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Stock code: 4343
April 27, 2018

AEON Fantasy Co., Ltd.
1-5-1, Nakase, Mihama-ku, Chiba-shi, Chiba
President and Representative Director: Nao Kataoka

To the Shareholders of AEON Fantasy Co., Ltd.:

Notice of the 22nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 22nd Ordinary General Meeting of Shareholders of AEON Fantasy Co., Ltd. (the “Company”), to be held as described below:

For those who will be attending the meeting in person, we request that you submit the enclosed Form for Exercising Voting Rights to a receptionist at the meeting venue. Those who are unable to attend may vote in writing. Please indicate your approval or disapproval for the agenda items on the enclosed Form for Exercising Voting Rights and return the form to the Company so that it arrives no later than 6:00 p.m. on Monday, May 14, 2018, after reviewing the enclosed Reference Documents for the General Meeting of Shareholders.

1. Date and Time: Tuesday, May 15, 2018; 10:00 a.m.

2. Place: Banquet Hall “Iris,” 3rd floor, Tokyo Bay Ariake Washington Hotel
3-7-11, Ariake, Koto-ku, Tokyo
(Reception will open at 9:00 a.m.)

3. Objectives of Meeting

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the 22nd fiscal year (from March 1, 2017 to February 28, 2018) and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and Audit & Supervisory Board
 2. Nonconsolidated Financial Statements for the 22nd fiscal year (from March 1, 2017 to February 28, 2018)

Matters to be resolved:

- Agenda Item 1: Partial amendments to the Articles of Incorporation
Agenda Item 2: Election of nine (9) Directors
Agenda Item 3: Election of one (1) Audit & Supervisory Board Member

Reference Documents for the General Meeting of Shareholders

Agenda Item 1: Partial amendments to the Articles of Incorporation

1. Reason for proposal of amendments

In order to prepare for the Company’s future business development, business purposes are to be added to Article 2 (Purpose) of the current Articles of Incorporation and other necessary changes are to be made.

2. Details of amendments

The details of amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
Articles 2 (Purpose)	Articles 2 (Purpose)
The purpose of the Company shall be to engage in the following business activities:	(Unchanged)
1-2 (Omitted)	1-2 (Unchanged)
3 Business related to the planning, manufacture, sales, import and export, and distribution of toys, beverages, foodstuffs such as bread and confectionery, apparel, daily consumer goods, clothing accessories, folk crafts, character goods (objects printed with images of characters, animals, etc., with <u>personal</u> names and characteristics), and prizes for amusement devices.	3 Business related to the planning, manufacture, sales, import and export, and distribution of toys, beverages, foodstuffs such as bread and confectionery, apparel, daily consumer goods, <u>electrical appliances, furniture, cosmetics,</u> clothing accessories, folk crafts, character goods (objects printed with images of characters, animals, etc., with <u>individualistic</u> names and characteristics), and prizes for amusement devices.
4-9 (Omitted)	4-9 (Unchanged)
10 <u>Management of ticket offices, tutorial schools, restaurants, movie theaters, theaters, sports facilities, cultural centers, daycares, photo studios, and amusement facilities including karaoke studios and billiard halls</u>	10 <u>Management of amusement facilities including ticket offices, movie theaters, theaters, sports facilities, karaoke studios, billiard halls, and mahjong parlors</u>

(Newly established)

11 Management of tutorial schools, restaurants,
cultural centers, daycares, photo studios,
public bathhouses, beauty salons, and
relaxation salons

11-19 (Omitted)

12-20 (Unchanged)

Agenda Item 2: Election of nine (9) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect nine (9) Directors.

The candidates for Directors are as follows:

1. Nobuyuki Fujiwara

Reelection

Date of birth	Aug. 20, 1968	Number of the Company's shares owned: 4,100 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>May 2004 Joined the Company</p> <p>Jan. 2012 Director and Senior General Manager, AEON Fantasy (Beijing) Co., Ltd. (currently known as AEON Fantasy (China) Co., Ltd.)</p> <p>Jan. 2013 President and Senior General Manager, AEON Fantasy (Beijing) Co., Ltd.</p> <p>Jan. 2014 President, AEON Fantasy (China) Co., Ltd.</p> <p>Sep. 2015 Chief of China Business, the Company (present post)</p> <p>May 2017 Director, the Company (present post)</p>	
Reasons for selection as a candidate for Director	Nobuyuki Fujiwara has been involved in the area of overseas business for many years, and has promoted efforts to realize growth strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize the growth strategies, and further contribute to improving corporate value.	
Conflicts of interest	No conflict of interest exists between the Company and Nobuyuki Fujiwara.	

