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Securities Code: 7649

May 1, 2020

Dear Shareholders,

Hirokazu Sugiura, Representative Director & Chairman

Sugi Holdings Co., Ltd.

1-8-4, Mikawaanjo-cho, Anjo City, Aichi Prefecture, Japan

NOTICE OF THE 38th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 38th Ordinary General Meeting of Shareholders (the “Meeting”) of Sugi Holdings Co., Ltd. (the “Company”). The Meeting will be held as described below.

If you are unable to attend on the day of the Meeting, you can exercise your voting rights either by using the Voting Rights Exercise Form or via the Internet. You are therefore requested to review the Reference Documents for the Meeting and exercise your voting rights by 6:00 p.m., Tuesday, May 19, 2020 (Japan time) according to the methods as described below.

1. Date and Time : Wednesday, May 20, 2020, at 10:00 a.m. (Reception starts at 9:00 a.m.)
2. Venue : Conference room of the Company, Fourth floor, Obu-Center, 62-1, shin-e, Yokone-machi, Obu City, Aichi Prefecture
3. Meeting Agenda :
Matters to be reported :
 1. Business Report, Consolidated Financial Statements for the Company’s 38th Fiscal Year (March 1, 2019 to February 29, 2020), and the results of an audit by the Accounting Auditors and the Board of Corporate Auditors of the Consolidated Financial Statements.
 2. Non-consolidated Financial Statements for the Company’s 38th Fiscal Year (March 1, 2019 to February 29, 2020).

Proposals to be resolved:

Proposal 1: Election of Seven (7) Directors

Proposal 2: Election of Two (2) Corporate Auditors

- For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting. Also, please bring this Notice with you as the materials for the Meeting.
- Pursuant to laws and ordinances as well as the provisions of Article 18 of the Articles of Incorporation of the Company, the System and Policy of the Company and Notes to Consolidated Financial Statements and Non-consolidated Financial Statements are disclosed on the Company’s website (<https://www.sugi-hd.co.jp/>) in lieu of disclosure in this Notice.
- In the event that the Company finds any correction(s) that should be made in the Reference Documents for the Meeting, the Business Report, Consolidated Financial Statements and/or Non-consolidated Financial Statements, such correction(s) will be specified through the Company’s website (<https://www.sugi-hd.co.jp/>).

REFERENCE DOCUMENTS FOR THE MEETING

Proposal 1	Election of Seven (7) Directors
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The terms of office of all six (6) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed. Mr. Hiroshi Matsumura, Director, passed away on November 11, 2019, and is deemed to have resigned on the same day.

The candidates for Directors are as follows.

Candidate Number	Name	Current Position Etc. in the Company	Attendance at Board of Director's Meetings in This Fiscal Year	Characteristics
1	Hirokazu Sugiura	Representative Director & Chairman	100% (13 out of 13 meetings)	Reappointed
2	Eiichi Sakakibara	Representative Director & President	100% (13 out of 13 meetings)	Reappointed
3	Katsunori Sugiura	Representative Director & Senior Vice President	100% (13 out of 13 meetings)	Reappointed
4	Shinya Sugiura	Director	100% (13 out of 13 meetings)	Reappointed
5	Shigeyuki Kamino	Director	100% (13 out of 13 meetings)	Reappointed, External, Independent
6	Yoshiko Hayama	Director	100% (13 out of 13 meetings)	Reappointed, External, Independent
7	Michiko Hori			Newly Appointed, External, Independent

1 Hirokazu Sugiura

(Date of Birth: July 22, 1950)



Reappointed

Number of shares of the Company held: 967,000

Years served as Director: 38 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:
13 out of 13 meetings (100%)

■ Career summary, positions and responsibilities at the Company

December 1976 Founded Sugi Pharmacy, a private pharmacy.
March 1982 Assumed the position of Representative Director & President at the establishment of the Company.
May 2009 Representative Director & Chairman of the Company (to date)

■ Significant concurrent positions:

Representative Director & President, Sugi Shoji Co., Ltd.

