

To Our Shareholders

Nobuaki Hanafusa
Executive Director President & CEO
WATABE WEDDING CORPORATION
20 Naginataboko-cho, Karasuma-higashiiru,
Shijo-dori Shimogyo-ku, Kyoto-shi, Kyoto

NOTICE OF THE 53rd ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 53rd Annual Meeting of Shareholders will be held as specified below. You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting, you may exercise your voting rights in writing. In order to do so, please refer to the documents below, indicate your approval or disapproval for the items on the agenda using the enclosed Exercise of Voting Rights Form, and return it to the Company by 5 p.m. on Wednesday, June 28, 2017.

Notice of Meeting

1. **Date:** Thursday, June 29, 2017, at 10 a.m.
2. **Place:** Conference Room C, Sixth floor, Mielparque Kyoto
676-13, Higashi-shiokoji-cho, Nanajo-sagaru, Higashino-toin-dori, Shimogyo-ku, Kyoto-shi, Kyoto
3. **Purposes**
Items to Be Reported:
 1. Report on the contents of the business report and consolidated financial statements, and on the results of the accounting auditor and Board of Corporate Auditors' audit of the consolidated financial statements, for the 53rd fiscal year (from April 1, 2016 to March 31, 2017)
 2. Report on the contents of the non-consolidated financial statements for the 53rd fiscal year (from April 1, 2016 to March 31, 2017)**Items to Be Resolved:**
 - Proposal 1: Appropriation of Retained Earnings
 - Proposal 2: Election of Two (2) Corporate Auditors

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- If you attend, please submit the enclosed Exercise of Voting Rights Form to the receptionist at the Conference Room on the day of the meeting.
 - If voting rights are exercised through a proxy, (proxies are limited to a single shareholder with voting rights at this meeting), the said proxy is requested to submit a document proving proxy rights (a letter of proxy) as well as the Exercise of Voting Rights Form of both the delegator and the proxy to the receptionist.
 - In case of any alterations in the reference documents, business report, non-consolidated financial statements, or consolidated financial statements for the meeting, the changes will be posted on the Company's website (<http://www.watabe-wedding.co.jp/corporate/ir/stockholder/info/>).

Reference Material for the Annual Meeting of Shareholders

Proposal 1: Appropriation of Retained Earnings

The Company proposes to appropriate retained earnings as indicated below.

Year-end dividend:

Recognizing that distribution of profits to shareholders is a major business management issue, the Company's basic dividend policy is to continuously ensure stable dividends within the amount available by taking into account such factors as consolidated business performance, improvement of financial strength and business strategies.

Based on the above policy, the Company proposes to implement dividends in total consideration of factors such as being able to secure a certain level of profits in its consolidated business performance, as a result of efforts to restore performance throughout the Company.

- (1) Type of asset to be distributed as dividends
Cash
- (2) Allocation of dividends and the total amount
Five (5) yen per share of common stock; ¥49,544,745 total
- (3) Effective date for dividend distribution from retained earnings
June 30, 2017

Proposal 2: Election of Two (2) Corporate Auditors

The term of office of Mr. Kazuo Saito, Corporate Auditor and Mr. Takashi Shigematsu, Corporate Auditor will expire at the close of the Meeting. The Company proposes election of two (2) Corporate Auditors.

The Board of Corporate Auditors has agreed to this proposal.

The candidates are as follows.

