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Stock code: 4343 May 6, 2016

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 20th Ordinary General Meeting of Shareholders

First and foremost, we at Aeon Fantasy Co., Ltd. would like to offer our deepest sympathy to all those who have suffered hardship from the 2016 Kumamoto Earthquake and hope for a speedy recovery of the affected region.

You are cordially invited to attend the 20th 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 each of the agenda items on the enclosed Form for Exercising Voting Rights and cast your vote by 6:00 p.m. on Friday, May 20, 2016 after reviewing the enclosed Reference Documents for the General Meeting of Shareholders.

- **1. Date and Time**: Monday, May 23, 2016; 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

20th fiscal year (from March 1, 2015 to February 29, 2016) and Reports of Audit on the Consolidated Financial Statements by

Financial Auditor and Audit & Supervisory Board

2. Nonconsolidated Financial Statements for the 20th fiscal year (from March 1, 2015 to February 29, 2016)

Matters to be resolved:

Agenda Item 1: Election of ten (10) Directors

Agenda Item 2: Election of four (4) Audit & Supervisory Board Members

Reference Documents for the General Meeting of Shareholders

Agenda Item 1: Election of ten (10) 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 ten (10) Directors.

The candidates for Directors are as follows:

1. Nao Kataoka

Reelection

Date of birth	Dec. 7, 1972	Number of the Company's shares owned: 5,344 shares
Career summary,	Apr. 1995	Joined Jusco Co., Ltd. (currently known as Aeon Co., Ltd.)
position and areas of responsibility in the	Mar. 2004	Chief Manager of Promotion and Marketing Group, the Company
Company, and	Apr. 2006	Acting Senior General Manager of Pop'n Park Business Department, the Company
significant	May 2008	Director, the Company
concurrent positions outside the Company	Mar. 2009	Senior General Manager of Merchandising Department, the Company
rando and campung	Mar. 2010	Senior General Manager of Merchandising Department and General Manager of Creative Education Business Department, the Company
	Dec. 2010	Senior General Manager of International Business Department, the Company
	May 2012	Managing Director, Senior General Manager of International Business Department, the Company
	Mar. 2013	President and Representative Director, the Company (present post)
Reasons for selection as a candidate for Director	realize strateg as Director as	office as President and Representative Director of the Company in 2013, Nao Kataoka has led efforts to gies for business expansion in Japan and overseas. The Company proposes him as a candidate for reelection it deems that he will demonstrate his leadership, backed up his abundant experience in merchandising and nesses and his broad insight, and will further contribute to realizing strategies for continued growth and reporate value.
Conflicts of interest	No conflict of	f interest exists between the Company and Nao Kataoka.

2. Katsumi Hayashi

Reelection

Date of birth	Feb. 20, 1952	Number of the Company's shares owned: 4,100 shares
Career summary,	Mar. 1974	Joined Jusco Co., Ltd. (currently known as Aeon Co., Ltd.)
position and areas of responsibility in the	Mar. 1999	General Manager of Tohoku Development Department, SC Development Division, Jusco Co., Ltd.
Company, and significant	Mar. 2004	General Manager of West Japan Development Department, Business Development Division, Aeon Co., Ltd.
concurrent positions outside the Company	Mar. 2009	Acting Senior General Manager of Business Development Department, the Company
outside the Company	May 2009	Director, Senior General Manager of Business Development Department, the Company
	May 2011	Managing Director, Senior General Manager of Business Development Department, the Company
	May 2012	Senior Managing Director, Senior General Manager of Business Development Department, the Company (present post)
Reasons for selection as a candidate for Director	a candidate for candidate for reelection as Director as it deems that he will apply his abundant experience and knowledge gained up unt	
Conflicts of interest	No conflict of interest exists between the Company and Katsumi Hayashi.	

3. Satoru Nitta

Reelection

Date of birth	Jan. 5, 1959	Number of the Company's shares owned: 2,200 shares
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	May 2010 General Manager of Accounting Support Operation Department, AEON Integrated Business Service Co., Ltd. May 2011 Senior General Manager of Financial Affairs Department, the Company Apr. 2012 Senior General Manager of Financial Affairs & Management Department, the Company May 2012 Director, Senior General Manager of Financial Affairs & Management Department, the Company May 2013 Managing Director in charge of Management Control and Officer of Risk Management, the Company (present post) 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	
Reasons for selection as a candidate for Director		
Conflicts of interest	No conflict of interest exists between the Company and Satoru Nitta.	

