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(Stock Exchange Code 6059)
June 13, 2016

To Shareholders with Voting Rights:

Fumiharu Uchiyama
President and Representative Director
UCHIYAMA HOLDINGS Co., Ltd.
10-10, 2-chome, Kumamoto, Kokurakita-ku,
Kitakyushu, Fukuoka, Japan

**NOTICE OF
THE 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We would like to express our sincerest condolences to the victims of the 2016 Kumamoto Earthquake in April of this year and hope for their earliest recovery. We would also like to express our gratitude to our shareholders and other related parties for their thoughtfulness to the Company in relation to the earthquake.

You are cordially invited to attend the 10th Annual General Meeting of Shareholders of UCHIYAMA HOLDINGS Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 28, 2016, Japan time.

- 1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. Japan time
- 2. Place:** Banquet hall KISSHO on the fourth floor, STATION HOTEL KOKURA located at 1-1, 1-chome, Asano, Kokurakita-ku, Kitakyushu, Fukuoka, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 10th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 10th Fiscal Year (April 1, 2015 - March 31, 2016)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of 1 Corporate Auditor

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ In accordance with laws and regulations as well as Article 15 of the Articles of Incorporation of the Company, the following items are posted on the Company's website (<http://www.uchiyama-gr.jp>) and are therefore not included in the Attached Documents to this notice of convocation.
 - 1) "Items regarding Stock Acquisition Rights of the Company, etc." in the Business Report
 - 2) The "Consolidated Statements of Changes in Net Assets"
 - 3) The "Notes to the Consolidated Financial Statements"
 - 4) The "Non-Consolidated Statements of Changes in Net Assets"
 - 5) The "Notes to the Non-consolidated Financial Statements"Accordingly, the Consolidated Financial Statements and the Non-consolidated Financial Statements described in the Attached Documents to this notice of convocation are part of the documents which have been audited by Accounting Auditor and Corporate Auditor when it prepared the Accounting Auditor's Report and the Audit Report, respectively.
- ◎ Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.uchiyama-gr.jp>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Considering the enhancement of management structure and future business development and others, as well as internal reserve, the Company proposes to pay the following as the year-end dividend for the fiscal year 2015:

- (1) Type of dividend assets
Cash
- (2) Appropriation of dividend property to shareholders and total amount
¥5 per share of common stock, for a total of 99,830,620 yen
- (3) Effective date of distribution of surplus
June 30, 2016

Proposal 2: Partial Amendments to the Articles of Incorporation

- (1) Reason for proposal
 - 1) To prepare for future business expansion, the Company proposes adding business objectives to Article 2 (Objectives) of the current Articles of Incorporation.
 - 2) Community-based Outpatient Caretaking was established on April 1, 2016, and as small-scale outpatient caretaking businesses (scheduled for use by 18 or fewer persons) have transitioned to community-based services designated and supervised by cities, towns, and villages, the Company proposes to add business objectives.
 - 3) The Company proposes amendments such as wording, revisions, and other requisite amendments.

(2) Detail of the amendments

The Company proposes the following amendments to the current Articles of Incorporation (underlined sections indicate changes).

Current Articles of Incorporation	Proposed Amendments
<p>Article 1 (Omitted)</p> <p>(Objectives)</p> <p>Article 2 (Omitted)</p> <p>(1) – (2) (Omitted)</p> <p>(3). In-Home Long-Term Care Support Business under the Long-Term Care Insurance Act Community-Based Service and Community-Based Preventive Long-Term Care Business under the Long-Term Care Insurance Act</p> <p><u>1) Home-Visit at Night for Long-Term Care</u></p> <p><u>2) Outpatient Long-Term Care for a Dementia Patient and Preventive Long-Term Care for a Dementia Outpatient</u></p> <p><u>3) Multifunctional Long-Term Care in a Small Group Home and Multifunctional Preventive Long-Term Care in a Small Group Home</u></p> <p><u>4) Communal Daily Long-Term Care for a Dementia Patient and Preventive Long-Term Care for a Dementia Patient in Communal Living</u></p> <p><u>5) Daily Life Long-Term Care for a Person Admitted to a Community-Based Specified Facility</u></p> <p><u>6) Other business related to the above items</u> (Newly established)</p> <p><u>(4) – (21)</u> (Omitted)</p> <p>Article 3 – Article 49 (Omitted)</p>	<p>Article 1 (Unchanged)</p> <p>(Objectives)</p> <p>Article 2 (Unchanged)</p> <p>(1) – (2) (Unchanged)</p> <p>(3). In-Home Long-Term Care Support Business under the Long-Term Care Insurance Act</p> <p>(4). Community-Based Service and Community-Based Preventive Long-Term Care Business under the Long-Term Care Insurance Act (Removed)</p> <p><u>1) Outpatient Long-Term Care for a Dementia Patient and Preventive Long-Term Care for a Dementia Outpatient</u></p> <p><u>2) Multifunctional Long-Term Care in a Small Group Home and Multifunctional Preventive Long-Term Care in a Small Group Home</u></p> <p><u>3) Communal Daily Long-Term Care for a Dementia Patient and Preventive Long-Term Care for a Dementia Patient in Communal Living</u> (Removed)</p> <p><u>4) Other business related to the above items</u></p> <p><u>(5). Community-Based Service Business under the Long-Term Care Insurance Act</u></p> <p><u>1) Periodic patrol and patrol as necessary home-visit long-term care and nursing</u></p> <p><u>2) Home-Visit at Night for Long-Term Care</u></p> <p><u>3) Daily Life Long-Term Care for a Person Admitted to a Community-Based Specified Facility</u></p> <p><u>4) Community-Based Outpatient Caretaking</u></p> <p><u>5) Other business related to the above items</u></p> <p><u>(6) – (23)</u> (Omitted)</p> <p>Article 3 – Article 49 (Unchanged)</p>

Proposal 3: Election of 1 Corporate Auditor

The term of office of Corporate Auditor Shinichiro Kishimoto will expire at the conclusion of this General Meeting. Accordingly, the election of 1 Corporate Auditor is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate is as follows.

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Shinichiro Kishimoto (June 16, 1975)	October 2001 Joined Asahi & Co. (currently KPMG AZSA LLC)	2,559
	June 2005 Registered as Certified Public Accountant	
	April 2006 Joined Adachi Mitsuzo Certified Public Accountant Office	
	January 2007 Established Kishimoto Certified Public Accountant Office (current position)	
	June 2012 Corporate Auditor of the Company (current position) (to present)	

(Notes)

1. There are no special interests between the candidate for Corporate Auditor and the Company.
2. Mr. Shinichiro Kishimoto is a candidate for Outside Corporate Auditor.
3. Mr. Shinichiro Kishimoto was selected as a candidate for Outside Corporate Auditor as he has insight and experience as a certified public accountant and has been involved in corporate accounting operations for many years. Although he does not have experience in direct involvement in corporate management, the Company has judged that he can adequately fulfill the duties of Outside Corporate Auditor of the Company, and he was thus selected as a candidate.
4. The term of office of Mr. Shinichiro Kishimoto as Outside Corporate Auditor of the Company will be 4 years at the conclusion of this General Meeting.
5. The number of shares of the Company held by the candidate for Corporate Auditor is the effective number of shares held, which includes shares held individually under the Uchiyama Holdings Officer Shareholding Association.
6. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Mr. Shinichiro Kishimoto to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. If the reappointment of Mr. Shinichiro Kishimoto is approved, the Company plans to continue with this agreement.