■ Reasons for nomination as a candidate for Director

Mr. Hirokazu Sugiura, as Representative Director of the Company, achieved the opening of a historic 116 new stores during the current fiscal year. With strong leadership and decision-making capability, he developed Sugi Pharmacy Co., Ltd., which operates community-based medical and drug stores, and Sugi Medical Co., Ltd., which provides home-visit nursing care services and in-home medical care support mainly in the Kanto, Chubu and Kansai regions, and began to expand the opening of new stores into the Hokuriku region. We have judged that his track record in business management, professional knowledge and leadership for improvement of sustainable corporate value are indispensable for further development and expansion of the Group of the Company, and thus propose his reappointment as Director.

2 Eiichi Sakakibara

(Date of Birth: August 14, 1956)



Reappointed

Number of shares of the Company held: 152,000

Years served as Director: 22 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:
13 out of 13 meetings (100%)

■ Career summary, positions and responsibilities at the Company

September 1986 Joined the Company
September 2008 Managing Director, Sugi Pharmacy Co., Ltd.
March 2011 Representative Director & President, Sugi Pharmacy Co., Ltd.
March 2017 Representative Director & Chairman, Sugi Pharmacy Co., Ltd. (to date)
May 2017 Representative Director & President, Sugi Holdings Co., Ltd. (to date)

■ Significant concurrent positions:

Representative Director & Chairman, Sugi Pharmacy Co., Ltd.

■ Reasons for nomination as a candidate for Director

Mr. Eiichi Sakakibara, as Representative Director of the Company and Sugi Pharmacy Co., Ltd., has led the Group of the Company and has fulfilled his responsibilities with his profound insights and intensive experience in the drugstore industry by implementing aggressive initiatives to revitalize shrinking trade areas and remodel sales floors to attract more foreign tourists. We have judged that his track record in business management, professional knowledge and leadership for improvement of sustainable corporate value will significantly contribute to further development and expansion of the Group of the Company, and thus propose his reappointment as Director.

3 Katsunori Sugiura

(Date of Birth: October 14, 1978)



Reappointed

Number of shares of the Company held:
1,892,000

Years served as Director: 3 years (upon the close
of the Meeting)

Attendance at Board of Directors' meetings:
13 out of 13 meetings (100%)

■ Career summary, positions and responsibilities at the Company

March 2006 Joined the Company
March 2011 Managing Director, Sugi Pharmacy Co., Ltd.
March 2014 Representative Director & President, Sugi Smile Ltd.
 (to date)
March 2017 Representative Director & President, Sugi Pharmacy
 Co., Ltd. (to date)
March 2018 Representative Director & Senior Vice President,
 Sugi Medical Co., Ltd. (to date)
May 2018 Representative Director & Senior Vice President of
 the Company (to date)

■ Significant concurrent positions:

Representative Director & President, Sugi Pharmacy Co., Ltd.
Representative Director & Senior Vice President, Sugi Medical
Co., Ltd.
Representative Director & President, Sugi Smile Ltd.

■ Reasons for nomination as a candidate for Director

Mr. Katsunori Sugiura, as Representative Director of the Company, Sugi Pharmacy Co., Ltd. and Sugi Medical Co., Ltd., has been involved in management, and has fulfilled his responsibilities by aggressively implementing various measures to realize the “total healthcare strategy” to provide comprehensive support to customers, from the maintenance of health and prevention of disease, to nursing care and terminal care, with the aim of expanding business domains corresponding to the present-day unprecedented aging society. We have judged that his professional knowledge in business management and leadership for improvement of sustainable corporate value will significantly contribute to further development and expansion of the Group of the Company, and thus propose his reappointment as Director.

4 Shinya Sugiura

(Date of Birth: November 30, 1979)



Reappointed

Number of shares of the Company held:
1,892,000

Years served as Director: 3 years (upon the close
of the Meeting)

Attendance at Board of Directors' meetings:
13 out of 13 meetings (100%)

■ Career summary, positions and responsibilities at the Company

April 2004 Joined the Company
March 2010 Director and General Manager, Home Medical Care
 Division, Sugi Pharmacy Co., Ltd.
March 2011 Director, Sugi Medical Co., Ltd. (to date)
March 2017 Managing Director, Sugi Pharmacy Co., Ltd. (to date)
May 2017 Director of the Company (to date)

■ Significant concurrent positions:

Managing Director, Sugi Pharmacy Co., Ltd.
Director, Sugi Medical Co., Ltd.