4. Yoshihiro Tamura

Reelection

Date of birth	May 5, 196	Number of the Company's shares owned: 5,200 shares
Career summary,	Dec. 1993	Joined Jusco Co., Ltd. (currently known as Aeon Co., Ltd.)
position and areas of responsibility in the	Mar. 2008	Chief Manager of Keihin (Prize) Group, Merchandising Department, the Company
Company, and	Mar. 2009	Chief Manager of Prize Group, Merchandising Department, the Company
significant	Feb. 2011	Senior General Manager of West Japan Business Department, the Company
concurrent positions outside the Company	Apr. 2012	Senior General Manager of West Japan Store Operations Department, the Company
outside the company	May 2012	Director, the Company (present post)
	Dec. 2013	Senior General Manager of West Japan Store Operations and New Business Development Department, the Company
	May 2014	• •
	Sep. 2014	In charge of Store Operations Control, the Company
	May 2015	Senior General Manager of West Japan Store Operations, the Company
	Sep. 2015	Senior General Manager of Sales Planning Department, the Company (present post)
Reasons for selection as a candidate for Director	promoted e reelection a	amura has been involved in the areas of merchandising and store operations for many years, and he has forts to realize growth strategies in business in Japan. The Company proposes him as a candidate for s Director as it deems he will apply his abundant experience and knowledge gained up until now to realize r business growth and further contribute to improving corporate value.
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	Nov. 1981 Mar. 2007 Mar. 2008 May 2009 Apr. 2012	Joined Jusco Co., Ltd. (currently known as Aeon Co., Ltd.) Senior General Manager of Administration Department, Talbots Japan Co., Ltd. Executive Officer, Talbots China Co., Ltd. Chief Manager of Personnel Group, the Company Senior General Manager of Personnel & General Affairs Department, and Officer of Risk Management, the Company
	May 2013 May 2013 Sep. 2014 Mar. 2016	Director, the Company (present post) Senior General Manager of Global Business Development Department, the Company Chief of ASEAN Business, the Company Senior General Manager of West Japan Store Operations, the Company (present post)
Reasons for selection currently he is executing operations related to business in Japan. The Company propose		has been involved in the areas of personnel and general affairs, and overseas business for many years, and executing operations related to business in Japan. The Company proposes him as a candidate for reelection it deems he will apply his abundant experience and knowledge gained up until now to realize strategies for thand further contribute to improving corporate value.
Conflicts of interest	Conflicts of interest No conflict of interest exists between the Company and Shigeru Kajita.	

6. Tokuya Fujiwara

Reelection

Date of birth	Jun. 5, 1970	Number of the Company's shares owned: 100 shares	
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Mar. 2000 Mar. 2008 Mar. 2009 Dec. 2010 Sep. 2011 Mar. 2013	Chief Manager of Machines Group, Merchandising Department, the Company Chief Manager of Medal Games Group, Merchandising Department, the Company Acting Senior General Manager of Merchandising Department, the Company Senior General Manager of Merchandising Department, the Company	
	May 2013 Director, the Company (present post)		
Reasons for selection as a candidate for Director	s a candidate for his abundant experience and knowledge gained up until now to realize strategies for business growth and further		
Conflicts of interest	No conflict of interest exists between the Company and Tokuya Fujiwara.		

7. Kyoko Takano

Reelection

Date of birth	Nov. 2, 1963	Number of the Company's shares owned: 920 shares	
Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	May 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 (present post)		
Reasons for selection as a candidate for Director	Kyoko Takano has been involved in the areas of personnel and general affairs, and she has promoted efforts to realize personnel and general affairs 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 and general affairs strategies, promote diversity and further contribute to improving corporate value.		
Conflicts of interest	No conflict of interest exists between the Company and Kyoko Takano.		

8. Kazuhide Kamitani

Reelection

Date of birth	Jun. 2	29, 1956	Number of the Company's shares owned: - shares	
Career summary,	areas of Aug 1984		Joined Jusco Co., Ltd. (currently known as Aeon Co., Ltd.)	
position and areas of responsibility in the			Joined Nihon Credit Service Co., Ltd. (currently known as AEON Financial Service Co., Ltd.)	
Company, and	Jul.	1990	Representative Director, President, AEON CREDIT SERVICE (ASIA) CO., LTD.	
significant concurrent positions	May	2008	Representative Director, President, AEON CREDIT SERVICE CO., LTD. (currently known as AEON Financial Service Co., Ltd.)	
outside the Company	Mar.	2013	Vice President, Co-CEO, Financial Services Business, E-Money Business Officer, Aeon Co., Ltd.	
	Mar.	2014	Vice President, CEO, Service and Specialty Stores Business, Aeon Co., Ltd.	
	May	2014	Representative Director, President, GFOOT CO, LTD.	
	May	2014	Director, AEON DELIGHT CO., LTD. (present post)	
	May	2015	Director, the Company (present post)	
	May	2015	Director, Taka: Q Co., Ltd. (present post)	
	May	2015	Chairman and Representative Director, Reform Studio Co., Ltd. (present post)	
	May	2015	Chairman and Representative Director, Mega Sports Co., Ltd. (present post)	
			(Significant concurrent positions)	
			Director, AEON DELIGHT CO., LTD.	
			Director, Taka: Q Co., Ltd.	
			Chairman and Representative Director, Reform Studio Co., Ltd.	
			Chairman and Representative Director, Mega Sports Co., Ltd.	
		Japan and overseas and his extensive knowledge to proactively offer his opinions and advice on important		
as a candidate for Director	propo	ses him	d to the management of the Company in deliberations by the Board of Directors. Accordingly, the Company as a candidate for reelection as Director as it deems it would be most appropriate to continue receiving his	
Conflicto of interest			ions and advice relating to the management of the Company.	
Conflicts of interest	INO CO	No conflict of interest exists between the Company and Kazuhide Kamitani.		

