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Securities Code: 3087

May 8, 2020

To Our Shareholders:

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

Notice of the 13th Annual General Meeting of Shareholders

You are cordially invited to the 13th Annual General Meeting of Shareholders of DOUTOR·NICHIRE 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 “Information on Exercise of Voting Rights, etc.” on the following page by 5:00 p.m., Monday, May 25, 2020.

1. Date and Time: Tuesday, May 26, 2020, at 10:00 a.m. (Reception starts at 9:00 a.m.)

2. Venue: Ballroom, 2nd basement, Cerulean Tower Tokyo 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 Accounting Auditor and the Audit and Supervisory Board for the 13th fiscal year (from March 1, 2019 to February 29, 2020)
2. The Non-consolidated Financial Statements for the 13th fiscal year (from March 1, 2019 to February 29, 2020)

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
Proposal No. 5: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)

◎ 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.

◎ Pursuant to laws and regulations and the provisions of the Company’s Articles of Incorporation, the Company provides the following matters from the required documents on the Company’s website. Accordingly, these matters are not available in this Notice of the General Meeting of Shareholders.

- 1) Notes to the Consolidated Financial Statements
- 2) Notes to the Non-consolidated Financial Statements

<http://www.dnh.co.jp/>

Information on Exercise of Voting Rights, etc.

You may exercise your voting rights by one of the following three methods:

[Attending the General Meeting of Shareholders]

Present your voting form to the receptionist at the meeting. (no signature or affixing of seal necessary)

Date and Time:

Tuesday, May 26, 2020, at 10:00 a.m. (Reception starts at 9:00 a.m.)

Venue:

Ballroom, 2nd basement, Cerulean Tower Tokyu Hotel

[Voting by mail]

Indicate your vote of approval or disapproval of each proposal on the enclosed voting form, and return the form to us without affixing a stamp.

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

Votes to be received by:

Monday, May 25, 2020, at 5:00 p.m.

[Voting via the Internet]

Access the voting rights exercise website designated by the Company (<https://soukai.mizuho-tb.co.jp/>), input the “Voting right exercise code” and “Password” indicated on the enclosed voting form, follow the instructions shown on the screen, and input your approval or disapproval of each proposal.

Votes to be given by:

Monday, May 25, 2020, at 5:00 p.m.

- 1) Please note that, to prevent unauthorized access to the website by individuals other than shareholders (persons impersonating shareholders) or unauthorized alteration of votes already made by authentic shareholders, we may request shareholders to change their “Password” at the voting website when they log in for the first time.
- 2) Your password (including the password after you have changed it) shall be effective only for this meeting.
Shareholders will be informed of the new “Voting right exercise code” and “Password,” every time a General Meeting of Shareholders is called.
- 3) All costs associated with the access to the voting website (cost of internet connections, communication, etc.) will be borne by the shareholder.

Cautions regarding exercise of voting rights via the Internet

- 1) If you exercise your voting rights in duplicate both in writing and via the Internet, your voting via the Internet will be treated as valid.
- 2) If you exercise your voting rights multiple times via the Internet, only your last voting will be treated as valid.
- 3) All costs associated with the access to the voting website (cost of internet connections, communication, etc.) will be borne by the shareholder. Also, when voting by mobile phone, packet communication fees and other costs entailed by the use of mobile phones also will be borne by the shareholder.
- 4) Voting rights exercised via the Internet are accepted until Monday, May 25, 2020, at 5:00 p.m.; however, we request that you vote as early as possible.
Please contact the Help Desk (details below) with any questions.

Information on electronic voting platform

Management trust banks and other nominee shareholders (including standing proxies) who in advance send in applications to use the electronic voting platform for institutional investors operated by ICJ Inc., founded by Tokyo Stock Exchange, Inc. and other entities, may use the platform as an alternative to the conventional method of online voting described on the previous page.

- 1) 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)
- 2) For address changes and other matters other than 1) 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)

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

The Company continues to uphold the basic policy of distributing dividends commensurate with business performance, while ensuring sufficient internal reserves are provided for further strengthening the corporate structure and for future business expansion. For the year-end dividends for the fiscal year under review, the Company proposes 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 ¥17 per share, the annual dividend will be ¥34 per share.

