

[This English translation is an abridged version of the original notice in Japanese. In the event of any discrepancy, the Japanese version prevails.]



November 21, 2016

Trade name: Noevir Holdings Co., Ltd.
Code Number: 4928
Representative: Takashi Okura, President and CEO
Address: 6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe

Notice of Convocation of the 6th General Meeting of Shareholders

Dear Shareholder,

Thank you for your continued support for Noevir Holdings.

You are cordially invited to attend the 6th Annual General Meeting of Shareholders as detailed below.

If you are unable to attend on the day of the meeting, you will be able to exercise your vote by letter or Internet.

Please read the following reference documents for the General Meeting of Shareholders and exercise your vote by 5:30 p.m. on December 6, 2016 (Tuesday).

Thank you for your attention.

- 1. Time and date:** December 7, 2016 (Wednesday) at 10:00 a.m.
2. Location: Headquarters, 6-13-1 Minatojima-Nakamachi, Chuo-ku, Kobe
3. Agenda
- Reports**
Business report for the 6th business year (October 1, 2015 to September 30, 2016), consolidated financial statements, other financial report documents, and audit report on consolidated financial statements by the accounting auditor and Board of Corporate Auditors.
- Matters for resolution**
Proposal Appointment of Seven Directors

Please note that the Company does not distribute gifts at the General Meeting of Shareholders.

1. If you are going to attend the meeting, please bring the enclosed voting form with you and present it at the reception.
2. Internet disclosure
Among the attached convocation notice documents, item "7. System for Ensuring Appropriate Business Operations" in the business report, the "Notes to the Consolidated Financial Statements" in the consolidated financial statements, and "Notes to the Non-Consolidated Financial Statements" in the non-consolidated financial statements will be posted on the Company website under "General Meeting of Shareholders Information" in accordance with the provision of laws and regulations and Article 19 of the Company's Articles of Incorporation. They are therefore not included in this convocation notice.

General Meeting of Shareholders Information (Japanese Only)

<http://www.noevirholdings.co.jp/ir/shareholder/index.htm>

3. In the event of an amendment to the business report, the consolidated financial statements, the non-consolidated financial statements, or the reference documents for the General Meeting of Shareholders, the amended content will be posted on the Company website.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Items

Proposal Appointment of Seven Directors

All of the directors (seven) will reach the end of their appointments at the close of this General Meeting of Shareholders.

We therefore request the election of seven directors.

The director candidates are as follows.

| Candidate number | Name (Date of birth) | Career history, position, offices held, and important concurrent positions held | Number of the Company's shares held |
|---|-------------------------------------|--|--|
| 1 | Hiroshi Okura (August 9, 1936) | <p>April 1964 Founded J.H. Okura & Co., Ltd.</p> <p>June 1971 J.H. Okura & Co., Ltd. transformed into limited liability company Representative Director & Representative Director and President</p> <p>May 1978 Company name changed to Noevir Co., Ltd. Representative Director, President and CEO</p> <p>September 2009 Chairman and Representative Director</p> <p>March 2011 Retired as Representative Director Chairman and Representative Director of Noevir Holdings Co., Ltd. (current)</p> | 6,438,000 shares |
| <p>Reason for Selection as Director Candidate Mr. Hiroshi Okura was selected as a candidate for director because as the founder of the Company, he has contributed to the development of the entire Group and has abundant experience and advanced insights into management.</p> | | | |
| 2 | Takashi Okura (January 16, 1964) | <p>September 1990 Joined Noevir Co., Ltd.</p> <p>December 1993 Director, Assistant General Manager of Sales Division, Head of International Affairs</p> <p>February 1998 Managing Director, Manager of Management Strategy Department, Head of Sales Division 1 and Head of Sales Division 4</p> <p>December 2001 Representative Director, Vice President and COO</p> <p>September 2009 President and CEO</p> <p>March 2011 Retired as President and CEO President and CEO of Noevir Holdings Co., Ltd. (current) (Important Concurrent Positions Held) CEO of Noevir Holding of America, Inc.</p> | 3,699,000 shares |
| <p>Reason for Selection as Director Candidate Mr. Takashi Okura was selected as a candidate for director because he has been involved with the Group's management since its foundation and has played a central role in expanding the overall Group's earnings as president and CEO.</p> | | | |

