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(Stock Exchange Code 6059)
June 8, 2018

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 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 12th 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 Monday, June 25, 2018, Japan time.

- 1. Date and Time:** Tuesday, June 26, 2018 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 12th Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 12th Fiscal Year (April 1, 2017 - March 31, 2018)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of 10 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

- ◎ 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) "Company's Systems and Policies" in the Business Report
 - 3) The "Consolidated Statements of Changes in Net Assets"
 - 4) The "Notes to the Consolidated Financial Statements"
 - 5) The "Non-Consolidated Statements of Changes in Net Assets"
 - 6) The "Notes to the Non-consolidated Financial Statements"Accordingly, the Business Report, 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 the Audit and Supervisory Committee during the preparation of 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 2017:

- (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 96,655,120 yen
- (3) Effective date of distribution of surplus
June 27, 2018

Proposal 2: Partial Amendments to the Articles of Incorporation

- (1) Reason for proposal

In line with the revision of the Long-Term Care Insurance Act, the Company proposes making 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. (Omitted)</p> <p>(1) (Omitted)</p> <p>(2). The following in-home service and preventive long-term care businesses pursuant to the Long-Term Care Insurance Act</p> <p>1) <u>Home-visit for long-term care and home-visit for preventive care</u></p> <p>2) – 3) (Omitted)</p> <p>4) <u>Outpatient long-term care and outpatient care for preventive care</u></p> <p>5) – 9) (Omitted)</p> <p>(3) – (4) (Omitted)</p> <p>(5). Community-Based Service Business under the Long-Term Care Insurance Act</p> <p>1) – 4) (Omitted)</p> <p style="padding-left: 40px;">(Newly established)</p> <p>5) (Omitted)</p> <p>(6). Preventive care and comprehensive daily lifestyle support businesses pursuant to the Long-Term Care Insurance Act</p> <p style="padding-left: 40px;">(Newly established)</p> <p style="padding-left: 40px;">(Newly established)</p> <p>(7) – (26) (Omitted)</p> <p>2 – 5 (Omitted)</p> <p>Article 3 – Article 45 (Omitted)</p>	<p>Article 1 (Unchanged)</p> <p>(Objectives)</p> <p>Article 2 (Unchanged)</p> <p>1. (Unchanged)</p> <p>(1) (Unchanged)</p> <p>(2). The following in-home service and preventive long-term care businesses pursuant to the Long-Term Care Insurance Act</p> <p>1) <u>Home-visit for long-term care</u></p> <p>2) – 3) (Unchanged)</p> <p>4) <u>Outpatient long-term care</u></p> <p>5) – 9) (Unchanged)</p> <p>(3) – (4) (Unchanged)</p> <p>(5). Community-Based Service Business under the Long-Term Care Insurance Act</p> <p>1) – 4) (Unchanged)</p> <p>5) <u>Community-based home-visit for long-term care</u></p> <p>6) (Unchanged)</p> <p>(6). Preventive care and comprehensive daily lifestyle support businesses pursuant to the Long-Term Care Insurance Act</p> <p>1) <u>Outpatient care business as defined in Item 1</u></p> <p>2) <u>Home-visit care business as defined in Item 1</u></p> <p>(7) – (26) (Unchanged)</p> <p>2 – 5 (Unchanged)</p> <p>Article 3 – Article 45 (Unchanged)</p>