Candidate number	Name (Date of birth)	Profile and primary concurrent positions	Number of the Company's shares held
1	Kazuo Saito (October 11, 1949)	<p>April 1973 Joined the Bank of Kyoto, Ltd.</p> <p>October 1999 General Manager, General Secretariat, the Bank of Kyoto, Ltd.</p> <p>June 2001 General Manager, Inspection Division, the Bank of Kyoto, Ltd.</p> <p>April 2003 General Manager, Internal Audit Division, the Bank of Kyoto, Ltd.</p> <p>June 2005 General Manager, Clerical Work Division, the Bank of Kyoto, Ltd.</p> <p>June 2007 Operating Officer and General Manager, Risk Management Division, the Bank of Kyoto, Ltd.</p> <p>June 2009 Audit & Supervisory Board Member, the Bank of Kyoto, Ltd.</p> <p>June 2011 Standing Audit & Supervisory Board Member, the Bank of Kyoto, Ltd.</p> <p>June 2013 Corporate Auditor of the Company (present)</p> <p>[Significant positions concurrently held at other companies]</p> <p>Corporate Auditor, K.K. Meguro Gajoen</p> <p>Corporate Auditor, MIELPARQUE CORPORATION</p>	4,033 shares
2	Takashi Shigematsu (October 26, 1948)	<p>July 1971 Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>July 1981 Registered as a certified public accountant</p> <p>June 1995 Senior Partner, Ernst & Young ShinNihon LLC</p> <p>June 2004 Osaka Office Manager, Ernst & Young ShinNihon LLC</p> <p>July 2007 Managing Director, Ernst & Young ShinNihon LLC</p> <p>September 2009 Founder and President, Shigematsu Certified Public Accountant Office (present)</p> <p>June 2013 Corporate Auditor of the Company (present)</p> <p>[Significant positions concurrently held at other companies]</p> <p>Outside Director , NCS&A CO., LTD.</p>	1,611 shares

- Notes:
1. Mr. Kazuo Saito is from the Bank of Kyoto, Ltd. The Company has a business relationship with the bank, including taking out of loans.
 2. Mr. Takashi Shigematsu holds no special financial interests in the Company.
 3. Messrs. Kazuo Saito and Takashi Shigematsu are candidates for Outside Corporate Auditors.
 4. The Company has notified the Tokyo Stock Exchange with regard to Mr. Takashi Shigematsu being an Independent Officer as set forth in the regulations of the Tokyo Stock Exchange, and if his reelection is approved by the Meeting, the Company intends to continue such notification.
 5. Special remarks regarding the candidates for Outside Corporate Auditors are as follows.
 - 1) Reasons for Election as Outside Corporate Auditors

Mr. Kazuo Saito has performed audits for the Company making use of his auditing experience and knowledge, which he gained while working for a bank as an audit & supervisory board member. In addition, he has actively expressed his opinion during meetings of the Company's Board of Directors and duly discharged his duties as a Corporate Auditor. On this basis, the Company has nominated Mr. Kazuo Saito as a candidate for Outside Corporate Auditor. Mr. Kazuo Saito will have served as a Corporate Auditor for four (4) years as of the close of this Annual Meeting of Shareholders. As a certified public accountant, Mr. Takashi Shigematsu has abundant experience, expert knowledge, and broad insights. In addition, he has actively expressed his opinion during meetings of the Company's Board of Directors and duly discharged his duties as a Corporate Auditor. On this basis, the Company has nominated Mr. Kazuo Saito as a candidate for Corporate Auditor. Mr. Takashi Shigematsu will have served as an Outside Corporate Auditor for four (4) years as of the close of this Annual Meeting of Shareholders.

Although Mr. Takashi Shigematsu has never been involved in any company's corporate management except as an Outside Director or an Outside Audit & Supervisory Board Member, the Company judges him capable of properly executing duties as an Outside Corporate Auditor for the above reasons.
 - 2) Agreement for limitation of liability entered into with Outside Corporate Auditors

In order to secure competent human resources as Outside Corporate Auditors, the Company's current Articles of Incorporation states that the Company may enter into an agreement with Outside Corporate Auditors to limit their liability for damages to the Company within a certain range. The Company has entered into agreements for limitation of liability with Messrs. Kazuo Saito and Takashi Shigematsu in accordance with the terms of the Articles of Incorporation, and if their reelection is approved by the Meeting, the Company intends to continue such an agreement with them.

[The outline of the agreement is as follows.]

If Outside Corporate Auditors become liable to the Company for any damage attributable to their failure of duties, their liability shall be limited to the minimum amount set forth in Article 425, paragraph 1 of the Companies Act.
 6. The number of the Company's shares held by candidates includes shares held under the officers' share ownership plan.