

(Notes)

1. This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
2. “Audit & Supervisory Board Member(s)” and “Audit & Supervisory Board” described herein mean “Kansayaku” and “Kansayaku-kai” stipulated in the Japanese Companies Act respectively.

March 27, 2014

To: Our Shareholders

Notice of Resolutions of the 175th Annual General Meeting of Shareholders

Dear Shareholders:

Kirin Holdings Company, Limited hereby informs you of the reports made and resolutions reached at the 175th Annual General Meeting of Shareholders of the Company held this day.

Yours very truly,

Senji Miyake
Representative Director and President

Kirin Holdings Company, Limited
10-2, Nakano 4-chome,
Nakano-ku, Tokyo

Description

Matters reported:

- 1) Report on the business report, the consolidated financial statements and the results of the audit of the consolidated financial statements by the Independent Accounting Auditors and the Audit & Supervisory Board for the 175th fiscal year (from January 1, 2013 to December 31, 2013).

The particulars of the above business report, consolidated financial statements, and results of the audit of the consolidated financial statements were reported.

- 2) Report on the financial statements for the 175th fiscal year (from January 1, 2013 to December 31, 2013).

The particulars of the above financial statements were reported.

Matters resolved:

Proposal No. 1: **Appropriation of surplus**

The proposal was approved and adopted as proposed. It was decided to pay a dividend of ¥18 per share (amounting to ¥36 per annum, together with an interim dividend of ¥18 per share).

Proposal No. 2: **Election of seven (7) Directors**

The proposal was approved and adopted as proposed. Messrs. Senji Miyake, Hirotake Kobayashi, Hajime Nakajima, Keisuke Nishimura, Shigemitsu Miki and Toshio Arima, six (6) in all, were re-elected as Directors and Mr. Akihiro Ito was newly elected as a Director, and each of them assumed office. Messrs. Shigemitsu Miki and Toshio Arima are Outside Directors.

Proposal No. 3: **Election of two (2) Audit & Supervisory Board Members**

The proposal was approved and adopted as proposed. Messrs. Masahito Suzuki and Fukutaka Hashimoto, two (2) in all, were newly elected as Audit & Supervisory Board Members, and each of them assumed office. Mr. Fukutaka Hashimoto is an Outside Audit & Supervisory Board Member.

Proposal No. 4: **Payment of bonuses to Directors and Audit & Supervisory Board Members**

The proposal was approved and adopted as proposed. It was decided to pay bonuses of ¥122.49 million in total to eight (8) Directors who held office as of the end of the fiscal year under review (of which, bonuses to two (2) Outside Directors are ¥2.00 million in total) and bonuses of ¥14.82 million in total to five (5) Audit & Supervisory Board Members who held office as of the end of the fiscal year under review (of which, bonuses to three (3) Outside Audit & Supervisory Board Members are ¥3.00 million in total).

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At the Board of Directors Meeting held following the close of the Annual General Meeting of Shareholders, Messrs. Senji Miyake, Hirotake Kobayashi and Hajime Nakajima, three (3) in all, were appointed as Representative Directors, and each of them assumed office.

Further, at the Audit & Supervisory Board Meeting held on the same date, Messrs. Kazuyoshi Suzusho and Masahito Suzuki, two (2) in all, were appointed as Standing

Audit & Supervisory Board Members, and each of them assumed office.

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**Change of the Number of Shares to Constitute One Unit Share**

According to the Board of Directors Meeting resolution on February 13, 2014, the Company will change the number of shares to constitute one unit share from 1,000 shares to 100 shares effective on April 1, 2014. In conjunction with this change, the same changes will be made to the trading units on the Tokyo Stock Exchange, Inc., etc. on the same date.

For shareholders, no actions regarding such changes are required.

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