiaries, including companies that compete with Yakult Honsha.
- 9. Candidates No.9 Mr. Ryuji Yasuda and No.10 Mr. Masayuki Fukuoka are candidates of independent director that is set by Tokyo Stock Exchange.
- 10. The Number of Company Shares Owned by the candidates for directors include the shares they hold under shareholding plans.

#### Proposal 2: Matters concerning special award to retiring representative director

Upon the conclusion of this general meeting, Mr. Sumiya Hori, Chairman and Representative Director, Chief Executive Officer will retire as Director. Mr. Sumiya Hori has served as a Director for 34 years, since he was first appointed in April, 1983. In particular, during his term of office as Representative Director for the 22 years commencing from June, 1995, he has committed himself to managing the Yakult Group and built the current operating bases of the Yakult Group.

Since being appointed as Representative Director in 1995, Mr. Sumiya Hori has been committed to building and expanding the operating bases of the Yakult Group by promoting modernization of sales companies, reorganizing production with a focus on improving safety and security through reorganization of domestic dairy product plants and bottling companies, completing construction of the new Central Institute, a world-leading research and development facility, and proactively entering overseas markets, thereby achieving sales of 38 million bottles of dairy products in 38 countries and regions around the world per day.

In light of Mr. Sumiya Hori's significant contributions to Yakult Honsha and the Yakult Group as explained above, we would like to grant to him a special award of 251 million yen to reward the contributions made during his term of office as Representative Director.

Please leave when and how to grant this special award to the discretion of the Board of Directors. A career history of Mr. Sumiya Hori is set forth below:

Name	Career history
	April 1960: Joined Yakult Honsha Co., Ltd.
	April 1983: Appointed as Director
	June 1989: Appointed as Managing Director
	June 1990: Appointed as Senior Managing Director
	June 1993: Appointed as Deputy President and Director
Sumiya Hori	June 1995: Appointed as Deputy President and Representative
	Director
	June 1996: Appointed as President and Representative Director
	June 2011: Appointed as Chairman and Representative Director,
	Chief Executive Officer, Chairman and Executive
	Officer (current position)

End