

June 2nd, 2016

Stock Code : 3092

To our Shareholders

6-1 Nakase 2-chome, Mihama-ku, Chiba

START TODAY CO.,LTD.

President : YUSAKU MAEZAWA

Notice of the 18th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 18th Ordinary General Meeting of Shareholders of START TODAY CO.,LTD. (hereinafter "the Company"), which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. Please review the reference materials for the General Meeting of Shareholders contained herein and exercise your voting rights in the manner described hereafter. All votes must be received by 5:00 p.m., Thursday, June 16th, 2016.

Yours sincerely

1. Date and Time 1:00 p.m., Friday, June 17th, 2016
2. Venue HOTEL NEW OTANI MAKUHARI 2nd floor, Room "Rei"
2-120-3, Hibino, Mihama-ku, Chiba 261-0021
3. Matters

: Matters to be Reported

1. Report of the Business Report, the Consolidated Financial Statements, and Auditors Reports of the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements, for the 18th Fiscal Year (from April 1st, 2015 to March 31st, 2016)
2. Report of the Non-consolidated Financial Statements for the 18th Fiscal Year (from April 1st, 2015 to March 31st, 2016)

: Matters to be Resolved

Agenda Item(1) Appropriation of surplus
Agenda Item(2) The appointment of one Auditor

End

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※For those attending, please submit the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

※Modifications to the Reference Document concerning the General Meeting of Shareholders, Business Report, Financial Statements, etc. if any, will be posted on the Company's website.  
( <http://www.starttoday.jp/irinfo.html> ) .

## Reference Materials for the General Meeting of Shareholders

### Agenda and Minutes

#### **Agenda Item 1)** Appropriation of Surplus

Based on FY2015's business performance, future business plans, inner reserve and other factors, the year-end dividend for the 18<sup>th</sup> fiscal period will be as follows:

#### Year-end dividends

- ① Assignment of dividend property to shareholders and the total amount of dividends  
Dividend per share of our company's common stock: 28 yen  
Total amount: 2,908,684,800 yen
- ② The day on which dividend of surplus comes into effect  
June 20<sup>th</sup>, 2016

## Agenda Item 2) The Appointment of One Auditor

### 1. Reasons for the proposed amendment

Junko Utsunomiya (Junko Morita, under commercial registration as well as family registration) will retire from her post at the conclusion of this General Meeting of Shareholders when her term of office will expire, therefore, it is proposed that one (1) Corporate Auditor be elected. The Board of Corporate Auditors has given its consent to this Proposal.

The following candidate has been nominated for the position

| NAME<br>(DOB)                                                                                                                              | Career Summary, Positions, Assignments,<br>and Material Concurrent Positions                                                                                                                                                                                                                                                                                                                                                                                                    | The number of<br>Company shares<br>owned |
|--------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| JUNKO UTSUNOMIYA<br><br>(JUNKO MORITA<br>under commercial<br>registration and<br>family registration)<br>( June, 21 <sup>st</sup> , 1971 ) | April, 2000 Registered as an attorney-at-law<br>Joined Nagashima Ohno& Tsunematsu Law firm<br>October,2007 Seconded to Japan Exchange Group,Inc.<br>November,2011 Established Utsunomiya Law firm<br>June,2012 Auditor of the Company (Present post)<br>April,2013 External Auditor at Solasto Corporation (Present post)<br>September,2013 External Auditor at Adventure Inc (Present post)<br>December,2015 Established UTSUNOMIYA・SHIMIZU ATTORNEYS AT LAW<br>(Present post) | —                                        |

### Notes:

1. The candidate Auditor does not have any vested interest in the Company.
2. JUNKO UTSUNOMIYA has been nominated as our External Auditor. Moreover, we have already appointed her as the Company's independent Auditor pursuant to the Tokyo Stock Exchange guidelines and submitted such appointment to the Tokyo Stock Exchange.
3. We have nominated JUNKO UTSUNOMIYA as an External Auditor based on her professional ability as a lawyer, and because she has considerable knowledge of corporate legal affairs, which is a essential skill to conduct duties.
4. JUNKO UTSUNOMIYA will be in the position of External Auditor of the Company for 4 years, starting from the closing of this general meeting of shareholders.
5. JUNKO UTSUNOMIYA neither currently serve nor have served in the past five (5) years as an executive member of our Company, our subsidiaries, or key clients.
6. JUNKO UTSUNOMIYA will not and has not for the last two (2) years received a large sum of money or other financial benefits from the Company, our subsidiaries, or key clients.
7. None of the executive members of the Company, our subsidiaries, or key clients are JUNKO UTSUNOMIYA's spouse or a family member within the third degree.
8. JUNKO UTSUNOMIYA has not served as an executive member of a company or companies to which the Company succeeded the rights and obligations within the past two (2) years pursuant to a merger or acquisition, absorption-type company split, incorporation-type company split, or assignment of business, immediately before such merger or acquisition, absorption-type company split, incorporation-type company split, or assignment of business.
9. Pursuant to Article 427 Paragraph 1 of the Companies Act, the Company has executed a liability limitation agreement with JUNKO UTSUNOMIYA, which limits their obligation to compensate for damages as stipulated in Article 423 Paragraph 1 of the Companies Act to the extent permitted by law and ordinances, insofar as there is no intent or gross negligence. In the event that she is reelected, the Company plans to continue the Liability Limitation Agreement.

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