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Securities Code: 3087

May 6, 2016

To Our Shareholders:

Masanori Hoshino
Representative Director and President
DOUTOR·NICHIRETS Holdings Co., Ltd.
10-11 Sarugakucho, Shibuya-ku, Tokyo

Notice of the 9th Annual General Meeting of Shareholders

Firstly, we would like to offer our deepest sympathies to those shareholders who have suffered hardship from the earthquake centered in Kumamoto prefecture.

You are cordially invited to attend the 9th Annual General Meeting of Shareholders of DOUTOR·NICHIRETS Holdings Co., Ltd. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting, please review the attached “Reference Documents for General Meeting of Shareholders” and exercise your voting rights by one of the methods described in “4. Information on Exercise of Voting Rights” on the following page by 5:00 p.m., Tuesday, May 24, 2016.

1. **Date and Time:** Wednesday, May 25, 2016, at 10:00 a.m.
2. **Venue:** Ballroom, 2nd basement, Cerulean Tower Tokyu Hotel
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo
3. **Purpose of the Meeting:**
Matters to be reported:
 1. The Business Report, the Consolidated Financial Statements, and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Board for the 9th fiscal year (from March 1, 2015 to February 29, 2016)
 2. The Non-consolidated Financial Statements for the 9th fiscal year (from March 1, 2015 to February 29, 2016)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Ten (10) Directors
Proposal No. 3: Election of One (1) Audit and Supervisory Board Member
Proposal No. 4: Payment of Bonuses to Directors

4. Information on Exercise of Voting Rights

(1) Voting by mail

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and return the card to us so that it arrives before the deadline on Tuesday, May 24, 2016 (JST).

If you do not indicate your approval or disapproval in your voting card, the Company will assume that you have voted in favor of the proposal.

(2) Voting via the Internet

When exercising your voting rights via the Internet, please refer to “5. Information on voting via the Internet” below.

(3) Electronic voting platform

If nominal shareholders (including standing proxies), such as management trust banks, apply in advance for the use of the electronic voting platform, which is operated by ICJ, Inc., a joint venture set up by Tokyo Stock Exchange, Inc. and other companies, they may utilize the said platform as a method for exercising voting rights via an electromagnetic method for this General Meeting of Shareholders of the Company, in addition to the exercise of voting rights via the Internet, specified (2) above.

5. Information on voting via the Internet

(1) Matters to be considered if voting via the Internet

Please be advised of the following matters when exercising your voting rights via the Internet.

i) Voting via the Internet is only available by accessing the voting website as specified by the Company (please refer to “(2) Specific procedures for voting via the Internet” below). When exercising your voting rights via the Internet, the voting code and the password indicated in the enclosed voting card are required.

On the first time you log in, you must change your password when prompted for security reasons.

ii) The voting code and password as specified are effective only with respect to the forthcoming Annual General Meeting of Shareholders. A new voting code and password will be issued for the next meeting.

iii) In the event that duplicate voting is made in writing and via the Internet, only the vote via the Internet will be treated as valid.

iv) In the event that more than one (1) vote via the Internet is made, only the last vote will be treated as valid.

v) Costs related to the Internet (costs for connecting with your Internet provider and communication charges, etc.) will be borne by the shareholder concerned.

(2) Specific procedures for voting via the Internet

i) Please access the URL below.

Voting site URL: <http://www.it-soukai.com/>

ii) Please enter the voting code and password and click the “log in” button. The voting code and password are written on the lower right corner of the enclosed voting card.

iii) Then indicate whether you approve or disapprove of each proposal by following the instructions shown on the screen.

(3) Contact

i) For information concerning the operation of personal computers for the electronic exercise of voting rights:

Internet Help Dial, Securities Agent Department, Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-768-524 (toll-free)

(Hours: 9:00 to 21:00, excluding weekends and holidays)

ii) For address changes and other matters other than i) above:

Securities Agent Department, Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-288-324 (toll-free)

(Hours: 9:00 to 17:00, excluding weekends and holidays)

◎ When you attend the Meeting, you are kindly requested to present the enclosed voting card at the reception.

◎ You are kindly requested to arrive early enough at the venue as the reception is very congested just before opening of the Meeting every year.

◎ If any changes are made to items in the “Reference Documents for General Meeting of Shareholders”, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, such changes will be posted on the Company’s website (<http://www.dnh.co.jp/ir/index.html>).

