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## **Pigeon Corporation**

### **Notice of Resolutions of the 62nd Ordinary General Meeting of Shareholders**

Securities Code: 7956  
April 25, 2019

Dear Shareholders,

We would like to notify you that the following reports and resolutions were approved at the 62nd Ordinary General Meeting of Shareholders of Pigeon Corporation held today.

Sincerely yours,

Norimasa Kitazawa  
President and COO  
Pigeon Corporation  
4-4, Nihonbashi-Hisamatsu-cho,  
Chuo-ku, Tokyo

## Meeting Information

### Matters reported:

1. Business Report and Consolidated Financial Statements for the 62nd Fiscal Year (from February 1, 2018 to January 31, 2019), as well as the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board. The particulars of the above Business Report, Consolidated Financial Statements and audit reports were reported.
2. Non-Consolidated Financial Statements for the 62nd Fiscal Year (from February 1, 2018 to January 31, 2019)  
The particulars of the above Non-Consolidated Financial Statements were reported.

### Matters resolved:

**Proposal 1:** Appropriation of Surplus

It was approved as originally proposed, with a year-end cash dividend of ¥34 per common share of the Company.

### <Reference>

Record date	Interim dividend	Dividend per share	
		Year-end dividend	Annual dividend
January 31, 2018	¥31.00	¥35.00	¥66.00
January 31, 2019	¥34.00	¥34.00	¥68.00

\* The annual dividend per share for the year ended January 31, 2019 is ¥68, an increase of ¥2 compared to the previous year.

**Proposal 2:** Partial Amendments to Articles of Incorporation

It was approved as originally proposed. Details of the amendments are stated below.

(Amendments underlined)

Before Amendments	After Amendments
CHAPTER 3. GENERAL MEETING OF SHAREHOLDERS	CHAPTER 3. GENERAL MEETING OF SHAREHOLDERS
Article 12. (Convocation) An Ordinary General Meeting of Shareholders of the Company shall be convened in <u>April</u> of each year, and an Extraordinary General Meeting of Shareholders shall be convened from time to time, whenever necessary.	Article 12. (Convocation) An Ordinary General Meeting of Shareholders of the Company shall be convened in <u>March</u> of each year, and an Extraordinary General Meeting of Shareholders shall be convened from time to time, whenever necessary.
Article 13. (Record Date for Ordinary General Meeting of Shareholders) The record date for voting rights for Ordinary General Meeting of Shareholders of the Company shall be <u>January 31</u> of each year.	Article 13. (Record Date for Ordinary General Meeting of Shareholders) The record date for voting rights for Ordinary General Meeting of Shareholders of the Company shall be <u>December 31</u> of each year.
CHAPTER 5. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD	CHAPTER 5. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD
Article 30. (Term of Office of Audit & Supervisory Board Members) 1. and 2. (Omitted)	Article 30. (Term of Office of Audit & Supervisory Board Members) 1. and 2. (No change)
3. A resolution for the election of any substitute Audit & Supervisory Board Member, elected pursuant to <u>Paragraph 2</u> , Article 329 of the	3. A resolution for the election of any substitute Audit & Supervisory Board Member, elected pursuant to <u>Paragraph 3</u> , Article 329 of the

Before Amendments	After Amendments
<p>Companies Act, shall be effective until the commencement of the Ordinary General Meeting of Shareholders to be held for the last fiscal year ending within four (4) years after the election of the substitute Audit &amp; Supervisory Board Member.</p> <p>4. (Omitted)</p> <p style="text-align: center;"><b>CHAPTER 6. ACCOUNTS</b></p> <p>Article 36. (Fiscal Year) The fiscal year of the Company shall be the one (1) year period from <u>February 1</u> of each year to <u>January 31</u> of the following year.</p> <p>Article 37. (Record Date for Distribution of Dividends from Surplus) The record date for the distribution of year-end dividends of the Company shall be <u>January 31</u> of each year.</p> <p>Article 38. (Interim Dividends) The Company may distribute interim dividends with a record date of <u>July 31</u> of each year, by a resolution of the Board of Directors.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>Companies Act, shall be effective until the commencement of the Ordinary General Meeting of Shareholders to be held for the last fiscal year ending within four (4) years after the election of the substitute Audit &amp; Supervisory Board Member.</p> <p>4. (No change)</p> <p style="text-align: center;"><b>CHAPTER 6. ACCOUNTS</b></p> <p>Article 36. (Fiscal Year) The fiscal year of the Company shall be the one (1) year period from <u>January 1</u> to <u>December 31</u> of each year.</p> <p>Article 37. (Record Date for Distribution of Dividends from Surplus) The record date for the distribution of year-end dividends of the Company shall be <u>December 31</u> of each year.</p> <p>Article 38. (Interim Dividends) The Company may distribute interim dividends with a record date of <u>June 30</u> of each year, by a resolution of the Board of Directors.</p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>Article 1.</u> <u>Notwithstanding the provision of Article 36. (Fiscal Year), the 63rd fiscal year shall be for 11 months from February 1, 2019 to December 31, 2019.</u></p> <p><u>Article 2.</u> <u>Notwithstanding the provision of Article 38. (Interim Dividends), in the event that the Company distributes interim dividends in the 63rd fiscal year, the record date shall be July 31, 2019.</u></p> <p><u>Article 3.</u> <u>The preceding two articles, as well as this article shall be deleted from the Articles of Incorporation at the conclusion of the 63rd fiscal year.</u></p>