Proposal 3: Election of 10 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 10 Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the appointment of 10 Directors who are not Audit and Supervisory Committee Members.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Fumiharu Uchiyama (April 12, 1941)	<p>June 1971 President and Representative Director of Uchiyama Building Co., Ltd.</p> <p>October 1984 President and Representative Director of Uchiyama Urbest Co., Ltd.</p> <p>October 1984 Director of Bonheure Corporation</p> <p>March 1987 President and Representative Director of House Twenty-two Co., Ltd.</p> <p>February 1998 Director of Kouno LLC.</p> <p>December 2004 President and Representative Director of Sawayaka Club Co., Ltd. (current position)</p> <p>October 2006 President and Representative Director of the Company (current position)</p> <p>November 2009 President and Representative Director of Sawayaka Amanogawa Co., Ltd. (currently Sawayaka Club Co., Ltd.) (to present)</p> <p>[Significant concurrent positions] President and Representative Director of Sawayaka Club Co., Ltd.</p>	2,217,320
<p>[Reason for nomination as a candidate for Director] As a founder, the candidate has been engaged in the management of the Group for many years since its foundation and built the foundation of the present Group. The Company has determined that, for the Group to achieve further growth and development, the role to be performed by his leadership and wealth of experience would be significant, and has thus made him again a candidate for Director.</p>			
2	Shinichi Ikushima (October 6, 1949)	<p>November 1995 Joined Uchiyama Building Co., Ltd.</p> <p>April 1997 Corporate Auditor of AMENITY Co., Ltd.</p> <p>October 1998 Director of Uchiyama Building Co., Ltd.</p> <p>December 2004 Director of Sawayaka Club Co., Ltd.</p> <p>November 2005 President and Representative Director of Bonheure Corporation</p> <p>October 2006 Senior Managing Director of the Company (current position)</p> <p>April 2011 Chairman and Representative Director of Bonheure Corporation (current position) (to present)</p> <p>[Significant concurrent positions] Chairman and Representative Director of Bonheure Corporation</p>	64,132
<p>[Reason for nomination as a candidate for Director] The candidate has a wealth of work experience and insight in the fields of finance and accounting. The Company has determined that he would continue to appropriately execute duties as a Director of the Company, based on these experiences and insight regarding overall management, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
3	Yoshiaki Takemura (August 23, 1963)	<p>January 1989 Joined Uchiyama Building Co., Ltd. May 1991 Corporate Auditor of AMENITY Co., Ltd. October 1995 Director of ZEN Corporation Co., Ltd. June 1996 President and Representative Director of AMENITY Co., Ltd. October 1998 Director of Uchiyama Building Co., Ltd. December 2004 Senior Managing Director of Sawayaka Club Co., Ltd. (current position) October 2006 Senior Managing Director of the Company (current position) November 2009 Senior Managing Director of Sawayaka Amanogawa Co., Ltd. (currently Sawayaka Club Co., Ltd.) (to present)</p> <p>[Significant concurrent positions] Senior Managing Director of Sawayaka Club Co., Ltd.</p>	64,132
<p>[Reason for nomination as a candidate for Director] The candidate has been engaged in the corporate management for many years as a head of the Nursing Care Business, one of the Group's principal segments. In addition, with a wealth of experience in Real Estate Business, he has achievements in the respective fields. The Company has determined that he would be able to continue supervising the Company's managerial decision-making and business execution appropriately, and has thus made him again a candidate for Director.</p>			
4	Shigemi Utano (June 28, 1965)	<p>September 1990 Joined Uchiyama Building Co., Ltd. June 1994 Director of AMENITY Co., Ltd. October 1995 Director of ZEN Corporation Co., Ltd. January 1998 Director of Uchiyama Building Co., Ltd. November 2005 Senior Managing Director of Bonheure Corporation October 2006 Senior Managing Director of the Company (current position) April 2011 President and Representative Director of Bonheure Corporation (current position) (to present)</p> <p>[Significant concurrent positions] President and Representative Director of Bonheure Corporation</p>	64,632
<p>[Reason for nomination as a candidate for Director] The candidate serves as President and Representative Director of Bonheure Corporation, one of the principal business companies of the Group. He has been engaged in the Real Estate Business, Karaoke Business and Restaurant Business for many years, and has experience and achievements in these fields. The Company has determined that he would continue to execute duties as a Director of the Company appropriately, based on these experiences and insight regarding overall management, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
5	Takehiro Yamamoto (January 30, 1971)	<p>July 1994 Joined Saito LLC</p> <p>March 2002 Director of NOA LLC</p> <p>March 2002 Director of Kouno LLC.</p> <p>March 2002 Director of ZEN Corporation Co., Ltd.</p> <p>February 2004 Corporate Auditor of Uchiyama Building Co., Ltd.</p> <p>November 2005 Senior Managing Director of Bonheure Corporation (current position)</p> <p>October 2006 Senior Managing Director of the Company</p> <p>March 2008 Senior Managing Director and General Manager of Corporate Planning Office of the Company (current position)</p> <p>June 2010 Senior Managing Director of Sawayaka Club Co., Ltd. (current position) (to present)</p> <p>[Significant concurrent positions] Senior Managing Director of Bonheure Corporation Senior Managing Director of Sawayaka Club Co., Ltd.</p>	18,132