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company continues to uphold the basic policy of distributing dividends commensurate with business performance, while ensuring sufficient internal reserves provided for further strengthening the corporate structure and future expanding business. For the year-end dividends for the 9th fiscal year, the Company proposes ¥14 per share as stated below, by comprehensively taking into consideration the business performance of the fiscal year under the basic policy of returning profits to our shareholders with a target dividend payout ratio of 20% to 30%.

Accordingly, including the interim dividend of ¥14 per share, the annual dividend will be ¥28 per share.

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and their aggregate amount
¥14 per common share of the Company
Total payment: ¥674,659,440
- (3) Effective date of dividends of surplus
May 26, 2016

Proposal No. 2: Election of Ten (10) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this Meeting. Therefore, the Company proposes to elect ten (10) Directors.

The candidates for Director are as follows:

No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Held
1	Masanori Hoshino (October 22, 1959)	Apr. 1983 Joined Doutor Coffee Co., Ltd. Jun. 2000 Director, Doutor Coffee Co., Ltd. Jun. 2002 Managing Director, Doutor Coffee Co., Ltd. Jun. 2004 Senior Executive Director, Doutor Coffee Co., Ltd. Jul. 2005 Vice President and Director, Doutor Coffee Co., Ltd. Oct. 2007 Director, the Company May 2008 Representative Director and President, the Company (incumbent) May 2011 Representative Director and Chairman, Doutor Coffee Co., Ltd. (incumbent) May 2013 Director, NIPPON RESTAURANT SYSTEM. INC (incumbent) (Significant Concurrent Positions outside the Company) Representative Director and Chairman, Doutor Coffee Co., Ltd. Representative Director and Chairman and President, D&N Cafe Restaurant Co., Ltd. Representative Director and Chairman, SUNMERRY'S INC. Representative Director and President, D&N International Co., Ltd. Director, NIPPON RESTAURANT SYSTEM. INC	10,400 shares
[Reasons for nomination as candidate for Director] Masanori Hoshino was appointed as Representative Director and President in May 2008 and has exhibited strong leadership in enhancing corporate value of the Group since then. The Company believes that he is a qualified person to continue executing business operations with the aim of enhancing the corporate value and ensuring sustainable growth of the Group and has therefore nominated him as a candidate for Director.			

No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Held
2	Takafumi Kidaka (December 12, 1963)	Apr. 1983 Joined NIPPON RESTAURANT SYSTEM. INC May 2004 Executive Officer, NIPPON RESTAURANT SYSTEM. INC Aug. 2005 Director, NIPPON RESTAURANT SYSTEM. INC Oct. 2007 Director, the Company May 2008 Managing Director, NIPPON RESTAURANT SYSTEM. INC May 2010 Managing Director, the Company (incumbent) May 2015 Senior Managing Director, NIPPON RESTAURANT SYSTEM. INC (incumbent) (Significant Concurrent Positions outside the Company) Senior Managing Director and General Manager of Administration Division, NIPPON RESTAURANT SYSTEM. INC	18,470 shares
<p>[Reasons for nomination as candidate for Director] Takafumi Kidaka has been Director since the establishment of the Company in October 2007, working to implement financial policies of the Group as executive officer responsible for accounting and finance in line with the goal toward improvement of profitability. The Company believes that he is a qualified person to continue executing business operations as executive officer responsible for finance of the Group with the aim of improving profitability and has therefore nominated him as a candidate for Director.</p>			
3	Rokuro Inamori (April 13, 1958)	Feb. 1983 Joined Doutor Coffee Co., Ltd. Jun. 2001 Director, Doutor Coffee Co., Ltd. Oct. 2002 Resigned as Director, Doutor Coffee Co., Ltd. Aug. 2004 Joined Doutor Coffee Co., Ltd. Jun. 2006 Director, Doutor Coffee Co., Ltd. Apr. 2007 Managing Director, Doutor Coffee Co., Ltd. (incumbent) Oct. 2007 Director, the Company May 2014 Managing Director, the Company (incumbent) (Significant Concurrent Positions outside the Company) Managing Director and General Manager of DCS Control Division, Doutor Coffee Co., Ltd. Representative Director and President, D&N CONFECTIONERY Co., Ltd Representative Director and President, SUNMERRY'S INC.	3,100 shares
<p>[Reasons for nomination as candidate for Director] Rokuro Inamori has been Director since the establishment of the Company in October 2007, working for improving profitability and revitalizing the businesses of the Group. The Company believes that he is a qualified person to continue executing business operations as executive officer responsible for retail business and wholesale business of the Group with the aim of improving profitability and has therefore nominated him as a candidate for Director.</p>			

