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Securities Code: 2670

May 9, 2018

To Our Shareholders:

Minoru Noguchi
President and Representative Director
ABC-MART, INC.
1-11-5 Jinnan, Shibuya-ku, Tokyo
(Corporate Headquarters)
1-12-1 Dogenzaka, Shibuya-ku, Tokyo

NOTICE OF THE 33RD ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 33rd Annual General Meeting of Shareholders of ABC-MART, INC. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Materials for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and send it so that it is received by 6:00 p.m. on Wednesday, May 23, 2018, Japan time.

- 1. Date and Time:** Thursday, May 24, 2018 at 10:00 a.m. Japan time
(The reception desk is scheduled to open at 9:00 a.m.)
- 2. Venue:** Maple Room 2F, Hotel Okura Tokyo
2-10-4, Toranomon, Minato-ku, Tokyo, Japan
(Starting this year, no gifts will be provided to shareholders attending the general meeting of shareholders. We greatly appreciate your understanding.)

3. Meeting Agenda:

Matters to be reported:

1. The Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the Company’s 33rd Fiscal Year (March 1, 2017 - February 28, 2018)
2. Results of audits by the Accounting Auditor and Audit & Supervisory Committee of the Consolidated Financial Statements

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six Directors (excluding Directors who are Audit & Supervisory Committee Members)

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- The following matters are posted on the Company’s website (<http://www.abc-mart.co.jp/ir/>) in accordance with the laws and regulations and the provisions of Article 15 of the Articles of Incorporation and thus are not included in the documents of this notice: (1) Matters regarding the Accounting Auditor in the Business Report, (2) System to ensure the appropriateness of business operations and the operation status of the system in the Business Report, (3) Consolidated Statements of Changes in Equity, (4) Notes to Consolidated Financial Statements, (5) Non-Consolidated Statements of Changes in Equity, (6) Notes to Non-Consolidated Financial Statements.

Accordingly, the attached documents to this notice are part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were audited by the Accounting Auditor in preparing the accounting audit report and are part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were audited by the Audit & Supervisory Committee in preparing the audit report.

- If there are any revisions to the Reference Materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements, the updated information will be posted on the Company’s website (<http://www.abc-mart.co.jp/ir/>).

Reference Materials for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters regarding year-end dividend

The Company considers the return of profits to its shareholders as an important aspect of its management policy. The Company has adopted a basic policy to undertake dividend payments taking into consideration the Company's performance, while enhancing profitability and strengthening its financial position.

In accordance with the basic policy, the Company intends to pay a year-end dividend of 70 yen per share for the 33rd fiscal year, an increase of 10 yen from the previous fiscal year, as announced on April 10, 2018. This amount was determined by taking into consideration the Company's business performance for the business term under review, future business operations and other related factors.

(1) Category of dividend assets:

Cash

(2) Matters relating to the allocation of dividend assets and the total amount of such allocation:

Year-end dividends of 70 yen per share of the Company's common stock

The total amount of dividends: 5,777,241,610 yen

With the interim dividend of 60 yen per share already paid out, the annual dividend amounts to 130 yen per share for the business term under review.

(3) Date on which the dividends from surplus will take effect:

May 25, 2018

Proposal No. 2: Election of Six Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six Directors (excluding Directors who are Audit & Supervisory Committee Members) is proposed.

Moreover, this proposal has been considered by the Audit & Supervisory Committee, but no opinion was expressed. The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

Candidate No.	Name (Date of birth)	Past experience, positions and responsibilities [significant concurrent positions]	Number of shares of the Company held
1	Minoru Noguchi (December 6, 1965)	Apr. 1988 Joined Shachihata Tokyo Shoji Co., Ltd. (currently Shachihata Inc.)	62,000 shares
		Apr. 1991 Joined the Company June 2000 Director, Sales Department Manager of the Company Mar. 2004 Managing Director, Sales Department Manager of the Company Mar. 2007 President and Representative Director of the Company (to present)	
		[Significant concurrent positions] -	
[Reason for selecting the candidate] Since he joined the Company, he has belonged to the sales section. In 2000, he became involved in management as Director and Sales Department Manager under the motto of "viewpoint of the frontline." In 2007, he was appointed as President and Representative Director and significantly contributed to the development and growth of the Company's group through his strong leadership. He has been selected as a candidate for Director because he is expected to be able to continuously perform his responsibilities as Chief Executive Officer.			
2	Yukie Yoshida (May 10, 1956)	Apr. 1979 Joined Ibarakimokuzai Sogo Ichiba Co., Ltd. June 1989 Joined the Company Mar. 1998 Director, Accounting Department Manager of the Company Mar. 2004 Managing Director of the Company Jan. 2015 Managing Director, in charge of finance & accounting of the Company (to present)	50,000 shares
		[Significant concurrent positions] -	
[Reason for selecting the candidate] Since she joined the Company, she has been engaged in the financial and accounting operation over many years. She became involved in management as Director in 1998. She contributed to the construction of a sound financial foundation and conducting appropriate financial reporting in the course of the growth of the Company's group through listing on the stock market. She has been selected as a candidate for Director because she is expected to be able to continuously perform her responsibilities due to her abundant experience and past achievements.			