<p>[Reason for nomination as a candidate for Director]</p> <p>As a head of the corporate planning division, the candidate has been engaged mainly in promoting IPO and medium-term management plan as well as IR. Based on his wealth of experience and achievements, the Company has determined that he is an appropriate person for Director of the Company for enhancing the Group's corporate value, and has thus made him again a candidate for Director.</p>			
6	Nobuyuki Yoshioka (January 2, 1956)	<p>March 2002 Office Manager of Social Welfare Corporation Sawayaka</p> <p>October 2006 Director of the Company (current position)</p> <p>March 2007 Director of Sawayaka Club Co., Ltd. (current position) (to present)</p> <p>[Significant concurrent positions] Director of Sawayaka Club Co., Ltd.</p>	26,071
<p>[Reason for nomination as a candidate for Director]</p> <p>The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. As he is a certified Long-Term Care Support Specialist and has a wealth of work experience and professional knowledge in the field of long-term care, the Company has determined that he would continue to appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
7	Kenji Kawamura (August 30, 1961)	August 2003 Joined Kouno LLC. June 2005 Director of Sawayaka Club Co., Ltd. (current position) October 2006 Director of the Company (current position) (to present) [Significant concurrent positions] Director of Sawayaka Club Co., Ltd.	17,371
<p>[Reason for nomination as a candidate for Director] The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. In addition, he has a wealth of working experience at medical institutions, along with broad knowledge and expertise covering both fields of long-term care and medical care. Drawing on these experiences and achievements, the Company has determined that he would continue to appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.</p>			
8	Koji Futamura (January 15, 1976)	May 1996 Joined Bonheure Corporation March 2002 Director of NOA LLC March 2002 Director of Kouno LLC. March 2002 Director of ZEN Corporation Co., Ltd. November 2005 Managing Director of Bonheure Corporation June 2010 Director of the Company (current position) April 2011 Senior Managing Director of Bonheure Corporation (current position) (to present) [Significant concurrent positions] Senior Managing Director of Bonheure Corporation	33,729
<p>[Reason for nomination as a candidate for Director] The candidate has been engaged in the Karaoke Business and Restaurant Business, the Group's principal segments, for many years. He is well-versed in the store operation of karaoke and restaurant, and has a wealth of experience and achievements. The Company has determined that he would continue to appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
9	Itsuo Yada (February 12, 1940)	February 1964 Joined Kokurakita Welfare Office, Kitakyushu City Office March 2000 Joined Incorporated Foundation Kitakyushu Water and Sewerage Association June 2008 Corporate Auditor of the Company June 2014 Director of the Company (current position) (to present)	1,371
[Reason for nomination as a candidate for Outside Director] The candidate has a wealth of experience at the Kitakyushu City Office and is particularly well-versed in welfare administration at the Kokurakita Welfare Office, and the Company has determined that his personality and views will allow him to appropriately execute duties, and proposes his election as Outside Director. Furthermore, although he has not been involved in corporate management outside of roles as Outside Officer in the past, due to the above reasons, the Company has determined that he would appropriately execute duties as an Outside Director, and has thus made him again a candidate.			
10	Eiichi Kamio (August 25, 1933)	April 1971 Established Kamio CPA firm (currently Kamio and Partners) (current position) July 1979 Representative member of Fukuoka Office of Dai-ichi Audit Firm July 1992 Director of The Japanese Institute of Certified Public Accountants April 2000 Representative member and Director of Century Ota Showa & Co. (currently Ernst & Young ShinNihon LLC) November 2000 Adviser of Century Ota Showa & Co. (currently Ernst & Young ShinNihon LLC) April 2001 Member of Audit Committee, Kitakyushu City May 2009 Corporate Auditor of KYOKUTO Co., Ltd. (current position) June 2015 Director of the Company (current position) (to present) [Significant concurrent positions] Corporate Auditor of KYOKUTO Co., Ltd.	8,000
[Reason for nomination as a candidate for Outside Director] The candidate has past experience as a Representative member of a major auditing company as a certified public accountant, and has a high level of views and experiences. And as he has been involved in practice of corporate accounting for many years, the Company has determined him to be appropriate as an Outside Director, and has thus made him again a candidate.			

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. Messrs. Itsuo Yada and Eiichi Kamio are candidates for Outside Director. Furthermore, the Company has designated both of them as Independent Directors as stipulated by the Tokyo Stock Exchange, and has submitted them to the aforementioned Exchange.
3. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Messrs. Itsuo Yada and Eiichi Kamio to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the amount set forth by laws and regulations. If this proposal is approved at this General Meeting, the Company plans to continue with these agreements with Messrs. Itsuo Yada and Eiichi Kamio.
4. Messrs. Itsuo Yada and Eiichi Kamio are currently Outside Directors of the Company. The terms of office of Messrs. Itsuo Yada and Eiichi Kamio as Outside Directors will be 4 years and 3 years, respectively, at the close of this General Meeting.
5. The number of shares of the Company held by candidates for Director is the effective number of shares held, which includes shares held individually under the Uchiyama Holdings Officer Shareholding Association.