

(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, 2015

To: Our Shareholders

## **Notice of Resolutions of the 176<sup>th</sup> Annual General Meeting of Shareholders**

Kirin Holdings Company, Limited hereby informs you of the reports made and resolutions reached at the 176<sup>th</sup> Annual General Meeting of Shareholders of the Company held this day.

Yours very truly,

Yoshinori Isozaki  
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 176<sup>th</sup> fiscal year (from January 1, 2014 to December 31, 2014).

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 176<sup>th</sup> fiscal year (from January 1, 2014 to December 31, 2014).

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 ¥19 per share (amounting to ¥38 per annum, together with an interim dividend of ¥19 per share).

**Proposal No. 2:      **Election of nine (9) Directors****

The proposal was approved and adopted as proposed. Messrs. Senji Miyake, Keisuke Nishimura, Akihiro Ito, Shigemitsu Miki, and Toshio Arima, five (5) in all, were re-elected as Directors and Messrs. Yoshinori Isozaki, Junichi Nonaka, Toshiya Miyoshi, and Shoshi Arakawa, four (4) in all, were newly elected as Directors, and each of them assumed office. Messrs. Shigemitsu Miki, Toshio Arima, and Shoshi Arakawa are Outside Directors.

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

The proposal was approved and adopted as proposed. Messrs. Motoyasu Ishihara and Masakatsu Mori, two (2) in all, were newly elected as Audit & Supervisory Board Members, and each of them assumed office. Mr. Masakatsu Mori 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 ¥86.81 million in total to seven (7) Directors who held office as of the end of the fiscal year under review (of which, bonuses to two (2) Outside Directors are ¥2.0 million in total) and bonuses of ¥9.44 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 ¥3.0 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. Yoshinori Isozaki and Keisuke Nishimura, two (2) 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. Masahito Suzuki and Motoyasu Ishihara, two (2) in all, were appointed as Standing Audit & Supervisory Board Members, and each of them assumed office.

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