**Proposal 3:** Election of Four (4) Audit & Supervisory Board Members  
It was approved as originally proposed, and Kazuhisa Amari, Nobuyuki Hashimoto, Koichi Otsu, and Atsuko Taishido were elected and assumed the offices as Audit & Supervisory Board Members.

**Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member  
It was approved as originally proposed, and Sachiko Omuro was elected and assumed the office as substitute Audit & Supervisory Board Member.

**Proposal 5:** Payment of Retirement Benefits to Retiring Director

It was approved as originally proposed, with the payment of retirement benefits (including special service bonus) to Retiring Director Akio Okoshi amounting to ¥170,428 thousand in order to reward him for his service while in office, in accordance with the Company's "Rules on Retirement Benefits for Directors." It was also approved that the determination of the details of payment such as timing and method of payment shall be delegated to the Board of Directors.

**Proposal 6:** Final Payment Associated with Abolishment of the Retirement Benefits System for Directors

It was approved as originally proposed that, in line with abolishment of the retirement benefits system for Directors at the conclusion of the Meeting, the Company shall make the final payment to six Directors, namely, Messrs. Yoichi Nakata, Shigeru Yamashita, Norimasa Kitazawa, Eiji Akamatsu, Tadashi Itakura, and Yasunori Kurachi, in order to reward them for their service during their terms of office until the conclusion of the Meeting, in accordance with the Company's "Rules on Retirement Benefits for Directors." The Company shall pay ¥343,451 thousand (including special service bonus) to Mr. Yoichi Nakata, ¥126,598 thousand (including special service bonus) to Mr. Shigeru Yamashita, ¥38,103 thousand to Mr. Norimasa Kitazawa, ¥43,494 thousand to Mr. Eiji Akamatsu, ¥20,845 thousand to Mr. Tadashi Itakura, and ¥27,276 thousand to Mr. Yasunori Kurachi respectively, and the payment date shall be at the retirement of each Director, while the method of payment and other matters shall be delegated to the Board of Directors.

**Proposal 7:** Revision of the Remuneration Amount for Directors

It was approved as originally proposed that the remuneration amount for Directors shall be revised to "a maximum of ¥800 million per year (including a maximum of ¥100 million for Outside Directors)." The remuneration amount for Directors shall not include the employee salary portion for those Directors who serve concurrently as employees, in a conventional manner.

**Proposal 8:** Determination of the Amount and Details of the Performance-linked Stock Remuneration System, etc. for Directors

It was approved as originally proposed that the Company shall introduce a new performance-linked stock remuneration system for Directors (the "System"), which will deliver shares of the Company to Directors (excluding Outside Directors) according to their position, the achievement level of performance targets, and other factors.

Under the system, shares of the Company will be acquired through a trust, using the remuneration amount for Directors contributed by the Company as funds. Then the shares of the Company and money equivalent to the converted value of the shares of the Company (the "Company's Shares, etc.") will be delivered or paid (the "Grant") to Directors. The System shall comprise a "Fixed Portion," which delivers shares of the Company according to a Director's position, and a "Performance-linked Portion," which delivers shares of the Company according to the achievement level of the performance targets.

The outline of the System is stated below.

1) Persons eligible for the Grant of the Company Shares, etc. under the System	Directors of the Company (excluding Outside Directors)	
2) Impact of shares of the Company subject to the System on the total number of issued shares of the Company	Maximum amount of money to be contributed by the Company	<ul style="list-style-type: none"> <li>• ¥600 million for three (3) fiscal years</li> <li>• However, for the initial target period of the System starting from the current fiscal year, ¥200 million for one (1) fiscal year</li> </ul>
	Method of acquisition of shares of the Company and the maximum number of shares of the Company to be Granted to Directors	<ul style="list-style-type: none"> <li>• As shares of the Company will be acquired from the stock market, dilution will not occur.</li> <li>• The maximum number of points to be provided to Directors in a single fiscal year shall be 41,000 points (equivalent to 41,000 shares).</li> <li>• The ratio of the number of shares equivalent to the maximum number of points to be provided to Directors in a single fiscal year to the total number of issued shares (as of January 31, 2019; excluding treasury stock) shall be approximately 0.03%.</li> </ul>
3) Details of conditions for performance achievement	In principle, varies within a range from 0% to 150%, according to the achievement level of the targets, including performance indicators in the Medium-Term Business Plan (e.g., CAGR of consolidated net sales, EPS growth rate, and ROE) and non-financial indicators (e.g., mitigation of climate change and diversified employment promotion).	
4) Timing of the Grant of the Company's Shares, etc.	Upon the retirement of Directors	