9. Kazuko Ohya

Daglastian	Candidate for			
Reelection	Outside Director	Independent Officer	Outside Director:	3 years

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

10. Nobuo Hitomi

New election	Candidate for	Candidate for	
New election	Outside Director	Independent Officer	

Date of birth	Aug. 27, 194	9 Number of the Company's shares owned: 1,700 shares
Career summary,	Apr. 1972	Joined National Police Agency
position and areas of responsibility in the	Apr. 1992	General Manager, Nara Prefectural Police Headquarters
Company, and	Jan. 2002	Deputy Superintendent-General, Metropolitan Police Department
significant	Aug. 2003	Chief of Traffic Bureau, National Police Agency
concurrent positions outside the Company	Oct. 2004	Senior Counselor, Aeon Co., Ltd.
	May 2005	Auditor, AEON Techno Service Co., Ltd. (currently known as AEON DELIGHT CO., LTD.)
	May 2005	Auditor, AEON CREDIT SERVICE CO., LTD.
	May 2011	Outside Audit & Supervisory Board Member, the Company (present post)
	May 2014	Outside Audit & Supervisory Board Member, CFS Corporation
	May 2015	Outside Corporate Auditor, Welcia Holdings Co., Ltd. (present post)
		(Significant concurrent position)
		Outside Corporate Auditor, Welcia Holdings Co., Ltd.
Reasons for selection as a candidate for Outside Director	a candidate for management of the Company in deliberations by the Board of Directors, and his supervision relating to the manageme	
Conflicts of interest	No conflict o	of interest exists between the Company and Nobuo Hitomi.

- (Note 1) The Company has notified the Tokyo Stock Exchange of the election of Kazuko Ohya and Nobuo Hitomi, 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 agreements with Kazuko Ohya and Nobuo Hitomi that limit the liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent stipulated by laws and regulations, provided that the candidates have performed their duties in good faith and without gross negligence. If their reelections are approved, the Company will continue to conclude the said agreements 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 above rows of "Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company" include positions and responsibilities imposed on the candidates when they serve as one of business executives either at Aeon Co., Ltd., the Company's parent company, or

at its subsidiaries for present and the past five years.

(Note 5) Nobuo Hitomi is currently an Outside Audit & Supervisory Board Member of the Company, however, his term of office as an Audit & Supervisory Board Member will have been five years as of the end of this Ordinary General Meeting of Shareholders.

Agenda Item 2: Election of four (4) Audit & Supervisory Board Members

The terms of office of all four (4) Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect four (4) Audit & Supervisory Board Members.

The consent of the Audit & Supervisory Board has been obtained for this agenda item.

No conflict of interest exists between the Company and Yuzo Fujiwara.

The candidates for Audit & Supervisory Board Members are as follows:

1. Yuzo Fujiw	ara			Reelection	Candidate for Outside Audit & Supervisory Board Member	Number of years served as Outside Audit & Supervisory Board Member: 2	years
Date of birth	Aug.	16, 1953	3		Number of	the Company's shares owned: - shares	
Career summary, position in the Company, and significant concurrent positions outside the Company	Mar.	1978	Joined Jo	usco Co., Ltd. (c	urrently known as Aeon Co., Ltd	l.)	
	Mar.	1999	General	Manager of Busi	iness Department No. 2, Megama	art Division, Jusco Co., Ltd.	
	Sep.	2005	General	Manager of AEC	ON Mall Ota, AEON Mall Co., L	td.	
	Mar.	2008	General Manager of Minami Kanto Sales Department, SC Sales Division, AEON Mall Co., Ltd.				
	Sep.	2009		Manager of Mar Mall Co., Ltd.	keting Support Department, Chu	bu & Kinki Business Department, Sales Divi	ision,
	May	2010	Director	, General Manag	er of Chubu & Kinki Business D	Department, Sales Division, AEON Mall Co.,	Ltd.
	Apr.	2012	Director, Ltd.	, General Manag	er of New Business Managemen	t Department, Sales Division, AEON Mall Co	0.,
	May	2014	Standing	g Audit & Superv	risory Board Member, the Compa	any (present post)	
Reasons for selection as a candidate for Outside Audit & Supervisory Board Member	Yuzo Fujiwara has been involved in company management in Aeon Co., Ltd. and AEON Mall Co., Ltd. over many years. The Company proposes him as a candidate for reelection as Outside Audit & Supervisory Board Member as it expects him to apply his abundant experience and broad insight to provide supervision of overall management and valuable advice.						