2. Satoru Nitta

Reelection

Date of birth	Jan. 5, 1959	Number of the Company's shares owned: 2,500 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>Mar. 1981 Joined Hokuriku Jusco Co., Ltd. (currently known as AEON CO., LTD.)</p> <p>May 2010 General Manager of Accounting Support Operation Department, AEON Integrated Business Service Co., Ltd.</p> <p>May 2011 Senior General Manager of Financial Affairs Department, the Company</p> <p>Apr. 2012 Senior General Manager of Financial Affairs & Management Department, the Company</p> <p>May 2012 Director, the Company</p> <p>May 2013 Managing Director in charge of Management Control and Officer of Risk Management, the Company (present post)</p> <p>Mar. 2017 General Auditor, AEON Fantasy (China) Co., Ltd. (present post)</p> <p>Apr. 2017 Director, AEON FANTASY GROUP PHILIPPINES, INC. (present post)</p> <p>Apr. 2017 General Auditor, PT. AEON FANTASY INDONESIA (present post)</p> <p>Jul. 2017 General Auditor, AEON FANTASY VIETNAM CO., LTD. (present post)</p> <p>(Significant concurrent positions)</p> <p>General Auditor, AEON Fantasy (China) Co., Ltd.</p> <p>Director, AEON FANTASY GROUP PHILIPPINES, INC.</p> <p>General Auditor, PT. AEON FANTASY INDONESIA</p> <p>General Auditor, AEON FANTASY VIETNAM CO., LTD.</p>	
Reasons for selection as a candidate for Director	Satoru Nitta has been involved in the areas of finance, bookkeeping, and accounting for many years, and currently he is executing operations in such areas as finance and accounting, internal control, and risk management. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for financial growth and further contribute to improving corporate value.	
Conflicts of interest	No conflict of interest exists between the Company and Satoru Nitta.	

3. Tokuya Fujiwara

Reelection

Date of birth	Jun. 5, 1970	Number of the Company's shares owned: 500 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>Mar. 2000 Joined the Company</p> <p>Mar. 2008 Chief Manager of Machines Group, Merchandising Department, the Company</p> <p>Mar. 2009 Chief Manager of Medal Games Group, Merchandising Department, the Company</p> <p>Dec. 2010 Acting Senior General Manager of Merchandising Department, the Company</p> <p>Sep. 2011 Senior General Manager of Merchandising Department, the Company</p> <p>Mar. 2013 Senior General Manager of Merchandising Development Department, the Company</p> <p>May 2013 Director, the Company</p> <p>Mar. 2017 In charge of Global Merchandising and New Business Control, the Company (present post)</p> <p>May 2017 Managing Director, the Company (present post)</p>	
Reasons for selection as a candidate for Director	Tokuya Fujiwara has been involved in the area of merchandising for many years, and he has promoted efforts to realize merchandising strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth and further contribute to improving corporate value.	
Conflicts of interest	No conflict of interest exists between the Company and Tokuya Fujiwara.	

