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(Stock Exchange Code 4286)  
March 10, 2017

**To Shareholders with Voting Rights:**

Junichiro Uchikawa  
President & CEO  
LEGS COMPANY, LTD.  
2-26-1 Minamiaoyama, Minato-ku, Tokyo

**NOTICE OF  
THE 29TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 29th Annual General Meeting of Shareholders of LEGS COMPANY, LTD. (the "Company"), which will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by means of either of the following methods, and are kindly requested to exercise your voting rights on or before 6 p.m., Tuesday, March 28, 2017 (Japan time), after reviewing the attached "Reference Documents for the General Meeting of Shareholders."

[Exercising your voting rights by mail]

Please indicate "approval" or "disapproval" for the proposals on the enclosed Voting Rights Exercise Form and return it so that it will reach the Company no later than the deadline designated above.

[Exercising your voting rights via the internet]

Please access the website for exercise of voting rights (<http://www.it-soukai.com>) designated by the Company and register "approval" or "disapproval" for the proposals according to the guidance on the screen using your Voting Rights Exercise Code and Password, both of which are indicated on the enclosed Voting Rights Exercise Form.

If you exercise your voting rights both by mail and via the Internet, the exercise via the Internet shall be effective.

- 1. Date and Time:** Wednesday, March 29, 2017 at 10:00 a.m. Japan time  
**2. Place:** Room: Houou (2F) at Meiji Kinenkan located at  
2-2-23 Moto-Akasaka, Minato-ku, Tokyo, Japan

No souvenirs will be made available to the attending shareholders. We sincerely request your understanding and acceptance.

### 3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 29th Fiscal Year (January 1, 2016 - December 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 29th Fiscal Year (January 1, 2016 - December 31, 2016)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Seven (7) Directors  
**Proposal 3:** Election of One (1) Audit & Supervisory Board Member

1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. Among the documents which should be provided together with this Notice, the following notes are made available on the Company's website at <http://www.legs.co.jp>, pursuant to the applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, these notes are not provided in this Notice. The Consolidated Financial Statements and the Non-consolidated Financial Statements contained in the Appendix hereto are part of the Consolidated Financial Statements and the Non-consolidated Financial Statements which were audited when accounting audit reports and audit reports were prepared by the Accounting Auditor and the Audit & Supervisory Board Members.
  - (1) Notes to the Consolidated Financial Statements
  - (2) Notes to the Non-consolidated Financial StatementsShould the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.legs.co.jp>).
3. Please bring this leaflet to the meeting with you for paper resources saving.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1: Appropriation of Surplus**

The Company proposes the appropriation of surplus as follows:

Year-end dividend

Taking into account such factors as the current financial results and the future business operations, the Company proposes the year-end dividend for the 29th Fiscal Year as follows.

(a) Allotment of dividend assets and the total amount thereof

The Company proposes the payment of 18 yen per share of common stock.

The total amount of dividend in this case will be 189,597,600 yen.

(b) Effective date of distribution of surplus

The effective date will be March 30, 2017.