Type of dividend property	Cash
Allotment of dividend property and their aggregate amount	¥17 per common share of the Company Total amount of dividends: ¥751,108,824
Effective date of dividends of surplus	May 27, 2020

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

The terms of office of all 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	Position and Responsibility in the Company	Attribute
1	Hirofumi Obayashi	Representative Director and Chairman	Reelection
2	Masanori Hoshino	Representative Director and President	Reelection
3	Motoya Takebayashi	Managing Director	Reelection
4	Kunio Hashimoto	Director	Reelection
5	Masahiro Kanno	Director	Reelection
6	Tomoyo Goda	Director	Reelection
7	Kazuhiro Sekine	Director	Reelection
8	Yasuyuki Tenma	–	New candidate
9	Masaharu Kohno	Outside Director	Reelection Outside Independent
10	Azuma Ohtsuka	Outside Director	Reelection Outside Independent

For reference: Policies and procedures for nominating candidates for Director

Important executives and people in charge of primary business companies, etc. are nominated as candidates for Director based on the assumption that they have extensive experience, professional knowledge, and good managerial judgment and personality.

The Board of Directors has deliberated and decided the nomination of candidates for Director to be proposed at the General Meeting of Shareholders.

1	Hirofumi Obayashi	(Date of Birth: August 4, 1944)	Number of the Company's shares held: 6,767,200 shares
Reelection Terms of office: 13 years Number of Board of Directors meetings attended: 16/16	<p>[Career summary, and position and responsibility in the Company]</p> <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</p> <p>Oct. 2007 Representative Director and Chairman, the Company</p> <p>May 2008 Director, the Company</p> <p>May 2016 Representative Director and Chairman, the Company (incumbent)</p> <p>May 2016 Representative Director and Chairman and President, NIPPON RESTAURANT SYSTEM. INC (incumbent)</p> <p>May 2016 Director, Doutor Coffee Co., Ltd.</p> <p>Apr. 2017 Representative Director and Chairman, Doutor Coffee Co., Ltd. (incumbent)</p> <p>Significant concurrent positions outside the Company Representative Director and Chairman and President, NIPPON RESTAURANT SYSTEM. INC Representative Director and Chairman, Doutor Coffee Co., Ltd. Representative Director and Chairman, SUNMERRY'S INC. Representative Director and Chairman, Premium Coffee & Tea Co., Ltd.</p> <p>Reasons for nomination as candidate for Director Hirofumi Obayashi has been Director since the establishment of the Company in October 2007, and as Representative Director and Chairman of the Company, he has exhibited strong leadership with the aim of enhancing corporate value since May 2016. He has developed new brands proactively and contributed to improvement of the Group's profitability. Therefore, the Company believes that he is a qualified person and has nominated him as a candidate to continue serving as Director.</p>		
2	Masanori Hoshino	(Date of Birth: October 22, 1959)	Number of the Company's shares held: 11,500 shares
Reelection Terms of office: 13 years Number of Board of Directors meetings attended: 16/16	<p>[Career summary, and position and responsibility in the Company]</p> <p>Apr. 1983 Joined Doutor Coffee Co., Ltd.</p> <p>Jun. 2000 Director, Doutor Coffee Co., Ltd.</p> <p>Jun. 2002 Managing Director, Doutor Coffee Co., Ltd.</p> <p>Jun. 2004 Senior Executive Director, Doutor Coffee Co., Ltd.</p> <p>Jul. 2005 Vice President and Director, Doutor Coffee Co., Ltd.</p> <p>Oct. 2007 Director, the Company</p> <p>May 2008 Representative Director and President, the Company (incumbent)</p> <p>May 2011 Representative Director and Chairman, Doutor Coffee Co., Ltd.</p> <p>May 2013 Director, NIPPON RESTAURANT SYSTEM. INC (incumbent)</p> <p>Apr. 2017 Representative Director and President, Doutor Coffee Co., Ltd. (incumbent)</p> <p>Significant concurrent positions outside the Company Representative Director and President, Doutor Coffee Co., Ltd. Representative Director and President, D&N International Co., Ltd. Director, NIPPON RESTAURANT SYSTEM. INC</p> <p>Reasons for nomination as candidate for Director Masanori Hoshino was appointed as Representative Director and President in May 2008 and has exhibited strong organizational operating expertise from a Group-wide perspective in his execution of operations with the aim of enhancing corporate value. The Company believes that he is a qualified person to execute 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 to continue serving as Director.</p>		