■ Reasons for nomination as a candidate for Director

Mr. Shinya Sugiura, as Managing Director of Sugi Pharmacy Co., Ltd., has fulfilled his responsibilities with experience in and knowledge of the medical care business by supervising the sales division, and proactively hiring medical office workers and improving training and education programs with the aim of increasing productivity in the prescription business. We have judged that his knowledge and experience will significantly contribute to future development of the medical care business, the core business of the Group of the Company, and thus propose his reappointment as Director.

5 Shigeyuki Kamino

(Date of Birth: May 23, 1947)



Reappointed
External
Independent

Number of shares of the Company held: Nil

Years served as Director: 5 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:
13 out of 13 meetings (100%)

■ Career summary, positions and responsibilities at the Company

April 1970 Joined Nagoya Railroad Co., Ltd.
May 2007 Representative Director, Mie Industry Co., Ltd. (to date)
June 2008 Representative Director and Executive Vice President, Nagoya Railroad Co., Ltd.
April 2009 Representative Director and President, Meitetsu Department Store Co., Ltd.
May 2012 President of Chubu Department Stores Association
May 2015 Director of the Company (to date)

■ Significant concurrent positions:

Representative Director, Mie Industry Co., Ltd.

■ Reasons for nomination as a candidate for Director

Mr. Shigeyuki Kamino, has been involved in the management of other companies for many years with abundant knowledge and experience relating to management. He has also made proactive remarks and recommendations during deliberations of the Board of Directors' meetings. We have judged that his appropriate supervision and advice from various and broad viewpoints based on his profound insights and capabilities in terms of supervision of corporate management will greatly contribute to the improvement of corporate value of the Group of the Company, and thus propose his reappointment as External Director.

6 Yoshiko Hayama

(Date of Birth: October 7, 1959)



Reappointed
External
Independent

Number of shares of the Company held: Nil

Years served as Director: 4 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:
13 out of 13 meetings (100%)

■ Career summary, positions and responsibilities at the Company

April 1983 Joined The Fuji Bank, Limited (currently, Mizuho Bank, Ltd.)
March 1994 Registered as a Certified Public Accountant
January 2015 Representative, Hayama Yoshiko Certified Public Accountant Office (to date)
May 2016 Director of the Company (to date)
August 2016 Fellow Member, the Japanese Institute of Certified Public Accountants (to date)
June 2017 External Director, COCO'S JAPAN CO., LTD.
May 2018 External Corporate Auditor, Adastria Co., Ltd. (to date)
March 2020 External Director, Dynac Holdings Corporation (Member of the Audit and Supervisory Committee) (to date)

■ Significant concurrent positions:

Representative, Hayama Yoshiko Certified Public Accountant Office
Fellow Member, the Japanese Institute of Certified Public Accountants
External Corporate Auditor, Adastria Co., Ltd.
External Director, Dynac Holdings Corporation (Member of the Audit and Supervisory Committee)

■ Reasons for nomination as a candidate for Director

Ms. Yoshiko Hayama has abundant experience and professional knowledge developed by serving as a certified public accountant, and external director and external corporate auditor of listed companies. We expect from Ms. Hayama high levels of expertise in terms of business management and appropriate supervision and advice from the viewpoint of an independent officer, and thus propose her reappointment as External Director. Although she has not been involved in management of a company in the past other than being an external director, we have judged that she is capable of appropriately fulfilling her responsibilities as an External Director for the above-mentioned reasons.

