

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 54th ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 54th 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 27, 2018.

Notice of Meeting

1. **Date:** Thursday, June 28, 2018, 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 54th fiscal year (from April 1, 2017 to March 31, 2018)
 2. Report on the contents of the non-consolidated financial statements for the 54th fiscal year (from April 1, 2017 to March 31, 2018)**Items to Be Resolved:**
 - Proposal 1: Appropriation of Retained Earnings
 - Proposal 2: Partial Amendments to the Articles of Incorporation
 - Proposal 3: Election of Ten (10) Directors

-
- 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 improve 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; ¥49,544,390 total
- (3) Effective date for dividend distribution from retained earnings
June 29, 2018

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal
 - (1) The Company intends to describe the Company's businesses more clearly and to amend or supplement the stipulations on the business purposes of the Company and its subsidiaries.
 - (2) The Company intends to change the stipulated term of office for Directors from two (2) years to one (1) year in order to clarify Directors' managerial responsibilities and develop an organizational framework that can respond more flexibly to changes in the business climate.
 - (3) With a view to devising capital and dividend strategies more dynamically, the Company intends to empower its Board of Directors to determine how to distribute dividends from retained earnings.
 - (4) With the above amendments, some of the articles and paragraphs must be re-numbered.
2. Details of the amendments
The details of the changes are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 (Omitted)	Article 1 (Unchanged)
(Purposes)	(Purposes)
Article 2 (Omitted)	Article 2 (Unchanged)
(1)-(14) (Omitted)	(1)-(14) (Unchanged)
(15) travel industry services;	(15) travel industry services <u>as provided for in the Travel Agency Act;</u>
(16)-(17) (Omitted)	(16)-(17) (Unchanged)
(18) <u>photography</u> services;	(18) <u>photography, videography, and editing services;</u>
(19)-(21) (Omitted)	(19)-(21) (Unchanged)
(22) (Newly established)	(22) <u>advertising and advertising agency services;</u> and
(22) (Omitted)	(23) (Unchanged)
Article 3–Article 7 (Omitted)	Article 3–Article 7 (Unchanged)
(Acquisition of Its Own Shares)	(Deleted)
Article 8 <u>In accordance with Article 165, paragraph (2) of the Companies Act, the Company may, by resolution of the Board of Directors, acquire its own shares through various market transactions.</u>	
Article 9–Article 20 (Omitted)	Article 8–Article 19 (Unchanged)
(Term of Office of Directors)	(Term of Office of Directors)
Article 21 1. The term of office of a Director shall expire at the conclusion of Annual Meeting of Shareholders held with respect to the last business year ending within <u>two (2) year</u> after his or her election.	Article 20 1. The term of office of a Director shall expire at the conclusion of the Annual Meeting of Shareholders held with respect to the last business year ending within <u>one (1) year</u> after his or her election.
2. The term of office of a Director elected to <u>increase the number of Directors or to fill a vacancy due to the resignation of a Director prior to the expiration of his or her term of office shall expire when the term of office of other Directors expires.</u>	(Deleted)
Article 22–Article 34 (Omitted)	Article 21–Article 33 (Unchanged)

Current Articles of Incorporation	Proposed amendments
Chapter 6: Accounts	Chapter 6: Accounts
Article <u>35</u> (Omitted) (Newly established)	Article <u>34</u> (Unchanged)
	<u>(Body that Determines Dividends of Retained Earnings)</u>
	Article <u>35</u> Except as otherwise required by law, the Board of Directors may decide on dividends of retained earnings and other matters stipulated in Article 459-1 of the Companies Act without obtaining shareholder approval.
	<u>(Record Date of Dividend)</u>
	Article <u>36</u> 1. The Company's record date for its year-end dividend is March 31. 2. The Company's record date for its interim dividend is September 30. 3. The Company may stipulate other dividend record dates.
<u>(Dividend and Record Date)</u>	(Deleted)
Article <u>36</u> The Company may, by resolution of the Annual Meeting of Shareholders, pay dividends to the shareholders or pledges, designating March 31 of each year as the record date therefor.	
<u>(Interim Dividends and Record Date)</u>	(Deleted)
Article <u>37</u> The Company may, by resolution of the Board of Directors, pay interim dividends to the shareholders or pledges, designating September 30 of each year as the record date therefor.	
Article <u>38</u> (Omitted)	Article <u>37</u> (Unchanged)

Proposal 3: Election of Ten (10) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this meeting. In that regard, the Company will increase the number of Directors by one (1) to enhance the management system, and it proposes the election of ten (10) Directors, including four (4) Outside Directors.