3	Motoya Takebayashi	(Date of Birth: May 26, 1966)	Number of the Company's shares held: 1,800 shares
Reelection Terms of office: 3 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Oct. 1997 Joined Doutor Coffee Co., Ltd. Mar. 2010 Senior Executive Officer, General Manager of Business Management Division, Doutor Coffee Co., Ltd. May 2014 Director, Doutor Coffee Co., Ltd. May 2016 Managing Director, Doutor Coffee Co., Ltd. May 2017 Director, the Company May 2018 Managing Director, the Company (incumbent) May 2018 Senior Executive Director, Doutor Coffee Co., Ltd. (incumbent)		
Significant concurrent positions outside the Company Senior Executive Director, Doutor Coffee Co., Ltd.			
Reasons for nomination as candidate for Director Motoya Takebayashi worked to expand the Company's sales channels as a sales manager in the Group. The Company believes that he is a qualified person to execute business operations utilizing his experiences up to now with the aim of ensuring sustainable growth of the Group and has therefore nominated him as a candidate to continue serving as Director.			
4	Kunio Hashimoto	(Date of Birth: November 16, 1947)	Number of the Company's shares held: 7,105 shares
Reelection Terms of office: 7 years Number of Board of Directors meetings attended: 15/16	[Career summary, and position and responsibility in the Company] Apr. 1973 Joined Japan Airlines Co., Ltd. Feb. 2000 General Manager, Mileage Center Department, Japan Airlines Co., Ltd. Jul. 2002 Representative Staff in Australia, Japan Airlines Co., Ltd. Jul. 2006 Representative Director and President, JAL Sales Hokkaido Co., Ltd. Oct. 2007 Corporate Auditor, NIPPON RESTAURANT SYSTEM. INC. Jan. 2010 General Manager, International Business Division, NIPPON RESTAURANT SYSTEM. INC (incumbent) May 2013 Director, the Company (incumbent) May 2013 Director, D&N International Co., Ltd. (incumbent)		
Significant concurrent positions outside the Company Director, D&N International Co., Ltd.			
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 execute business operations with the aim of expanding overseas business and has therefore nominated him as a candidate to continue serving as Director.			
5	Masahiro Kanno	(Date of Birth: January 23, 1959)	Number of the Company's shares held: 4,700 shares
Reelection Terms of office: 4 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Aug. 1979 Joined Doutor Coffee Co., Ltd. Mar. 2008 Senior Executive Officer, General Manager of Merchandise Production Division, Doutor Coffee Co., Ltd. May 2014 Director, Doutor Coffee Co., Ltd. Dec. 2015 Representative Director and President, Premium Coffee & Tea Co., Ltd. (incumbent) May 2016 Director, the Company (incumbent) May 2018 Representative Director and President, SUNMERRY'S INC. (incumbent) May 2018 Managing Director, Doutor Coffee Co., Ltd. (incumbent)		
Significant concurrent positions outside the Company Representative Director and President, SUNMERRY'S INC. Representative Director and President, Premium Coffee & Tea Co., Ltd. Managing Director, Doutor Coffee Co., Ltd.			
Reasons for nomination as candidate for Director Masahiro Kanno has worked for coffee procurement, roasting and production, and improvement of quality management in the Group. The Company believes that he is a qualified person to execute business operations as a director responsible for coffee procurement and roasting and production of the Group and has therefore nominated him as a candidate to continue serving as Director.			