7 Michiko Hori

(Date of Birth: February 19, 1954)



Newly appointed

External

Independent

Number of shares of the Company held: Nil

■ Career summary, positions and responsibilities at the Company

- April 1977 Drug Information Office, Faculty of Pharmacy, Meijo University
- February 1980 Drug Information Office, Faculty of Pharmaceutical Science, Teikyo University
- April 1998 Executive Director, Japan Pharmaceutical Association
- May 1998 Director, SIC Co., Ltd. (to date)
- April 2002 Member of the Board, The Japanese Clinical Nutrition Association (to date)
- September 2007 Director, Pharmaceutical Research Institute, Japan Pharmaceutical Training Center (to date)
- September 2015 Chairperson, Japan Ladies Independent Pharmacy Association (JLIPA) (to date)

■ Significant concurrent positions:

- Director, SIC Co., Ltd.
- Member of the Board, The Japanese Clinical Nutrition Association
- Director, Pharmaceutical Research Institute, Japan Pharmaceutical Training Center
- Chairperson, Japan Ladies Independent Pharmacy Association (JLIPA)

■ Reasons for nomination as a candidate for Director

Ms. Michiko Hori has abundant management experience and a high level of professional knowledge in the medical field at another company that provides medical information, also serving as a director at various institutions. We have judged that her profound insights, expertise and supervisory capability will significantly contribute to the improvement of corporate value of the Company, and thus propose her appointment as External Director.

Notes:

1. Between Mr. Hirokazu Sugiura, a candidate for Director, and the Company, there is a transactional relationship concerning the lease of real estate.
2. No special conflict of interest exists between the Company and the other candidates for Director.
3. Mr. Shigeyuki Kamino, Ms. Yoshiko Hayama and Ms. Michiko Hori are the candidates for External Directors. The Company has currently registered both Mr. Shigeyuki Kamino and Ms. Yoshiko Hayama as Independent Directors with Tokyo Stock Exchange and Nagoya Stock Exchange. If both of them are reelected as External Directors as originally proposed, the Company will re-register them as Independent Directors. Furthermore, if Ms. Michiko Hori is elected as External Director as originally proposed, the Company will register her as an Independent Director.
4. Mr. Shigeyuki Kamino and Ms. Yoshiko Hayama are currently External Directors of the Company. Mr. Shigeyuki Kamino will have been in office as External Director for five years, and Ms. Yoshiko Hayama will have been in office as External Director for four years at the end of the Meeting.
5. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, if Mr. Shigeyuki Kamino, Ms. Yoshiko Hayama and Ms. Michiko Hori are elected as External Directors, the Company will enter into a contract with them, respectively, to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act insofar as they have performed their duties in good faith and without gross negligence. In such case, the limit for liabilities shall be the previously designated amount which is 5 million yen or more or the minimum liability limit stipulated by laws and ordinances whichever is higher.

Proposal 2	Election of Two (2) Corporate Auditors
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The terms of office of Mr. Shigeo Asano and Mr. Toshihiko Sakamoto, Corporate Auditors, will expire at the conclusion of the Meeting. We propose the election of two (2) corporate auditors. The Board of Corporate Auditors has given its consent to this proposal.

The candidates for Corporate Auditors are as follows:

Candidate Number	Name	Current Position in the Company	Attendance at Board of Director's Meetings in This Fiscal Year	Attendance at Board of Corporate Auditors' Meetings in This Fiscal Year	Characteristics
1	Toshihiko Sakamoto	Full-time Corporate Auditor	100% (13 out of 13 meetings)	100% (14 out of 14 meetings)	Reappointed, External, Independent
2	Makoto Kamiya				Newly Appointed, External, Independent

1 Toshihiko Sakamoto

(Date of Birth: October 25, 1946)



Reappointed
External
Independent

Number of shares of the Company held: 100

Years served as Director: 8 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:
13 out of 13 meetings (100%)

Attendance at Board of Corporate Auditors' meetings: 14 out of 14 meetings (100%)

■ Career summary and positions at the Company

October 2001 General Manager, Finance and General Affairs Division, Nagoya Branch, ITOCHU Corporation
June 2006 Representative Director & President, C&S Co., Ltd.
June 2009 Senior Managing Director in charge of human resources, finance and accounting and information systems, ITOCHU Sugar Co., Ltd.
May 2012 Corporate Auditor of the Company
March 2017 Corporate Auditor, Sugi Pharmacy Co., Ltd. (to date)
May 2017 Full-time Corporate Auditor of the Company (to date)

■ Significant concurrent positions:

Corporate Auditor, Sugi Pharmacy Co., Ltd.