Candidate No.	Name (Date of birth)	Past experience, positions and responsibilities [significant concurrent positions]	Number of shares of the Company held	
3	Kiyoshi Katsunuma (July 6, 1963)	Oct. 1992	Joined AMIX Co., Ltd.	30,000 shares
		Dec. 1996	Joined the Company	
		May 2007	Director, Sales Promotion Department Manager of the Company	
		Apr. 2009	Director in charge of personnel strategy of the Company	
		Jan. 2015	Director in charge of general affairs & personnel and public relations of the Company	
		Feb. 2016	Director in charge of sales & store development of the Company	
		Apr. 2018	Director in charge of sales & store management and Store Development Department Manager of the Company (to present)	
		[Significant concurrent positions]	-	
[Reason for selecting the candidate] Since he joined the Company, he has been engaged in the advertisement field, which is a pillar of the Company's growth strategy. In 2007, he became involved in management as Director and Sales Promotion Department Manager. In 2009, he took charge of personnel strategy and contributed to the expansion of employment and personnel development, while multi-store operation was accelerating. Since 2016, he has been in charge of sales and store development (currently in charge of sales and store management, and Store Development Department Manager) to build a new growth strategy. He has been selected as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements.				
4	Jo Kojima (November 1, 1967)	Apr. 1990	Joined Japan Bond Trading Co., Ltd.	4,000 shares
		Sept. 1996	Joined the Company	
		Oct. 2001	Corporate Planning Office Manager of the Company	
		May 2007	Director, Corporate Planning Office Manager of the Company	
		Sept. 2015	Director in charge of general affairs & personnel, Corporate Planning Office Manager, IT & EC Department Manager of the Company (to present)	
		[Significant concurrent positions]	-	
[Reason for selecting the candidate] Since he joined the Company, he has been engaged in the listing on the stock market and IR operations as a person responsible for management planning. His roles include the planning of business strategy and system construction of the Company's group. In 2007, he became involved in management as Director. Since 2015, he has concurrently served as IT & EC Department Manager to promote the expansion of online business and has been in charge of general affairs & personnel to strengthen the Company's internal control system. He has been selected as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements.				

Candidate No.	Name (Date of birth)	Past experience, positions and responsibilities [significant concurrent positions]	Number of shares of the Company held
5	Takashi Kikuchi (September 4, 1968)	Apr. 1989 Joined Boutique TAKEO NISHIDA	3,000 shares
		May 1991 Joined the Company	
		May 2009 Director, Design and Product Development Department Manager of the Company	
		Jan. 2015 Director in charge of design and product development & sales promotion of the Company (to present)	
		[Significant concurrent positions]	
		-	
[Reason for selecting the candidate] Since he joined the Company, he has been engaged in product development over many years including the period when the Company had been an import and wholesale trading company for shoe products, which was the forerunner of the Company. He played a role in conveying overseas trends to the Japanese market. In 2009, he became involved in management as Director and Design and Product Development Department Manager. Since 2015, he has been in charge of design and product development and sales promotion to strengthen the product brand. He has been selected as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements.			
6	Kiichiro Hattori (August 13, 1974)	Dec. 1999 Joined the Company	200 shares
		Feb. 2008 Design and Product Development Department Production Control Team of the Company	
		May 2014 Director in charge of international trading & international public relations of the Company	
		Jan. 2015 Director in charge of international trading & international public relations and production control of the Company (to present)	
		Apr. 2018 President of LaCrosse Footwear, Inc. (to present)	
		[Significant concurrent positions]	
		-	
[Reason for selecting the candidate] Since he joined the Company, he has been engaged in the control of overseas merchandise production and overseas PR operations. In 2014, he became involved in management as Director to expand and promote the overseas business in Asia and the U.S. His roles include conducting negotiations regarding overseas business development and providing support to overseas subsidiaries. He assumed the position of President of LaCrosse Footwear, Inc., a U.S. subsidiary in April 2018. He has been selected as a candidate for Director because he is expected to be able to continuously perform his responsibilities due to his abundant experience and past achievements.			

(Note) There are no special interests between each candidate and the Company.