The candidates are as follows.

Candidate number	Name (Date of birth)	Profile and primary concurrent positions	Number of the Company's shares held
1	Hidetoshi Watabe (October 25, 1966)	<p>April 1989 Joined DDI/Daini Denden Inc. (currently KDDI CORPORATION)</p> <p>October 1992 Joined the Company</p> <p>December 2002 Hawaii Branch President</p> <p>June 2005 Executive Officer, Sales and Planning Division Director</p> <p>June 2006 Director, Overseas Wedding Operations Division Director</p> <p>March 2008 Director, Sales Administration Manager and Destination Wedding Operations Division Director</p> <p>June 2008 President & CEO, Representative Director</p> <p>September 2013 President & CEO, Executive Officer, Representative Director</p> <p>April 2014 Chairman, Representative Director (present)</p>	31,203 shares
2	Nobuaki Hanafusa (March 2, 1955)	<p>March 1988 Joined ANA ENTERPRISES, LTD. (currently IHG ANA Hotels Group Japan LLC)</p> <p>July 2002 Director of Performance Management Department, Performance Management Division, ANA ENTERPRISES, LTD.</p> <p>February 2005 Joined Ishin Hotels Group Co., Ltd.</p> <p>October 2005 General Manager of Finance and Accounting Division, Ishin Hotels Group Co., Ltd.</p> <p>April 2006 Joined the Company</p> <p>June 2009 Executive Officer in charge of Domestic Wedding Business</p> <p>November 2010 Executive Officer, General Manager of Administration Division</p> <p>June 2012 Director, General Manager of Administration Division</p> <p>September 2013 Vice President and Representative Director, Executive Officer, General Manager of Administration Division</p> <p>April 2014 President & Representative Director, Executive Officer (present)</p>	1,303 shares
3	Hirokazu Kogishi (September 22, 1961)	<p>April 1986 Joined Recruit Co., Ltd</p> <p>June 2001 Established Management Wizard Inc. (currently Dears Brain, Inc.) Representative Director of Dears Brain Inc. (present)</p> <p>October 2015 Senior Executive Officer of the Company</p> <p>June 2016 Director and Senior Executive Officer, General Manager of Sales Marketing and Operation Division and Production Division.</p> <p>January 2018 Director and Senior Executive Officer, General Manager of Sales Marketing and Operation Division and Platform Division (present)</p> <p>[Significant positions concurrently held at other companies] Representative Director and President of Okinawa Watabe Wedding Corporation Representative Director of Dears Brain, Inc. Representative Director of PLANETWORK CO., LTD.</p>	1,792 shares
4	Yoshiaki Isaka (October 11, 1960)	<p>April 1983 Joined PALTAC CORPORATION</p> <p>August 1988 Joined Senshukai Co., Ltd.</p> <p>January 2015 Executive Officer, Deputy Division Director of Corporate Development Division and General Manager of Accounting Department of Senshukai Co., Ltd.</p> <p>August 2015 Executive Officer, Deputy Division Director of Corporate Development Division, General Manager of Corporate Development Department and Accounting Department of Senshukai Co., Ltd.</p> <p>November 2015 Executive Officer of the Company</p> <p>January 2016 Executive Officer, Division Director of General Affairs Division and General Manager of Financial Accounting Department of Senshukai Co., Ltd.</p> <p>June 2016 Director and Executive Officer, General Manager of Administration of the Company (present)</p> <p>January 2017 Executive Officer, in charge of General Affairs of Senshukai Co., Ltd.</p> <p>January 2018 Executive Officer, in charge of Finance of Senshukai Co., Ltd. (present)</p> <p>[Significant positions concurrently held at other companies] Executive Officer, Manager of Finance of Senshukai Co., Ltd.</p>	0 shares