No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Held
4	Hirofumi Obayashi (August 4, 1944)	<p>Aug. 1973 Representative Director and President, following establishment of Bolsts Japan Co., Ltd. (The trade name changed to Minami Indo Co., Ltd., which was merged with NIPPON RESTAURANT SYSTEM. INC in June 2001)</p> <p>Oct. 1973 Director, Shosan restaurant planning Co., Ltd. (currently NIPPON RESTAURANT SYSTEM. INC)</p> <p>Feb. 1976 Representative and Senior Managing Director, Shosan restaurant planning Co., Ltd.</p> <p>Aug. 1977 Director, German Restaurant System Co., Ltd. (currently NIPPON RESTAURANT SYSTEM. INC)</p> <p>Jun. 1978 Representative and Senior Managing Director, Shosan restaurant planning Co., Ltd. stated above and German Restaurant System Co., Ltd. stated above were merged into NIPPON RESTAURANT SYSTEM. INC</p> <p>Jul. 1979 Representative Director and President, NIPPON RESTAURANT SYSTEM. INC</p> <p>Aug. 2005 Representative Director and Chairman, NIPPON RESTAURANT SYSTEM. INC (incumbent)</p> <p>Oct. 2007 Representative Director and Chairman, the Company</p> <p>May 2008 Director, the Company (incumbent)</p> <p>(Significant Concurrent Positions outside the Company) Representative Director and Chairman, NIPPON RESTAURANT SYSTEM. INC</p>	6,756,200 shares
<p>[Reasons for nomination as candidate for Director] Hirofumi Obayashi has been Director since the establishment of the Company in October 2007, exhibiting strong leadership with the aim of enhancing corporate value. In addition, he has contributed to improvement of profitability as Representative Director and Chairman of NIPPON RESTAURANT SYSTEM. INC. Therefore the Company believes that he is a qualified person and has nominated him as a candidate to continue serving as Director.</p>			
5	Yutaka Toriba (March 26, 1964)	<p>Sep. 1988 Joined Doutor Coffee Co., Ltd.</p> <p>Jun. 1999 Director, Doutor Coffee Co., Ltd.</p> <p>Jun. 2000 Managing Director, Doutor Coffee Co., Ltd.</p> <p>Jun. 2004 Senior Executive Director, Doutor Coffee Co., Ltd.</p> <p>Jul. 2005 Representative Director and President, Doutor Coffee Co., Ltd. (incumbent)</p> <p>Oct. 2007 Representative Director and President, the Company</p> <p>May 2008 Director, the Company (incumbent)</p> <p>(Significant Concurrent Positions outside the Company) Representative Director and President, Doutor Coffee Co., Ltd.</p>	832,400 shares
<p>[Reasons for nomination as candidate for Director] Yutaka Toriba has been Director since the establishment of the Company in October 2007. In addition, he has exhibited strong leadership as Representative Director and President of Doutor Coffee Co., Ltd, with the aim of enhancing corporate value. The Company believes that he is a qualified person to continue executing business operations with the aim of enhancing the corporate value and ensuring sustainable growth of the Group and has therefore nominated him as a candidate for Director.</p>			