| Candidate number | Name (Date of birth) | Career history, position, offices held, and important concurrent positions held | Number of the Company's shares held | |
|---|------------------------------------|--|---|------------------|
| 3 | Ikkou Yoshida (June 10, 1957) | January 1982 | Joined Noevir Co., Ltd. | 2,800 shares |
| | | December 2007 | Director, General Manager of Management Strategy Department, Head of the Public & Investor Relations Department | |
| | | December 2008 | Director, General Manager of Management Strategy Department | |
| | | December 2009 | Director and Senior Executive Officer, General Manager of Management Strategy Department | |
| | | March 2011 | Retired as Director Director and Senior Executive Officer, General Manager of Management Strategy Department, Noevir Holdings Co., Ltd. | |
| | | December 2013 | Director and Senior Executive Officer, General Manager of Management Strategy Department, General Manager of Public & Investor Relations Department | |
| | | December 2014 | Director, Management Strategy and Public & Investor Relations (current) | |
| <p>Reason for Selection as Director Candidate Mr. Ikkou Yoshida was selected as a candidate for director because he has abundant experience and knowledge regarding management in general having serviced as Chief Officer of Management Strategy for the overall Group.</p> | | | | |
| 4 | Yasuo Kaiden (November 4, 1955) | July 1978 | Joined Noevir Co., Ltd. | 29,000 shares |
| | | December 1994 | Director, Assistant General Manager of Sales Division, Head of Chubu Region | |
| | | December 2009 | Director and Senior Executive Officer, General Manager of Manufacturing and Logistics, Head of Management Information Systems | |
| | | March 2011 | President and Representative Director (current) Director of Noevir Holding Co., Ltd. (current) (Important Concurrent Positions Held) President and Representative Director of Noevir Co., Ltd. | |
| <p>Reason for Selection as Director Candidate Mr. Yasuo Kaiden was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as representative director and president of one of the Company's main subsidiaries.</p> | | | | |

| Candidate number | Name (Date of birth) | Career history, position, offices held, and important concurrent positions held | Number of the Company's shares held |
|---|-------------------------------------|--|--|
| 5 | Masataka Nakano (April 18, 1952) | <p>June 1978 Joined Noevir Co., Ltd.</p> <p>October 1995 Representative Director and President, of NOV Co., Ltd.</p> <p>June 2000 Representative Director and President of SANA Co., Ltd.</p> <p>September 2004 Director and Vice President of Tokiwa Pharmaceutical Co., Ltd.</p> <p>February 2010 President and Representative Director (current)</p> <p>March 2011 Director of Noevir Holdings Co., Ltd. (current) (Important Concurrent Positions Held) President and Representative Director of Tokiwa Pharmaceutical Co., Ltd.</p> | 7,000 shares |
| <p>Reason for Selection as Director Candidate</p> <p>Mr. Masataka Nakano was selected as a candidate for director because of his abundant experience and knowledge of management in general, having served as representative director and president of one of the Company's main subsidiaries.</p> | | | |

| Candidate number | Name (Date of birth) | Career history, position, offices held, and important concurrent positions held | Number of the Company's shares held |
|---|----------------------------------|---|--|
| 6 | Sanae Tanaka (July 15, 1962) | April 1989 Registered as an attorney | 0 shares |
| | | September 1991 Opened Sanae Tanaka Law Office (current) | |
| 6 | Sanae Tanaka (July 15, 1962) | April 2007 Vice chairperson of TV Asahi Corporation Program Assessment Council (current) | 0 shares |
| | | March 2011 Outside Director of Noevir Holdings Co., Ltd. (current) | |
| | | March 2015 Outside director of PILOT CORPORATION (current) | |
| | | May 2015 Outside director of Shochiku Co., Ltd. (current) | |
| | | June 2015 Outside director of Kintetsu World Express, Inc. (current) (Important Concurrent Positions Held) Representative of Sanae Tanaka Law Office Outside director of PILOT CORPORATION Outside director of Shochiku Co., Ltd. Outside director of Kintetsu World Express, Inc. | |
| Reason for Selection as Outside Director Candidate Ms. Sanae Tanaka was selected as a candidate for outside director because she has expert knowledge as an attorney and an outside director at other companies and contributes beneficial opinions at the Company's Board of Directors meetings. | | | |
| 7 | Yukino Kikuma (March 5, 1972) | April 1995 Joined Fuji Television Network, Inc. | 0 shares |
| | | December 2011 Registered as an attorney Joined MATSUO & KOSUGI Law Office (current) | |
| | | December 2014 Outside Director (current) | |
| Reason for Selection as Outside Director Candidate Ms. Yukino Kikuma was selected as a candidate for outside director because she has expert knowledge as a attorney and a person involved in the mass media, and offers beneficial opinions at the Company's Board of Directors' meetings. | | | |

(Notes)

- None of the candidates has a special interest relationship with the Company.
- Mr. Hiroshi Okura and Mr. Takashi Okura are parent companies, etc. under the provisions of Article 2, item 4-2 of the Companies Act.
- Ms. Sanae Tanaka and Ms. Yukino Kikuma are candidates for outside directors. The company has identified them as independent directors as provided by Tokyo Stock Exchange, Inc. If their appointment is approved, the Company plans to continue treating them as independent directors.
Ms. Sanae Tanaka's length of service as an outside director at the end of this General Meeting of Shareholders will be five years and nine months.
Ms. Yukino Kikuma's length of service as an outside director at the end of this General Meeting of Shareholders will be two years.
- Liability limitation agreements with outside directors
The Company has concluded liability limitation agreements with Ms. Sanae Tanaka and Ms. Yukino Kikuma, limiting their liability for damages under Article 423 paragraph 1 of the Companies Act to the total provided in Article 425 paragraph 1 of the same act, in cases where they have acted in good faith and without gross negligence. If their appointment is approved, the Company intends to continue these agreements with them.