Candidate number	Name (Date of birth)	Profile and primary concurrent positions	Number of the Company's shares held
5	Koji Yamazaki (September 21, 1954)	<p>July 1990 Joined Hilton Tokyo Bay</p> <p>September 1999 Joined Hilton Nagoya</p> <p>April 2003 Joined Green House Co., Ltd.,</p> <p>June 2005 Executive Officer of Green House Co., Ltd.</p> <p>May 2006 Adviser of Court Hotels and Resorts Co., Ltd.</p> <p>July 2006 President & Representative Director of Court Hotels and Resorts Co., Ltd.</p> <p>March 2008 President & Representative Director of Court Hotel Co., Ltd.</p> <p>November 2014 Adviser of Court Hotel Co., Ltd.</p> <p>April 2015 Adviser of MIELPARQUE CORPORATION</p> <p>May 2015 President & Representative Director of MIELPARQUE CORPORATION (present)</p> <p>June 2016 Director of the Company (present)</p> <p>[Significant positions concurrently held at other companies] President and Representative Director of MIELPARQUE CORPORATION</p>	0 shares
6	Makoto Motonakano (August 28, 1963)	<p>April 1987 Joined New Otani Enterprise, Inc.</p> <p>January 1996 Joined Tokyo Humania Enterprise Inc.</p> <p>January 2012 Transferred to JAL Hotels Company Ltd. (currently Okura Nikko Hotel Management Co., Ltd.) General Manager of Hotel Nikko Tokyo (currently Hilton Tokyo Odaiba)</p> <p>October 2015 Joined Dears Brain, Inc.</p> <p>November 2015 Temporarily assigned to K.K. Meguro Gajoen President of K.K. Meguro Gajoen</p> <p>June 2016 President of K.K. Meguro Gajoen (present)</p> <p>June 2016 Director of the Company</p> <p>May 2017 Director and Executive Officer, General Manager of Business Development Division (present)</p> <p>[Significant positions concurrently held at other companies] President of K.K. Meguro Gajoen</p>	670 shares
7	Takeshi Naito (November 14, 1962)	<p>March 1986 Joined Senshukai Co., Ltd.</p> <p>March 2008 Executive Officer of Senshukai Co., Ltd.</p> <p>January 2011 Executive Officer, General Manager of Corporate Development Division of Senshukai Co., Ltd.</p> <p>January 2013 Executive Officer, Division Director of Business Development Division of Senshukai Co., Ltd.</p> <p>January 2016 Executive Officer, General Manager of Corporate Development Division of Senshukai Co., Ltd.</p> <p>March 2016 Director and Executive Officer, General Manager of Corporate Development Division of Senshukai Co., Ltd.</p> <p>June 2016 Director of the Company (present)</p> <p>January 2017 Director and Executive Officer, in charge of Corporate Planning of Senshukai Co., Ltd. (present)</p> <p>[Significant positions concurrently held at other companies] Director and Executive Officer, in charge of Corporate Planning of Senshukai Co., Ltd.</p>	0 shares
8	Hitoshi Nakauchi (December 4, 1966)	<p>April 1989 Joined Kobe Portopia Hotel Co., Ltd.</p> <p>June 1996 Senior Managing Director and Subgeneral Manager of Kobe Portopia Hotel Co., Ltd.</p> <p>June 1997 Director & Vice President, General Manager of Kobe Portopia Hotel Co., Ltd.</p> <p>April 1999 President & Representative Director, General Manager of Kobe Portopia Hotel Co., Ltd.</p> <p>June 2004 President & Representative Director of Kobe Portopia Hotel Co., Ltd. (present)</p> <p>June 2016 Director of the Company (present)</p> <p>[Significant positions concurrently held at other companies] President & Representative Director of Kobe Portopia Hotel Co., Ltd. Director & President of Saipan Portopia Hotel Corporation Chairman & Representative Director of SHIN-EI FOODS CO., LTD. Chairman of the Committee concerning Traffic and Tourism of The Kobe Chamber of Commerce and Industry President of Konan Women's University & Konan Girl's Junior & Senior High School</p>	716 shares