2. Nobuo Nakano	Reelection
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Conflicts of interest

Date of birth	Jun. 2, 1953	Number of the Company's shares owned: - shares	
Career summary, position in the Company, and significant concurrent positions outside the Company	Jan. 1990 Nov. 2011 May 2013	Joined Jusco Co., Ltd. (currently known as Aeon Co., Ltd.) General Manager of Legal Department, Aeon Co., Ltd. (present post) Audit & Supervisory Board Member, the Company (present post)	
Reasons for selection as a candidate for Audit & Supervisory Board Member	Nobuo Nakano has been involved in the Legal Department of Aeon Co., Ltd. over many years. The Company proposes him as a candidate for reelection as Audit & Supervisory Board Member as it expects him to apply his abundant experience in the Legal Department and broad insight to provide supervision of overall management and valuable advice.		
Conflicts of interest	No conflict of interest exists between the Company and Nobuo Nakano.		

3. Masahiko Hirano

New election

Date of birth	Jan. 4, 1962	Number of the Company's shares owned: - shares	
Career summary, position in the Company, and significant concurrent positions outside the Company	Mar. 1986	Joined Jusco Co., Ltd. (currently known as Aeon Co., Ltd.)	
	Oct. 2003	General Manager of Administration Department, AEON Taiwan Co., Ltd.	
	May 2008	Manager of Accounting Department, Aeon Co., Ltd.	
	Apr. 2012	Senior General Manager of Financial Department, AEON China Co., Ltd.	
	Feb. 2015	Manager of Affiliated Company Administration Department, Aeon Co., Ltd. (present post)	
	May 2015	Audit & Supervisory Board Member, COX CO., LTD. (present post)	
Reasons for selection as a candidate for Audit & Supervisory Board Member	Masahiko Hirano has been involved in financial and accounting departments over many years in subsidiaries and affiliates of Aeon Group in Japan and overseas. The Company proposes him as a candidate for election as Audit & Supervisory Board Member as it expects him to apply his abundant experience in financial and accounting departments and broad insight to provide supervision of overall management and valuable advice.		
Conflicts of interest	No conflict of interest exists between the Company and Masahiko Hirano.		

4. Shigeji Sugimoto

New election	Candidate for Outside Audit &	Candidate for
New election	Supervisory Board Member	Independent Officer

Date of birth	Jul. 1, 1951	Number of the Company's shares owned: - shares	
Career summary,	Apr. 1974	Joined Tohmatsu Awoki & Co. (currently known as Deloitte Touche Tohmatsu LLC)	
position in the Company, and	Apr. 1978	Registered as a certified public accountant	
significant	Jul. 1989	Partner, Tohmatsu Awoki & Sanwa	
concurrent positions	Dec. 2015	Resigned from Deloitte Touche Tohmatsu LLC	
outside the Company	Jan. 2016	Established Shigeji Sugimoto Certified Public Accountant Office	
Reasons for selection as a candidate for Outside Audit & Supervisory Board Member	Shigeji Sugimoto has been involved in accounting audit work over many years as a certified public accountant at an audit corporation. The Company proposes him as a candidate for election as Outside Audit & Supervisory Board Member as it expects him to apply his abundant experience in accounting audits and broad insight to provide supervision of overall management and valuable advice. Although he has never been involved in corporate management, the Company has judged that he can perform his duties as Outside Audit & Supervisory Board Member appropriately for the above-mentioned reasons.		
Conflicts of interest	No conflict of interest exists between the Company and Shigeji Sugimoto.		

- (Note 1) If the election of Shigeji Sugimoto is approved, the Company plans to notify the Tokyo Stock Exchange of the election of his position as Independent Officer pursuant to Regulations of the Tokyo Stock Exchange.
- (Note 2) If the election of Shigeji Sugimoto is approved, the Company will enter into an agreement with him that limit the liability for damages under Article 423, paragraph 1 of the Companies Act, to the extent stipulated by laws and regulations, provided that he has performed his duties in good faith and without gross negligence.
- (Note 3) Number of years served as Outside Audit & Supervisory Board Member is the number of years as of the end of this General Meeting of Shareholders.
- (Note 4) The above rows of "Career summary, position in the Company, and significant concurrent positions outside the Company" include positions imposed on the candidates when they serve as one of business executives either at Aeon Co., Ltd., the Company's parent company, or at its subsidiaries for present and the past five years.