### **Proposal 2: Election of Seven (7) Directors**

The terms of office of all Directors (7) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
1	Junichiro Uchikawa (January 30, 1961) <u>Reappointment</u>	March 1988    Founded the Company, Representative Director March 1991    Founded S.I.P Corporation, Representative Director February 1994    President & CEO, the Company (to present) October 2008    Founded LEGS (SHANGHAI) TRADING COMPANY, LTD., Chairman July 2009        Director, M&I Co., Ltd. February 2011    Founded LEGS (SHANGHAI) ADVERTIZING COMPANY, LTD., Chairman March 2012      Founded LEGS (SHENZHEN) TRADING COMPANY, LTD., Chairman July 2014        Outside Director, ORENO Corporation (to present) August 2014     Director, LEGS (SHANGHAI) TRADING COMPANY, LTD. (to present) August 2014     Director, LEGS (SHANGHAI) ADVERTIZING COMPANY, LTD. (to present) August 2014     Director, LEGS (SHENZHEN) TRADING COMPANY, LTD. (to present) February 2016    Director, JU Co., Ltd. (to present)	295,400
<p>●Reason for nomination as a candidate for Director</p> <p>Having abundant management experience and achievements, Mr. Junichiro Uchida has been serving as Representative Director of the Company since the Company's foundation. The Company believes that he is qualified to make decisions on significant business execution and supervise duties of directors and executive officers, therefore, the Company has continuously nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
2	<p>Kazunari Higuchi (May 13, 1966) <u>Reappointment</u></p>	<p>July 1992      Joined Ibox Corporation  July 2000      Director, IBEX Corporation inc.  September 2006      President &amp; Representative Director, DG &amp;  IBEX, inc.  June 2009      Founded M&amp;I Co., Ltd., President &amp;  Representative Director  March 2010      Director, the Company  March 2012      Senior Managing Director, the Company  November 2012      Senior Managing Director &amp; COO, the  Company  April 2013      Vice President, Director &amp; COO, the  Company (to present)  August 2014      Chairman, LEGS (SHANGHAI) TRADING  COMPANY, LTD. (to present)  August 2014      Chairman, LEGS (SHANGHAI)  ADVERTIZING COMPANY, LTD. (to  present)  August 2014      Chairman, LEGS (SHENZHEN) TRADING  COMPANY, LTD. (to present)  July 2016      Director, LEGS MARKETING SERVICES  (MALAYSIA) SDN. BHD. (to present)</p>	180,600
<p>●Reason for nomination as a candidate for Director  Mr. Kazunari Higuchi has demonstrated his strong leadership as COO of the company based on his abundant experience in company management and extensive knowledge regarding advertisement and sales promotion since his assuming office of Director in 2010. Therefore, the Company has continuously nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
3	Makoto Yoneyama (September 2, 1956) <u>New appointment</u>	<p>March 1980    Joined Kyoto Ceramic Co., Ltd. (currently KYOCERA Corporation)</p> <p>July 2005    Transferred to KYOCERA MITA Corporation (currently KYOCERA Document Solutions Inc.), Corporate Officer &amp; General Manager, Business Administration Division</p> <p>April 2008    Corporate Officer, KYOCERA MITA Corporation Managing Director, KYOCERA MITA JAPAN Corporation</p> <p>March 2010    Transferred to KYOCERA Communication Systems Co., Ltd., Senior General Manager Deputy manager, Trustee's Office, Japan Airlines Co., Ltd</p> <p>June 2010    Director, KYOCERA Communication Systems Co., Ltd.</p> <p>December 2010    Executive Officer, Corporate Control Division, Japan Airlines Co., Ltd.</p> <p>April 2012    Managing Executive Officer, Corporate Control Division, Japan Airlines Co., Ltd.</p> <p>June 2012    Managing Director, KYOCERA Communication Systems Co., Ltd.</p> <p>April 2014    Managing Director &amp; General Manager, Administration Division, KYOCERA Communication Systems Co., Ltd.</p> <p>April 2015    Senior Managing Director &amp; General Manager, Administration Division, KYOCERA Communication Systems Co., Ltd.</p> <p>March 2016    Joined the Company</p> <p>June 2016    General Manager, Administration Division, the Company (to present)</p>	-
<p>●Reason for nomination as a candidate for Director</p> <p>Mr. Makoto Yoneyama has engaged in the management of listed companies for many years and has abundant practical experience and knowledge. He has contributed to establishing corporate governance structure that is essential to sustainable growth as General Manager of Administration Division of the Company since 2016. Therefore, the Company believes that he is well qualified to be a Director.</p>			