No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Held
6	Kunio Hashimoto (November 16, 1947)	<p>Apr. 1973 Joined Japan Airlines Co., Ltd.</p> <p>Feb. 2000 General Manager, Mileage Center Department, Japan Airlines Co., Ltd.</p> <p>Jul. 2002 Representative Staff in Australia, Japan Airlines Co., Ltd.</p> <p>Jul. 2006 Representative Director and President, JAL Sales Hokkaido Co., Ltd.</p> <p>Oct. 2007 Corporate Auditor, NIPPON RESTAURANT SYSTEM. INC</p> <p>Jan. 2010 General Manager, International Business Division, NIPPON RESTAURANT SYSTEM. INC (incumbent)</p> <p>May 2013 Director, the Company (incumbent)</p> <p>May 2013 Director, D&N International Co., Ltd. (incumbent)</p> <p>(Significant Concurrent Positions outside the Company) Director, D&N International Co., Ltd.</p>	4,905 shares
<p>[Reasons for nomination as candidate for Director] Kunio Hashimoto has worked for overseas business expansion in the Asian region by utilizing his extensive knowledge and overseas experiences with global companies. The Company believes that he is a qualified person to continue executing business operations with the aim of expanding overseas business and has therefore nominated him as a candidate for Director.</p>			
*7	Masahiro Kanno (January 23, 1959)	<p>Aug. 1979 Joined Doutor Coffee Co., Ltd.</p> <p>Jun. 2006 Executive Officer, General Manager of Production Control Division, Doutor Coffee Co., Ltd.</p> <p>Mar. 2008 Senior Executive Officer, General Manager of Merchandise Production Division, Doutor Coffee Co., Ltd.</p> <p>May 2014 Director, General Manager of Production Division, Doutor Coffee Co., Ltd.</p> <p>Mar. 2015 Director, General Manager of Merchandise Production Division, Doutor Coffee Co., Ltd. (incumbent)</p> <p>Dec. 2015 Representative Director and President, Premium Coffee & Tea Co., Ltd. (incumbent)</p> <p>(Significant Concurrent Positions outside the Company) Representative Director and President, Premium Coffee & Tea Co., Ltd.</p>	4,100 shares
<p>[Reasons for nomination as candidate for Director] Masahiro Kanno has worked for quality management and improving profitability of Doutor Coffee Co., Ltd. in coffee procurement and roasting and production. The Company believes that he is a qualified person to execute business operations going forward as a director responsible for coffee procurement and roasting and production of the Group and has therefore nominated him as a candidate for Director.</p>			

No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Held
*8	Tomoyo Goda (September 8, 1970)	<p>Apr. 1994 Joined NIPPON RESTAURANT SYSTEM. INC</p> <p>Aug. 2005 Director, NIPPON RESTAURANT CONFECTIONERY Co., Ltd. (merged with NIPPON RESTAURANT SYSTEM. INC in February 2009)</p> <p>Apr. 2008 Managing Director, NIPPON RESTAURANT CONFECTIONERY Co., Ltd.</p> <p>Aug. 2008 Director, D&N CONFECTIONERY Co., Ltd (incumbent)</p> <p>May 2013 Director, NIPPON RESTAURANT SYSTEM. INC (incumbent)</p> <p>(Significant Concurrent Positions outside the Company) Director, D&N CONFECTIONERY Co., Ltd</p>	5,017 shares
		<p>[Reasons for nomination as candidate for Director]</p> <p>Tomoyo Goda worked to improve profitability as the person in charge of Western confectionery manufacturing and product development in the Group. The Company believes that she is a qualified person to execute business operations going forward, utilizing her experiences up to now as well as her perspective and sensibilities as a woman, and has therefore nominated her as a candidate for Director.</p>	
9	Jungo Gomi (April 9, 1942)	<p>Apr. 1961 Joined the Nikko Securities Co., Ltd. (current SMBC Nikko Securities Inc.)</p> <p>Aug. 1994 General Manager, Nara Branch, the Nikko Securities Co., Ltd.</p> <p>Feb. 1997 General Manager, Institutional Business Takasaki, the Nikko Securities Co., Ltd.</p> <p>May 2010 Outside Director, the Company (incumbent)</p>	1,000 shares
		<p>[Reasons for nomination as candidate for Outside Director]</p> <p>Jungo Gomi has extensive experiences and broad knowledge in the securities industry. He has expressed his opinions and provided proposals at meetings of the Board of Directors from a fair perspective. The Company believes that he is a qualified person to supervise management of the Company and has nominated him as a candidate to continue serving as Outside Director.</p>	