6	Tomoyo Goda	(Date of Birth: September 8, 1970)	Number of the Company's shares held: 6,117 shares
Reelection Terms of office: 4 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Apr. 1994 Joined NIPPON RESTAURANT SYSTEM. INC Aug. 2005 Director, NIPPON RESTAURANT CONFECTIONERY Co., Ltd. (merged with NIPPON RESTAURANT SYSTEM. INC in February 2009) Apr. 2008 Managing Director, NIPPON RESTAURANT CONFECTIONERY Co., Ltd. Aug. 2008 Director, D&N CONFECTIONERY Co., Ltd May 2013 Director, NIPPON RESTAURANT SYSTEM. INC May 2016 Director, the Company (incumbent) May 2016 Managing Director, D&N CONFECTIONERY Co., Ltd May 2018 Representative Director and President, D&N CONFECTIONERY Co., Ltd (incumbent) May 2018 Managing Director, NIPPON RESTAURANT SYSTEM. INC (incumbent)		
	Significant concurrent positions outside the Company Representative Director and President, D&N CONFECTIONERY Co., Ltd Managing Director, NIPPON RESTAURANT SYSTEM. INC		
	Reasons for nomination as candidate for Director 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, utilizing her experiences up to now as well as her perspective and sensibilities as a woman, and has therefore nominated her as a candidate to continue serving as Director.		
7	Kazuhiro Sekine	(Date of Birth: November 17, 1965)	Number of the Company's shares held: 1,400 shares
Reelection Terms of office: 2 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Jan. 2007 Joined Doutor Coffee Co., Ltd. Apr. 2010 General Manager of Public Relations, Management Control Division, Doutor Coffee Co., Ltd. Dec. 2010 General Manager of Public and Investor Relations, the Company Mar. 2015 General Manager of Management Control Division, Doutor Coffee Co., Ltd. (incumbent) May 2017 Director, Doutor Coffee Co., Ltd. (incumbent) May 2018 Director, the Company (incumbent)		
	Significant concurrent positions outside the Company Director, Doutor Coffee Co., Ltd.		
	Reasons for nomination as candidate for Director Kazuhiro Sekine has worked to promote continued enhancement of corporate value as the person in charge of Public and Investor Relations in the Company and the Group. In addition, he has worked for strengthening the management system of Doutor Coffee Co., Ltd. as Director and General Manager of Management Control Division. The Company believes that he is a qualified person to execute business operations utilizing his experiences up to now and has therefore nominated him as a candidate to continue serving as Director.		
8	Yasuyuki Tenma	(Date of Birth: April 28, 1960)	Number of the Company's shares held: 21,637 shares
New candidate	[Career summary, and position and responsibility in the Company] Jan. 1994 Joined NIPPON RESTAURANT SYSTEM. INC Apr. 2003 General Manager of Location Development Division, NIPPON RESTAURANT SYSTEM. INC Aug. 2005 Director, General Manager of Location Development Division, NIPPON RESTAURANT SYSTEM. INC May 2018 Managing Director, General Manager of Location Development Division, NIPPON RESTAURANT SYSTEM. INC (incumbent)		
	Significant concurrent positions outside the Company Managing Director, NIPPON RESTAURANT SYSTEM. INC		
	Reasons for nomination as candidate for Director Yasuyuki Tenma, as Managing Director and General Manager of the Location Development Division of NIPPON RESTAURANT SYSTEM. INC, selected many properties with favorable locations and conditions, has experience in development, and significantly contributed to the Group's active store development and expansion of operations. The Company believes that he is a qualified person to execute business operations utilizing his experiences up to now and has therefore nominated him as a candidate for Director.		