No.	Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
4	Yasuo Fukui (May 27, 1968) <u>New appointment</u>	<p>April 1991      Joined Sanwa Bank, Ltd. (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>April 1995      Joined Seven-Eleven Japan Co., Ltd.</p> <p>July 2000        Transferred to 7dream.com Co., Ltd.</p> <p>June 2003        Joined Brando Corporation</p> <p>February 2004    Founded Mediaflag Inc., President &amp; Representative Director (to present)</p> <p>October 2012     Chairman &amp; Representative Director, Mediaflag Okinawa Inc. (to present)</p> <p>                         Chairman, Mediaflag Shanghai Inc. (to present)</p> <p>November 2013   President &amp; Representative Director, Tokachi Tachibana Inc.</p> <p>July 2014        Chairman &amp; Representative Director, impactTV Inc. (to present)</p> <p>November 2014   Director, cabic Inc. (to present)</p> <p>February 2015    Chairman &amp; Representative Director, Tokachi Tachibana Inc. (to present)</p> <p>                         Director, O&amp;H Co., Ltd.(to present)</p> <p>May 2015        Director, MPandC INC. (to present)</p>	-
<p>●Reason for nomination as a candidate for Director</p> <p>Mr. Yasuo Fukui has a practical experience in financial and retail &amp; distribution industry. Furthermore, he has deep insight acquired through the foundation of a marketing firm and its management. Therefore, the Company believes that he is well qualified to be a Director.</p>			
No.	Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
5	Setsuo Sasaki (April 29, 1955) <u>New appointment</u>	<p>March 1981      Joined Kyoto Ceramic Co., Ltd. (currently KYOCERA Corporation)</p> <p>April 2000        Transferred to KYOCERA Communication Systems Co., Ltd., Director</p> <p>April 2001        Director &amp; General Manager, Management Information System Division, KYOCERA Communication Systems Co., Ltd.</p> <p>April 2006        Managing Director &amp; General Manager, ICT Sales Division, KYOCERA Communication Systems Co., Ltd.</p> <p>April 2008        Senior Managing Director &amp; General Manager, ICT Business Management Division, KYOCERA Communication Systems Co., Ltd.</p> <p>April 2012        President &amp; Representative Director, KYOCERA Communication Systems Co., Ltd.</p> <p>March 2016        Corporate Officer, KYOCERA Corporation</p> <p>                         Founded Sectage Limited Liability Company, Representative Partner (to present)</p>	-
<p>●Reason for nomination as a candidate for Director</p> <p>Mr. Setsuo Sasaki has been involved in the management of listed companies for many years. Based on his abundant experience in management, as well as deep insight regarding corporate planning, the Company believes that he is well qualified to be a Director.</p>			

No.	Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
6	Hiroshi Sonobe (February 12, 1965) <u>New appointment</u> <u>Outside Director</u> <u>Independent Director</u>	April 1992 Entered the Legal Training and Research Institute of the Supreme Court of Japan April 1994 Joined Kiyoshi Suda Law Office October 2001 Established Hayashi, Sonobe & Fujigasaki Law Office (currently Hayashi & Sonobe Law Office) (to present) March 2010 Audit & Supervisory Board Member, Japan Property Management Center Co., Ltd. March 2013 Outside Audit & Supervisory Board Member, LEGS COMPANY, LTD. (to present) June 2014 Outside Audit & Supervisory Board Member, Tokyo Tekko Co., Ltd. March 2016 Outside Director, PALTEK CORPORATION (to present) March 2016 Outside Director, Japan Property Management Center Co., Ltd. (Audit and Supervisory Committee Member) (to present) June 2016 Outside Audit & Supervisory Board Member, Care Service Co., Ltd. (to present) June 2016 Outside Director, Tokyo Tekko Co., Ltd. (Audit and Supervisory Committee Member) (to present)	1,000
<p>●Reason for nomination as a candidate for Outside Director</p> <ul style="list-style-type: none"> <li>• Mr. Hiroshi Sonobe is a candidate for Outside Director.</li> <li>• He is expected to retire from his position as Outside Audit &amp; Supervisory Board Member and will have served 4 years at the conclusion of this Annual General Meeting of Shareholders.</li> <li>• The Company believes that, based on his extensive experience and knowledge as an expert in corporate legal affairs (attorney at law), he would supervise and monitor the management of the Company and his advice regarding all aspects of management could help enhance corporate governance. Therefore, the Company has nominated him as a candidate for Outside Director.</li> <li>• The Company registered Mr. Hiroshi Sonobe as Independent Director with no potential conflict of interest with general shareholders with Tokyo Stock Exchange, Inc. In the event that he is appointed as Outside Director, the Company plans to register him as Independent Director continuously.</li> </ul>			



No.	Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
7	Oleg Zuravljev (May 8, 1972) Reappointment Outside Director Independent Director	February 1998 Joined FIL Investments (Japan) Limited January 2003 Joined Gartmore Asset Management Ltd. (currently Henderson Global Investors (Japan) Limited) February 2009 Founded Shared Research Inc., Representative Director March 2014 Outside Director, LEGS COMPANY, LTD. (to present) September 2016 Portfolio Manager, Rogers Investment Advisors K.K. (to present) October 2016 Chairman & Representative Director, Shared Research Inc. (to present)	200
<p>● Reason for nomination as a candidate for Outside Director</p> <ul style="list-style-type: none"> <li>· Mr. Oleg Zuravljev is a candidate for Outside Director.</li> <li>· He will have served 3 years as Outside Director at the conclusion of this Annual General Meeting of Shareholders.</li> <li>· The Company believes that he would be able to utilize his abundant experience and knowledge accumulated through his many years in the securities business to manage the Company, therefore, the Company has continuously nominated him as a candidate for Outside Director</li> <li>· The Company registered Mr. Oleg Zuravljev as Independent Director with no potential conflict of interest with general shareholders with Tokyo Stock Exchange, Inc.</li> </ul>			