Candidate number	Name (Date of birth)	Profile and primary concurrent positions	Number of the Company's shares held
*9	Asako Yano (January 21, 1968)	<p>April 1990 Joined Mercedes-Benz Japan</p> <p>September 1997 Joined The Boston Consulting Group</p> <p>March 2000 Joined Louis Vuitton Japan</p> <p>June 2002 COO of Celux Holdings Co., Ltd.</p> <p>October 2008 Founder and President of Dramatic Co., Ltd.</p> <p>May 2014 Founder and President of ten to four inc. (present)</p> <p>[Significant positions concurrently held at other companies]</p> <p>President of ten to four inc.</p> <p>Outside Director of YAOKO Co., Ltd.</p>	0 shares
*10	Masato Takahashi (April 24, 1959)	<p>April 1982 Joined Recruit Co., Ltd.</p> <p>September 2007 Joined Rakuten, Inc.</p> <p>October 2007 Executive Officer of Rakuten, Inc.</p> <p>October 2011 Managing Executive Officer of Rakuten, Inc.</p> <p>January 2017 Founder and President of MASH Plus Co., Ltd. (present)</p> <p>[Significant positions concurrently held at other companies]</p> <p>President of MASH Plus Co., Ltd.</p> <p>Outside Director of LIFULL Co., Ltd.</p>	0 shares

- Notes:
1. New candidates for Director are indicated by an asterisk (*).
 2. Mr. Hirokazu Kogishi currently serves Dears Brain, Inc. and PLANETWORK CO., LTD. as Representative Director, and Messrs. Yoshiaki Isaka and Takeshi Naito serve Senshukai Co., Ltd. as Director and Executive Officer. The Company has entered into business agreements with these companies and trades extensively with them pursuant to said agreements. Additionally, the Company competes with Dears Brain and PLANETWORK CO., LTD. in some areas.
 3. Mr. Hitoshi Nakauchi serves Kobe Portopia Hotel Co., Ltd. as President and Representative Director and Saipan Portopia Hotel Corporation as Director and President. The Company engages in business transactions with these companies and competes with them in some areas.
 4. There is no financial interest between any other candidates and the Company.
 5. Mr. Takeshi Naito, Mr. Hitoshi Nakauchi, Ms. Asako Yano, Mr. Masato Takahashi are candidates for Outside Directors. The Company has registered Mr. Hitoshi Nakauchi as an Independent Officer with the Tokyo Stock Exchange, Inc. as provided for by the aforementioned exchange. If he is elected, the Company will once again register him as an Independent Officer. Furthermore, Ms. Asako Yano and Mr. Masato Takahashi satisfy the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the exchange concerning their appointments as Independent Officers if they are elected.
 6. Special remarks regarding the candidates for Outside Directors are as follows.
 - 1) Reasons for Election as Outside Directors

Mr. Takeshi Naito was nominated pursuant to the Company's business agreement with Senshukai Co., Ltd. The Company proposes his re-election as Outside Director believing that its management will benefit from his extensive expertise in corporate strategy and that he will help the Company to cooperate with Senshukai effectively.

The Company once again proposes Mr. Hitoshi Nakauchi's election as Outside Director believing that its management will continue to benefit from the extensive experience he has developed from his long years in executive roles.

The Company proposes Ms. Asako Yano as Outside Director believing that its management will benefit from her extensive expertise in marketing and that she will actively encourage the Company to encompass diversity.

Mr. Masato Takahashi was nominated pursuant to the Company's business agreement with Senshukai Co., Ltd. The Company proposes his election as Outside Director believing that its management will benefit from his extensive expertise in e-commerce.
 - 2) Agreement for limitation of liability entered into with Outside Directors

In order to secure competent human resources as Outside Directors, the Company's current Articles of Incorporation states that the Company may enter into an agreement with Outside Directors to limit their liability for damages to the Company within a certain range. The Company has entered a liability limitation agreement with Mr. Hitoshi Nakauchi, and it will continue the agreement if he is elected. The Company will also enter into the liability limitation agreements with Ms. Asako Yano and Mr. Masato Takahashi if they are elected.

[The outline of the agreement is as follows.]

If Outside Directors 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.

- 3) Messrs. Takeshi Naito and Hitoshi Nakauchi are Outside Directors. At the close of this Annual Meeting of Shareholders, they will have served as Outside Directors for two (2) years.
7. The number of the Company's shares held by candidates includes shares held under the officers' share ownership plan.
8. Ms. Asako Yano's name as stated on her Koseki (family registry) is Asako Saito.
9. Mr. Masato Takahashi will become Outside Director of Fringe81 Co., Ltd. pending his approval at the forthcoming Annual Meeting of Shareholders of the said company (scheduled for June 27, 2018).