9	Masaharu Kohno	(Date of Birth: December 21, 1948)	Number of the Company's shares held: 700 shares
<p>Reelection</p> <p>Candidate for Outside Director</p> <p>Candidate for Independent Director</p> <p>Terms of office: 5 years</p> <p>Number of Board of Directors meetings attended: 14/16</p>	<p>[Career summary, and position and responsibility in the Company]</p> <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>Jun. 2015 Outside Director, Sumitomo Mitsui Financial Group, Inc. (incumbent)</p>		
	<p>Significant concurrent positions outside the Company</p> <p>Executive Board Member, the Tokyo Organising Committee of the Olympic and Paralympic Games</p> <p>Special Representative of the Government of Japan (for the Middle East and Europe)</p> <p>Outside Director, Sumitomo Mitsui Financial Group, Inc.</p>		
	<p>Reasons for nomination as candidate for Outside Director</p> <p>Although Masaharu Kohno has not been involved in corporate management other than having served as an outside officer, he 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>		
10	Azuma Ohtsuka	(Date of Birth: March 8, 1945)	Number of the Company's shares held: 600 shares
<p>Reelection</p> <p>Candidate for Outside Director</p> <p>Candidate for Independent Director</p> <p>Terms of office: 3 years</p> <p>Number of Board of Directors meetings attended: 16/16</p>	<p>[Career summary, and position and responsibility in the Company]</p> <p>Apr. 1968 Joined The Mitsubishi Bank, Limited (current MUFG Bank, Ltd.)</p> <p>Jun. 1993 General Manager, Shimbashi Branch, The Mitsubishi Bank, Limited</p> <p>Apr. 1995 General Manager, Public Institutions Division, The Mitsubishi Bank, Limited</p> <p>Apr. 1997 Joined JEOL Ltd.</p> <p>Jun. 1997 Managing Director, JEOL Ltd.</p> <p>Jun. 2001 Senior Managing Director, JEOL Ltd.</p> <p>Jun. 2005 Director, Executive Vice President, JEOL Ltd.</p> <p>Jun. 2006 Representative Director & Executive Vice President, JEOL Ltd.</p> <p>May 2009 Director and Chairman, JEOL TECHNICS LTD.</p> <p>May 2017 Outside Director, the Company (incumbent)</p>		
	<p>Significant concurrent positions outside the Company</p> <p>–</p>		
	<p>Reasons for nomination as candidate for Outside Director</p> <p>Azuma Ohtsuka built a strong track record while at a financial institution, and has extensive experience and broad insight as a corporate manager. He has been providing opinions and suggestions at meetings of the Board of Directors from a broad perspective based on his experiences up to now. 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:

- There is no special interest between any of the candidates and the Company.
- Masaharu Kohno and Azuma Ohtsuka are currently Outside Directors of the Company. The Company has submitted notification to the Tokyo Stock Exchange, Inc. 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.
- The outline of the limited liability agreement with Outside Director is as follows: The Company has entered into the aforementioned agreement with Masaharu Kohno and Azuma Ohtsuka. 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 Tetsuo Miyabayashi 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:

New candidate	Hideyuki Sotta	(Date of Birth: November 21, 1960)	Number of the Company’s shares held: 2,300 shares
	[Career summary and position in the Company]		
	Oct. 2000	Joined Doutor Coffee Co., Ltd.	
	Apr. 2002	Manager of Accounting Section, Doutor Coffee Co., Ltd.	
	Apr. 2005	Deputy General Manager of Accounting Management Division, Doutor Coffee Co., Ltd.	
Oct. 2007	General Manager of Accounting Management Division (currently Finance Division), Doutor Coffee Co., Ltd. (incumbent)		
Aug. 2011	Director, Magna Incorporated (incumbent)		
Significant concurrent positions outside the Company			
-			
Reasons for nomination as candidate for Audit and Supervisory Board Member			
Hideyuki Sotta has been engaged in accounting and finance since he joined Doutor Coffee Co., Ltd., taking advantage of his experience in finance, and he has keen insight in finance and accounting. The Company believes that he is a qualified person to perform audits of the Group as a full-time Audit and Supervisory Board 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, Hideyuki Sotta 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 ¥43.9 million to nine (9) Directors in office as of the end of the fiscal year under review (including bonuses for two (2) Outside Directors at the amount of ¥1.4 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.

Proposal No. 5: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)

The amount of remuneration, etc. for Directors of the Company was approved as not more than ¥360 million per year (not more than ¥20 million of which may be paid to Outside Directors and which excludes employee salaries of Directors concurrently serving as employees) at the 1st Annual General Meeting of Shareholders held on May 29, 2008.

As part of the revisions of the remuneration plan for Directors, the Company proposes to introduce remuneration for granting restricted stock to the Company's Directors (excluding Outside Directors; hereinafter, "Eligible Directors") within the maximum limit established separately from the aforementioned maximum amount of remuneration for the purpose of creating a remuneration system that provides an incentive for Directors to sustainably increase the Company's corporate value and shareholder value in the medium to long term and further enhances the alignment of interests with shareholders.

The remuneration for granting restricted stock to Eligible Directors under this proposal shall be monetary receivables (hereinafter, "Monetary Remuneration Receivables") and the total amount thereof shall be not more than ¥200 million per year as the amount deemed reasonable based on the above purpose. The specific timing and allotment of the payment for each Eligible Director shall be decided by the Board of Directors. Note, however, that remuneration for granting restricted stock shall not be provided to Outside Directors.