No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Held
10	Masaharu Kohno (December 21, 1948)	<p>Apr. 1973 Joined the Ministry of Foreign Affairs of Japan</p> <p>Apr. 2001 Consul General, the Consulate-General of Japan in Los Angeles</p> <p>Aug. 2005 Director-General of Foreign Policy Bureau, the Ministry of Foreign Affairs of Japan</p> <p>Jan. 2007 Deputy Minister for Foreign Affairs (in charge of economy), the Ministry of Foreign Affairs of Japan</p> <p>Apr. 2009 Ambassador of Japan to Russia</p> <p>Mar. 2011 Ambassador of Japan to Italy</p> <p>Mar. 2014 Executive Board Member, the Tokyo Organising Committee of the Olympic and Paralympic Games (incumbent)</p> <p>Sep. 2014 Special Representative of the Government of Japan (incumbent)</p> <p>May 2015 Outside Director, the Company (incumbent)</p> <p>(Significant Concurrent Positions outside the Company) Executive Board Member, the Tokyo Organising Committee of the Olympic and Paralympic Games Special Representative of the Government of Japan (for the Middle East and Europe) Outside Director, Sumitomo Mitsui Financial Group, Inc.</p>	100 shares
<p>[Reasons for nomination as candidate for Outside Director] Masaharu Kohno has extensive experiences as diplomat, and broad professional knowledge about international affairs. He has expressed his opinions and provided proposals at meetings of the Board of Directors in a timely and appropriate manner. The Company believes that he is a qualified person to supervise management of the Company and has nominated him as a candidate to continue serving as Outside Director.</p>			

Notes:

1. New candidates for Director are indicated by an asterisk (*).
2. There is no special interest between any of the candidates and the Company.
3. Jungo Gomi and Masaharu Kohno are candidates for Outside Director.
4. Jungo Gomi and Masaharu Kohno are currently Outside Directors of the Company. At the conclusion of this Meeting, their terms of office as Outside Directors will have been six years and one year, respectively. The Company has submitted notification to the Tokyo Stock Exchange that they have been designated as independent directors as provided for by the aforementioned exchange. If they are reelected, the Company plans for their appointment as independent directors to continue.
5. The outline of the limited liability agreement with Outside Director is as follows:
The Company has entered into the aforementioned agreement with Jungo Gomi and Masaharu Kohno. If their reelection is approved, the Company plans to renew the aforementioned agreement with them.
The outline of the agreement is as follows:
 - In the case of falling under the requirements specified in laws and regulations, the liability for damages stipulated in Article 423, paragraph 1 of the Companies Act shall not exceed the total of the amounts specified in each item of Article 425, paragraph 1 of the Act.

Proposal No. 3: Election of One (1) Audit and Supervisory Board Member

Audit and Supervisory Board Member Yoshiro Goi will resign at the conclusion of this meeting. Therefore, the Company proposes to elect one (1) Audit and Supervisory Board Member as his substitute.

As provided for in Article 35, paragraph 2 of the Company's Articles of Incorporation, the term of office of the elected Audit and Supervisory Board Member as a substitute will be until the term of office of the retiring Audit and Supervisory Board Member expires.

In addition, the consent of the Audit and Supervisory Board has been obtained for this proposal.

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

Name (Date of Birth)	Career Summary, and Position in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Held
Yoshinori Kawasaki (May 7, 1954)	Apr. 1977 Joined NIPPON RESTAURANT SYSTEM. INC Apr. 1997 Manager, Store Development Section, President's Office, NIPPON RESTAURANT SYSTEM. INC Apr. 2001 Manager, in charge of Energy Cost and Store Development Section, President's Office, NIPPON RESTAURANT SYSTEM. INC Jun. 2001 Director, Nippon Restaurant Service Co., Ltd. (currently D&N Restaurant Service Co., Ltd) Aug. 2008 General Manager, Internal Audit Office, NIPPON RESTAURANT SYSTEM. INC (incumbent)	44,874 shares
[Reasons for nomination as candidate for Audit and Supervisory Board Member] Yoshinori Kawasaki has been General Manager of Internal Audit Office at NIPPON RESTAURANT SYSTEM. INC since August 2008, leading dissemination of the awareness about compliance in the company while working toward enhancing corporate value. The Company believes that he is a qualified person to perform audit operations of the Company as a full-time Audit and Supervisory Audit Member and has therefore nominated him as a new candidate for Audit and Supervisory Board Member.		

Note: There is no special interest between the candidate for Audit and Supervisory Board Member, Yoshinori Kawasaki and the Company.

Proposal No. 4: Payment of Bonuses to Directors

Taking into consideration the profits of the fiscal year under review and other various matters, the Company proposes to pay bonuses at the total amount of ¥29.8 million to ten (10) Directors in office as of the end of the fiscal year under review (including bonuses for two [2] Outside Directors at the amount of ¥1.20 million), in appreciation of their services during the fiscal year under review.

It is further proposed that the determination of individual amounts to be paid to each Director shall be entrusted to the Board of Directors.