4. Yoshihiro Tamura

Reelection

Date of birth	May 5, 1968	Number of the Company's shares owned: 5,200 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>Dec. 1993 Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)</p> <p>Mar. 2008 Chief Manager of Keihin (Prize) Group, Merchandising Department, the Company</p> <p>Mar. 2009 Chief Manager of Prize Group, Merchandising Department, the Company</p> <p>Feb. 2011 Senior General Manager of West Japan Business Department, the Company</p> <p>Apr. 2012 Senior General Manager of West Japan Store Operations Department, the Company</p> <p>May 2012 Director, the Company (present post)</p> <p>Dec. 2013 Senior General Manager of West Japan Store Operations and New Business Development Department, the Company</p> <p>May 2014 In charge of Store Operations Control, and Senior General Manager of New Business Development Department, the Company</p> <p>Sep. 2014 In charge of Store Operations Control, the Company</p> <p>May 2015 Senior General Manager of West Japan Store Operations Department, the Company</p> <p>Sep. 2015 Senior General Manager of Sales Planning Department, the Company</p> <p>May 2016 In charge of Store Operations Control, the Company</p> <p>May 2017 Senior General Manager of Business Development Department, the Company (present post)</p>	
Reasons for selection as a candidate for Director	<p>Yoshihiro Tamura has been involved in the areas such as merchandising and store operations for many years. Currently as Senior General Manager of Business Development Department, he has been promoting efforts to realize growth strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth and further contribute to improving corporate value.</p>	
Conflicts of interest	No conflict of interest exists between the Company and Yoshihiro Tamura.	

5. Shigeru Kajita

Reelection

Date of birth	Oct. 25, 1958	Number of the Company's shares owned: 1,000 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>Nov. 1981 Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)</p> <p>Mar. 2007 Senior General Manager of Administration Department, Talbots Japan Co., Ltd.</p> <p>Mar. 2008 Executive Officer, Talbots China Co., Ltd.</p> <p>May 2009 Chief Manager of Personnel Group, the Company</p> <p>Apr. 2012 Senior General Manager of Personnel & General Affairs Department, and Officer of Risk Management, the Company</p> <p>May 2013 Director, the Company (present post)</p> <p>May 2013 Senior General Manager of Global Business Development Department, the Company</p> <p>Sep. 2014 Chief of ASEAN Business, the Company</p> <p>Mar. 2016 Senior General Manager of West Japan Store Operations Department, the Company</p> <p>May 2017 In charge of Store Operations Control, the Company (present post)</p>	
Reasons for selection as a candidate for Director	<p>Shigeru Kajita has been involved in the areas of personnel and general affairs, and overseas business for many years, and currently while in charge of business in Japan, he has been promoting efforts to realize growth strategies. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth and further contribute to improving corporate value.</p>	
Conflicts of interest	<p>No conflict of interest exists between the Company and Shigeru Kajita.</p>	

6. Kyoko Takano

Reelection

Date of birth	Nov. 2, 1963	Number of the Company's shares owned: 1,020 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Feb. 2002 Joined the Company Mar. 2014 General Manager of Personnel Group, Personnel & General Affairs Department, the Company May 2014 Director, the Company (present post) May 2015 Senior General Manager of Personnel & General Affairs Department, the Company Mar. 2018 Senior General Manager of Personnel Department, the Company (present post)	
Reasons for selection as a candidate for Director	Kyoko Takano has been involved in the areas of personnel, and she has promoted efforts to realize personnel strategies. The Company proposes her as a candidate for reelection as Director as it deems she will apply her abundant experience and knowledge gained up until now to realize personnel strategies, promote diversity and further contribute to improving corporate value.	
Conflicts of interest	No conflict of interest exists between the Company and Kyoko Takano.	

7. Wataru Koiwa

Reelection

Date of birth	Mar. 7, 1977	Number of the Company's shares owned: – shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>Mar. 2003 Joined the Company</p> <p>Feb. 2012 General Manager of Store Format Development Group, the Company</p> <p>May 2013 Acting Senior General Manager of Global Business Development Department, the Company</p> <p>Aug. 2014 Acting Senior General Manager of New Business Development Department, the Company</p> <p>Mar. 2016 Chief of ASEAN Business and General Manager of Indoor Playground Business, the Company (present post)</p> <p>Apr. 2016 Director, AEON Fantasy (Thailand) Co., Ltd. (present post)</p> <p>Apr. 2016 Director, PT. AEON FANTASY INDONESIA (present post)</p> <p>Apr. 2016 Director, AEON FANTASY GROUP PHILIPPINES, INC. (present post)</p> <p>Jun. 2016 Director and Chairman, AEON FANTASY (MALAYSIA) SDN. BHD. (present post)</p> <p>May 2017 Director, the Company (present post)</p> <p>(Significant concurrent positions)</p> <p>Director and Chairman, AEON FANTASY (MALAYSIA) SDN. BHD.</p> <p>Director, AEON Fantasy (Thailand) Co., Ltd.</p> <p>Director, PT. AEON FANTASY INDONESIA</p> <p>Director, AEON FANTASY GROUP PHILIPPINES, INC.</p>	
Reasons for selection as a candidate for Director	<p>Wataru Koiwa has been involved in the area of business development for many years, and has promoted efforts to realize growth strategies. Currently he serves as the chief of the ASEAN Business and is executing operations related to the Indoor Playground Business in Japan and overseas. The Company proposes him as a candidate for reelection as Director as it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for business growth and further contribute to improving corporate value.</p>	
Conflicts of interest	<p>No conflict of interest exists between the Company and Wataru Koiwa.</p>	