Furthermore, the above remuneration amount shall not include the salary portion payable to Directors who also serve as employees of the Company.

Currently, the number of Directors is nine (9) (including two (2) Outside Directors). If Proposal No. 2 "Election of Ten (10) Directors" is approved as originally proposed, the number of Directors will be ten (10) (including two (2) Outside Directors).

In addition, Eligible Directors shall pay in all of the Monetary Remuneration Receivables provided under this proposal, as property contributed in kind, in accordance with a resolution of the Board of Directors of the Company, and subscribe for the Company's common shares to be issued or disposed of. The total number of the Company's common shares subject to said issuance or disposition shall be not more than 110,000 shares (however, the total number shall be adjusted within a reasonable range if either a share split of the Company's common shares (including the allotment of the Company's common shares without contribution) or a share consolidation of the Company's common shares is carried out, or if any other event where the total number of the Company's common shares to be issued or disposed of as restricted stock needs to be adjusted occurs on or after the day this proposal is approved).

The relevant paid-in amount per share will be determined by the Board of Directors based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding each date of resolution of the Board of Directors (if no transaction is made on the said date, the closing price of the most recent trading day preceding the said date) to the extent that it will not be particularly advantageous for Eligible Directors who subscribe for such common shares. Moreover, when issuing or disposing of the Company's common shares, a restricted stock allotment agreement including the following provisions (hereinafter, the "Allotment Agreement") shall be concluded between the Company and Eligible Directors.

(1) Transfer Restriction Period

During the period from the date on which the shares are granted through the Allotment Agreement to the date of resignation or retirement from the position determined by the Company's Board of Directors (hereinafter, the "Transfer Restriction Period"), the Eligible Directors shall be prohibited from transfers, creation of security interest on, or otherwise dispose of the Company's common shares granted through the Allotment Agreement (hereinafter, the "Allotted Shares") (hereinafter, the "Transfer Restrictions").

(2) Treatment on resignation or retirement from the position

If an Eligible Director resigns or retires from the position specified by the Company's Board of Directors before the expiration of a period as determined by the Company's Board of Directors (hereinafter, the "Service Provision Period"), the Company will automatically acquire the Allotted Shares without contribution immediately upon the resignation or retirement, unless the reason for resignation or retirement is death or other justifiable reason.

(3) Lifting of the Transfer Restrictions

Notwithstanding the provision of item (1) above, the Company shall lift the Transfer Restrictions on all Allotted Shares when the Transfer Restriction Period expires, provided the Eligible Director has been in the position specified by the Company's Board of Directors continuously for the Service Provision Period. However, if the Eligible Director resigns or retires from the position specified by the Company's Board of Directors before the expiration of the Service Provision Period due to death or other justifiable reason, the Company shall reasonably adjust, as needed, the number of the Allotted Shares on which the Transfer Restrictions are to be lifted and the timing of lifting the Transfer Restrictions. Moreover, the Company will automatically acquire the Allotted Shares without contribution on which the Transfer Restrictions have not been lifted immediately after the Transfer Restrictions have been lifted in accordance with the above provisions.

(4) Treatment in case of reorganization, etc.

Notwithstanding the provision in (1) above, if a merger agreement in which the Company becomes the disappearing company, a share exchange agreement or a share transfer plan under which the Company becomes a wholly-owned subsidiary of another company, or any other matters related to reorganization, etc. is approved at a General Meeting of Shareholders of the Company (provided, however, that approval at a meeting of the Board of Directors of the Company shall suffice if approval of the General Meeting of Shareholders for the relevant reorganization, etc. is not required) during the Transfer Restriction Period, the Company shall, prior to the effective date of such reorganization, etc., lift the Transfer Restrictions on a number of Allotted Shares determined in a reasonable manner by resolution of the Board of Directors of the Company based on the period from the date of commencement of the Transfer Restriction Period until the date of approval of such reorganization, etc. In addition, for the case specified above, the Company will automatically acquire the Allotted Shares without contribution on which the Transfer Restrictions have not been lifted immediately after the Transfer Restrictions have been lifted.

(5) Other matters

Other matters concerning the Allotment Agreement shall be determined by the Board of Directors of the Company.