- (notes)
1. The Company does not have any special interest with each candidate for Director.
  2. If the election of Mr. Yasuo Fukui and Mr. Setsuo Sasaki in this proposal is approved, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into contracts with them for the purpose of limiting their liabilities for compensation of damages stipulated in Article 423, Paragraph 1 of the said Act. The maximum amount of liability under such contract shall be the greater of either 3 million yen or the minimum liability amount stipulated by laws and regulations.
  3. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into contracts with Mr. Hiroshi Sonobe and Mr. Oleg Zuravljev for the purpose of limiting their liabilities for compensation of damages stipulated in Article 423, Paragraph 1 of the said Act. If their election is approved, the Company will continue to hold the agreement with them. The maximum amount of liability under such contract shall be the greater of either 3 million yen or the minimum liability amount stipulated by laws and regulations.
  4. Neither Mr. Hiroshi Sonobe nor Mr. Oleg Zuravljev is a business executor or a director of any entity that has special relationship with the Company. Furthermore, there has been no such relevant relationship during the past five years.
  5. Neither Mr. Hiroshi Sonobe nor Mr. Oleg Zuravljev is going to receive a large amount of money or other assets from the Company or any entity that has special relationship with the Company. Furthermore, there has been no such arrangement in the past two years.
  6. Neither Mr. Hiroshi Sonobe nor Mr. Oleg Zuravljev is a spouse, a relative within the third degree or such a closely related person of a business executor or a director of the Company or any entity that has special relationship with the Company.
  7. The numbers of shares they own are as of December 31, 2016.

**Proposal 3: Election of One (1) Audit & Supervisory Board Member**

The term of office of Mr. Hiroshi Sonobe, Audit & Supervisory Board Member, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed. The Company has already obtained the approval of Audit & Supervisory Board regarding this proposal.

The candidate for Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career Summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
<p>Takeshi Nakaya (May 12, 1947) New appointment</p>	<p>April 1970      Joined Matsushita Refrigeration Company (currently Panasonic Corporation) March 1980      Joined Kyoto Ceramic Co., Ltd. (currently KYOCERA Corporation) April 2000      Treasurer, KYOCERA Corporation March 2008      Joined the Company August 2008      Executive Officer &amp; Manager, Management Division, the Company October 2008      Audit &amp; Supervisory Board Member, LEGS (SHANGHAI) TRADING COMPANY, LTD. (to present) March 2010      Representative Director, S.I.P Corporation February 2011      Audit &amp; Supervisory Board Member, LEGS (SHANGHAI) ADVERTISING COMPANY, LTD. (to present) March 2012      Audit &amp; Supervisory Board Member, LEGS (SHENZHEN) TRADING COMPANY, LTD. (to present) March 2014      Director, S.I.P Corporation (to present) August 2014      Accounting &amp; Finance Manager, the Company (to present)</p>	<p>19,800</p>
<p>●Reason for nomination as a candidate for Audit &amp; Supervisory Board Member Mr. Takeshi Nakaya has a practical experience of accounting and finance for many years and a thorough knowledge of the Company's business as Accounting &amp; Finance Manager of the Company. Due to his abundant practical experience and insight, the Company believes that he is qualified as an Audit &amp; Supervisory Board Member.</p>		

- (notes)
1. The Company does not have any special interest with the candidate for Audit & Supervisory Board Member.
  2. If the election of Mr. Takeshi Nakaya in this proposal is approved, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into a contract with him for the purpose of limiting his liability for compensation of damages stipulated in Article 423, Paragraph 1 of the said Act. The maximum amount of liability under such contract shall be the greater of either 3 million yen or the minimum liability amount stipulated by laws and regulations.
  3. The number of shares he owns is as of December 31, 2016.