8. Kazuko Ohya

Reelection	Candidate for Outside Director	Candidate for Independent Officer	Number of years served as Outside Director: 5 years
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Date of birth	Sep. 5, 1950	Number of the Company's shares owned: – shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>Apr. 1973 Joined Shiseido Company, Limited</p> <p>Jun. 2001 Corporate Officer, Shiseido Company, Limited</p> <p>Jun. 2007 Full-time Audit & Supervisory Board Member, Shiseido Company, Limited</p> <p>Jun. 2010 Outside Auditor, Tokyo Electric Power Company, Incorporated</p> <p>May 2011 Chairman, Shiseido Social Welfare Foundation (present post)</p> <p>Jun. 2011 Advisor, Shiseido Company, Limited</p> <p>Dec. 2011 External Statutory Auditor, MTI Ltd. (present post)</p> <p>May 2013 Outside Director, the Company (present post)</p> <p>Jul. 2013 Outside Director, Asahi Mutual Life Insurance Company (present post)</p> <p>Jun. 2015 Outside Corporate Auditor, MIRAIT Corporation (present post)</p> <p>Oct. 2015 General Auditor, Japan Aerospace Exploration Agency (present post)</p> <p>(Significant concurrent positions)</p> <p>Chairman, Shiseido Social Welfare Foundation</p> <p>Outside Director, Asahi Mutual Life Insurance Company</p> <p>External Statutory Auditor, MTI Ltd.</p> <p>Outside Corporate Auditor, MIRAIT Corporation</p> <p>General Auditor, Japan Aerospace Exploration Agency</p>	
Reasons for selection as a candidate for Outside Director	<p>Kazuko Ohya has been applying her abundant experience in global company management, which includes serving as a senior manager and audit & supervisory board member in a company that operates business in countries around the world, and her extensive knowledge to proactively offer her opinions and advice on important matters related to the management of the Company in deliberations by the Board of Directors. Accordingly, the Company proposes her as a candidate for reelection as Outside Director as it deems it would be most appropriate to continue receiving her supervision relating to the management of the Company.</p>	
Conflicts of interest	<p>No conflict of interest exists between the Company and Kazuko Ohya.</p>	

9. Akira Kokaze

Reelection	Candidate for Outside Director	Candidate for Independent Officer	Number of years served as Outside Director: 1 year
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Date of birth	Sep. 12, 1954	Number of the Company's shares owned: – shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	<p>Apr. 1979 Joined National Police Agency</p> <p>Jul. 1985 District Director of Suma Tax Office, National Tax Agency JAPAN</p> <p>Feb. 1990 First Secretary, Embassy of Japan in Germany</p> <p>Jun. 1998 General Manager of General Affairs and Planning Division, Tohoku Bureau of International Trade and Industry, Ministry of International Trade and Industry (currently known as Tohoku Bureau of Economy, Trade and Industry, Ministry of Economy, Trade and Industry)</p> <p>Aug. 2007 Chief, Ibaraki Prefectural Police Headquarters</p> <p>Oct. 2011 Director-General, Kyusyu Regional Police Bureau</p> <p>Oct. 2012 Special Advisor, Japan Securities Dealers Association</p> <p>May 2015 Director, International Kendo Federation (present post)</p> <p>Jul. 2015 Executive Board Member, Japanese Olympic Committee (present post)</p> <p>Nov. 2016 Advisor, Meiji Yasuda Life Insurance Company (present post)</p> <p>May 2017 Outside Director, the Company (present post)</p> <p>Jun. 2017 Auditor, All Japan Kendo Federation (present post)</p> <p>Sep. 2017 Director, The Japan Sports Arbitration Agency (present post)</p> <p>(Significant concurrent positions)</p> <p>Director, International Kendo Federation</p> <p>Executive Board Member, Japanese Olympic Committee</p> <p>Advisor, Meiji Yasuda Life Insurance Company</p> <p>Auditor, All Japan Kendo Federation</p> <p>Director, The Japan Sports Arbitration Agency</p>	
Reasons for selection as a candidate for Outside Director	<p>Although Akira Kokaze has not been directly involved in company management, he possesses abundant experience and extensive knowledge gained primarily while serving in important positions in the Police Agency and being seconded to other government agencies over many years. Accordingly, the Company proposes him as a candidate for reelection as Outside Director as it deems it would be most appropriate to receive his opinions and advice on important matters related to the management of the Company, risk management and compliance, and receive his supervision relating to the management of the Company.</p>	
Conflicts of interest	No conflict of interest exists between the Company and Akira Kokaze.	