<Reference>

At the meeting of the Board of Directors following the General Meeting of Shareholders, Shigeru Yamashita was newly appointed as Chairman of the Board and CEO, and Norimasa Kitazawa as President and COO and assumed the offices. At the meeting of the Audit & Supervisory Board meeting held on the same day, Kazuhisa Amari and Nobuyuki Hashimoto were appointed as Standing Audit & Supervisory Board Member and assumed the offices.

As a result, the executive officer system as of April 25, 2019 is as follows.

#### Directors and Audit & Supervisory Board Members

Position	Name	Area of responsibility
<b>Executive Advisor and Member of the Board</b>	Yoichi Nakata	
<b>Chairman of the Board and CEO</b>	Shigeru Yamashita	
<b>President and COO</b>	Norimasa Kitazawa	
<b>Director, Senior Managing Executive Officer</b>	Eiji Akamatsu	Head of Japan Operations (Division Manager of Health & Elder Care Business Div., and Supervision of Human Resources & General Affairs Div., Domestic Baby & Mother Care Business Div., Health & Elder Care Business Div., Child Care Service Business Div. and Logistics Div.)
<b>Director, Managing Executive Officer</b>	Tadashi Itakura	General Manager of Global Head Office (Supervision of Business Strategy Div., Accounting & Finance Div. and Audit Dept.)
<b>Director, Managing Executive Officer</b>	Yasunori Kurachi	Deputy Head of Japan Operations (Supervision of Research & Development Div., Quality Control Div. and Customer Communication Div.)
<b>Director, Junior Managing Executive Officer</b>	Kevin Vyse-Peacock	Division Manager of Lansinoh Business Div. of the Company, and President and CEO of Lansinoh Laboratories, Inc.
<b>Director</b>	Takayuki Nitta	(Outside Director)
<b>Director</b>	Rehito Hatoyama	(Outside Director)
<b>Director</b>	Erika Okada	(Outside Director)
<b>Standing Audit &amp; Supervisory Board Member</b>	Kazuhisa Amari	
<b>Standing Audit &amp; Supervisory Board Member</b>	Nobuyuki Hashimoto	
<b>Audit &amp; Supervisory Board Member</b>	Koichi Otsu	(Outside Audit & Supervisory Board Member)
<b>Audit &amp; Supervisory Board Member</b>	Atsuko Taishido	(Outside Audit & Supervisory Board Member)

**Managing Officers**

Position	Name	Area of responsibility
<b>Senior Managing Officer</b>	Ryo Yano	Division Manager of China Business Div. of the Company, and Representative Director of Pigeon (Shanghai) Co., Ltd.
<b>Senior Managing Officer</b>	Yusuke Nakata	Division Manager of Singapore Business Div. of the Company, and President of Pigeon Singapore Pte. Ltd.
<b>Managing Officer</b>	Tsutomu Matsunaga	Division Manager of Business Strategy Div.
<b>Managing Officer</b>	Hiroyasu Maki	Division Manager of Accounting & Finance Div.
<b>Managing Officer</b>	Koji Ishigami	Division Manager of Human Resources & General Affairs Div.
<b>Managing Officer</b>	Yuko Ohara	Division Manager of Customer Communication Div.
<b>Managing Officer</b>	Katsushi Tsutsui	Division Manager of Research & Development Div.
<b>Managing Officer</b>	Kazuyuki Tajima	Division Manager of Quality Control Div.
<b>Managing Officer</b>	Takatoshi Urakari	Division Manager of Domestic Baby & Mother Care Business Div.
<b>Managing Officer</b>	Takanori Tsuru	Division Manager of Child Care Service Business Div. of the Company, and President of Pigeon Hearts Co., Ltd.
<b>Managing Officer</b>	Hiroshi Nishimoto	Division Manager of Logistics Div.
<b>Managing Officer</b>	Ken Kaku	Representative Director of Pigeon Manufacturing (Shanghai) Co., Ltd.
<b>Managing Officer</b>	Koji Matsutori	Deputy Division Manager of Lansinoh Business Div. of the Company, and Director of Lansinoh Laboratories, Inc.