■ Reasons for nomination as a candidate for Director

Mr. Toshihiko Sakamoto has been involved in business management at other companies, and has abundant experience in and knowledge of management. Furthermore, he took office as a full-time Corporate Auditor of the Company in May 2012, and is familiar with the business of the Company. We have judged that he is capable of strictly auditing the Company's business from an objective viewpoint by applying his profound insights concerning corporate management and knowledge of the overall management of the Company, and thus propose his reappointment as External Corporate Auditor.

2 Makoto Kamiya

(Date of Birth: January 7, 1964)



Newly appointed

External

Independent

Number of shares of the Company held: Nil

■ Career summary and positions at the Company

August 1988 Joined Tohmatsu & Co. (currently, Deloitte Touche Tohmatsu LLC)
March 1993 Registered as a Certified Public Accountant
May 2002 Partner, Tohmatsu & Co. (currently, Deloitte Touche Tohmatsu LLC)
April 2004 Registered as a Certified Public Tax Accountant
Partner, Tohmatsu Tax Co. (currently, Deloitte Tohmatsu Tax Co.)
October 2005 Representative Partner, Tohmatsu Tax Co. (currently, Deloitte Tohmatsu Tax Co.)
July 2007 Managing Partner of Nagoya Office, Tohmatsu Tax Co. (currently, Deloitte Tohmatsu Tax Co.)

■ Significant concurrent positions:

None.

■ Reasons for nomination as a candidate for Director

Mr. Makoto Kamiya has professional knowledge and abundant experience developed as a certified public accountant and certified public tax accountant. We have judged that he is capable of appropriately fulfilling the duties of External Corporate Auditor by applying a high level of expertise and from his independent standpoint, and thus propose his appointment as External Corporate Auditor. Although he has not been involved in management of a company in the past, we have judged that he is capable of appropriately fulfilling the responsibilities of External Corporate Auditor for the above-mentioned reasons.

Notes:

1. No special conflict of interest exists between the Company and those candidates for Corporate Auditor.
2. Both Mr. Toshihiko Sakamoto and Mr. Makoto Kamiya are the candidates for External Corporate Auditors. The Company has currently registered Mr. Toshihiko Sakamoto as Independent Director with Tokyo Stock Exchange and Nagoya Stock Exchange. If Mr. Toshihiko Sakamoto is reelected as External Corporate Auditor as originally proposed, the Company will re-register him as an Independent Director. Furthermore, if Mr. Makoto Kamiya is elected as External Corporate Auditor as originally proposed, the Company will register him as an Independent Director.
3. Mr. Toshihiko Sakamoto is an External Corporate Auditor of the Company. He will have been in office as External Corporate Auditor for eight years at the end of the Meeting.
4. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, if both Mr. Toshihiko Sakamoto and Mr. Makoto Kamiya are elected as External Corporate Auditors, the Company will enter into a contract with them, respectively, to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act insofar as they have performed their duties in good faith and without gross negligence. In such case, the limit for liabilities shall be the previously designated amount of 5 million yen or more or the minimum liability limit stipulated by laws and ordinances whichever is higher.
5. In November 2017, when Mr. Toshihiko Sakamoto held the office of Corporate Auditor of Sugi Pharmacy Co., Ltd., one of the consolidated subsidiaries of the Company, Sugi Pharmacy Co., Ltd., received an Order from the Consumer Affairs Agency to take corrective measures based on a violation of the Premiums and Representations Act (misrepresentation of the quality of products) concerning the presentation of advertisements for functional food it distributed. While he had not been aware of the facts until such violation was revealed, he has, since then, been fulfilling his duties by performing audits to secure the appropriateness of business execution, and providing advice and recommendations concerning analysis of the cause of the problem and measures to prevent a recurrence after confirming the relevant facts.