- (Note 1) The Company has notified the Tokyo Stock Exchange of the election of Kazuko Ohya and Akira Kokaze, as Independent Officer pursuant to Regulations of the Tokyo Stock Exchange. If their reelections are approved, the Company plans to maintain their positions as Independent Officer.
- (Note 2) The Company has entered into an agreement with Kazuko Ohya and Akira Kokaze that limits the liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent stipulated by laws and regulations, provided that candidates have performed their duties in good faith and without gross negligence. If their reelections are approved, the Company will continue the said agreement with them.
- (Note 3) Number of years served as Outside Director is the number of years as of the end of this General Meeting of Shareholders.
- (Note 4) The information in “Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company” above includes the respective candidate’s positions and responsibilities at the Company’s parent company AEON CO., LTD., or at AEON CO., LTD’s subsidiaries held concurrently at present or during the past five years while serving as a business executive at the Company.

Agenda Item 3: Election of one (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Masahiko Hirano will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect one (1) Audit & Supervisory Board Member. The term of office shall be the remaining term of the predecessor. This agenda has been approved by the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows:

1. Katsuhiko Ito

New election

Date of birth	Dec. 24, 1960	Number of the Company's shares owned: – shares
Career summary, position in the Company, and significant concurrent positions outside the Company	Apr. 1983	Joined Jusco Co., Ltd. (currently known as AEON CO., LTD.)
	Nov. 2000	Store Manager of Tsukuba Store, Jusco Co., Ltd.
	Feb. 2003	Store Manager of Imaichi Store, Jusco Co., Ltd.
	Mar. 2005	Seconded to Laura Ashley Japan Co., Ltd.
	Apr. 2008	Director, Laura Ashley Japan Co., Ltd.
	May 2011	Fujian PT Leader, AEON CO., LTD.
	Oct. 2011	Seconded to AEON Stores (Hong Kong) Co., Ltd. and Fujian PT Leader
	Nov. 2013	Seconded to Guangdong JUSCO Teem Stores Co., Ltd. (currently known as Guangdong Aeon Teem Co., Ltd.)
	May 2014	Director and Senior General Manager of Management Department, Talbots Japan Co., Ltd.
	Apr. 2016	General Manager of Business Alliance Department, Mega Sports Co., LTD.
Apr. 2017	Assistant to the Officer of Services & Specialty Store Business, AEON CO., LTD. (present post)	
Reasons for selection as a candidate for Outside Audit & Supervisory Board Member	Katsuhiko Ito has been involved in business of Aeon Group in Japan and overseas for many years, and he has promoted efforts to realize growth strategies. The Company proposes him as a candidate for election as Audit & Supervisory Board Member as it expects him to apply his abundant experience and broad insight gained up until now to provide supervision of overall management and valuable advice.	
Conflicts of interest	No conflict of interest exists between the Company and Katsuhiko Ito.	

(Note) The information in “Career summary, position in the Company, and significant concurrent positions outside the Company” above includes the respective candidate’s positions and responsibilities at the Company’s parent company AEON CO., LTD., or at AEON CO., LTD’s subsidiaries held concurrently at present or during the past five years while serving as a business executive at the Company.